

To Our Shareholders:

3-31-1 Myoon-tori, Mizuho-ku, Nagoya  
**AVANTIA** Co., Ltd.  
Yasunari Sawada, Representative Director  
and President

## **Notice of the 31st Annual Meeting of Shareholders**

**The Company would hereby like to request shareholders to attend its 31st Annual Meeting of Shareholders as described below.**

**You may also exercise your voting rights in writing or via the Internet. We kindly request you to read the following Reference Document for the Annual Meeting of Shareholders and exercise your voting rights no later than 6:00 p.m., November 24, 2020 (Tuesday).**

Sincerely yours,

### Requests to Our Shareholders

In order to ensure the health and safety of our shareholders, we would like to inform you of our efforts to prevent the spread of new coronavirus infections and our requests to our shareholders as follows. We would appreciate your understanding and cooperation.

- (1) Regardless of your health status, we strongly request you to refrain from coming to the venue on the day of the meeting.
- (2) We are limiting the number of seats available to 50 to secure sufficient space between seats for shareholders. This means that even if you come to the venue, you may not be able to enter the venue or attend the meeting.
- (3) Shareholders coming to the venue are requested to wear masks.
- (4) On the day of the meeting, we will conduct a temperature check near the entrance to the venue, and will refuse admission to those who are deemed to have a fever or who are thought to be in poor health.
- (5) During the General Meeting of Shareholders, the management staff may ask shareholders who are thought to be in poor health to leave the venue.
- (6) Please note that we do not distribute souvenirs.

1. **Date:** 10:00 a.m. on November 25 (Wednesday), 2020  
(Reception starts at 9:00 a.m.)
2. **Venue:** 2F, Zuiun East, Hotel Mielparque NAGOYA  
3-16-16 Aoi, Higashi-ku, Nagoya
3. **Purposes:**
  - Items to be reported:**
    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 31st business period (September 1, 2019 to August 31, 2020)
    2. The non-consolidated financial statements for the 31st business period (September 1, 2019 to August 31, 2020)
  - Items to be resolved:**
    - Agenda Item 1:** Partial Amendment to the Articles of Incorporation
    - Agenda Item 2:** Election of Eight (8) Directors
    - Agenda Item 3:** Election of One (1) Audit & Supervisory Board Member

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- \* When you attend the meeting, we kindly request that you submit the enclosed voting form to the receptionist at the venue.
  - \* If there are any revisions to the Reference Document for the Annual Meeting of Shareholders, and/or the business report, the consolidated and the non-consolidated financial statements, such revisions will be listed on the Company's website.
  - \* Among the documents that should accompany this notice, those mentioned below are not included in this notice since they have been made available on the Company's website as required by law as well as Article 18 of the Company's Articles of Incorporation. Therefore, the documents provided with this notice constitute only a portion of the documents that the members of the Audit & Supervisory Board and Accounting Auditors audited in the course of preparing their audit reports.
    1. Notes to Consolidated Financial Statements
    2. Notes to Non-Consolidated Financial Statements
  - \* The contents of this notice was posted on the Company's website before it was sent to all recipients in order to provide information as quickly as possible.

Company's website (<https://avantia-g.co.jp/>)

**Agenda Item 1: Partial Amendment to the Articles of Incorporation**

1. Reason for the Proposal

We have proposed fire insurance to our customers when they purchase a house. In order to improve customer service and customer satisfaction by proposing a better life plan in the future, we will partially amend Article 2 of the current Articles of Incorporation to add "life insurance agency" to our business objectives.

2. Contents of the Amendments

The contents of the amendments are as follows.

(Underlined parts show amendments)

Current Articles of Incorporation	Proposed amendment
<p style="text-align: center;">Chapter 1 General Provisions</p> <p>(Purpose)</p> <p>Article 2 The purpose of the Company is to engage in the following business:</p> <ol style="list-style-type: none"> <li>1. Design, construction, and contracting of civil engineering and construction work</li> <li>2. Sale, lease, management, and brokerage of real estate</li> <li>3. Non-life insurance agency</li> <li>4. Any and all business incidental to the preceding items</li> </ol>	<p style="text-align: center;">Chapter 1 General Provisions</p> <p>(Purpose)</p> <p>Article 2 The purpose of the Company is to engage in the following business:</p> <ol style="list-style-type: none"> <li>1. Design, construction, and contracting of civil engineering and construction work</li> <li>2. Sale, lease, management, and brokerage of real estate</li> <li>3. Non-life insurance agency <u>and life insurance agency</u></li> <li>4. Any and all business incidental to the preceding items</li> </ol>

## Agenda Item 2: Election of Eight (8) Directors


The terms of office of all eight (8) Directors shall expire at the conclusion of this Annual Meeting of Shareholders. Accordingly, we propose the election of eight (8) Directors including two (2) Outside Directors.


The candidates for Directors are as follows.

### [For Reference] List of Candidates


Candidate No.		Name	Position and responsibility at the Company	Number of Board of Directors' Meetings attended (31st business period)
1	Reappointment	Yasunari Sawada	Representative Director and President In charge of Chubu Business Department, Mie Business Department, Kanto Business Department, Business Administration Office	13/13 (100%)
2	Reappointment	Takuya Miyazaki	Senior Managing Director In charge of General Affairs Department, Finance Department, Supplies Department	13/13 (100%)
3	Reappointment	Naoki Mito	Managing Director In charge of the Construction Department	13/13 (100%)
4	Reappointment	Takaharu Omori	Director In charge of Personnel Department, Growth Strategy Development	13/13 (100%)
5	Reappointment	Hidenobu Hisada	Director, Executive Officer In charge of Kansai Business Department	10/10 (100%)
6	Reappointment	Ryo Okamoto	Director, Executive Officer In charge of Design Department, Corporate Business Department, General Manager of Planning & Development Department	10/10 (100%)
7	Reappointment/ Outside/ Independent	Akikazu Endo	Outside Director	13/13 (100%)
8	Reappointment/ Outside/ Independent	Kazuo Hironaka	Outside Director	13/13 (100%)

Note: The number of Board of Directors Meetings attended by Mr. Hidenobu Hisada and Mr. Ryo Okamoto is the number of meetings since they assumed the position of Director on November 27, 2019.


Candi date No.	Name (Date of birth)	Brief profile, position and responsibility at the Company	Number of the Company's shares owned
1	 Yasunari Sawada Reappointment (Date of birth) (May 4, 1971) Term of office as Company's Director: 14 years (at the conclusion of this Annual Meeting of Shareholders) Attendance at Board of Directors Meetings 13/13 (100%)	February 1990    Joined the Company October 2003    Executive Officer, General Manager of Sales Department August 2004     Executive Officer, Department Manager of Sales 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 July 2020        Representative Director and President In charge of Chubu Business Department, Mie Business Department, Business Administration Office September 2020   Representative Director and President In charge of Chubu Business Department, Mie Business Department, Kanto Business Department, Business Administration Office (current position) Significant concurrent positions Representative Director and President, Sanyo Engineering-works Survey Co., Ltd. Representative Director and President, Sanyo Real Estate Co., Ltd.	108,900
[Reason for the nomination as a Director candidate] Mr. Yasunari Sawada has made efforts with his strong leadership and decision-making toward the expansion of the scope and progress of the business of the Company, mainly in the sales department, since joining the Company at its establishment. The Company has nominated him as a Director candidate in the expectation that he will make further contributions as he has since assuming the post of Representative Director and President by working to resolve internal issues and achieving steady results.			


Candi date No.	Name (Date of birth)	Brief profile, position and responsibility at the Company	Number of the Company's shares owned
2		<p>April 1979      Joined the Chuo Trust &amp; Banking Co., Ltd. (currently, the Sumitomo Mitsui Trust Bank, Limited)</p>	8,500
	<p>Takuya Miyazaki</p>	<p>July 2008      Executive Officer, General Manager of Corporate Business Department IV, the Chuo Mitsui Trust and Banking Company, Limited (currently, the Sumitomo Mitsui Trust Bank, Limited)</p>	
	<p>Reappointment</p>	<p>July 2010      Managing Executive Officer, General Manager of Nagoya Branch</p>	
	<p>(Date of birth) (March 11, 1955)</p>	<p>April 2012      Managing Executive Officer, Sumitomo Mitsui Trust Bank, Limited</p>	
	<p>Term of office as Company's Director: 3 years (at the conclusion of this Annual Meeting of Shareholders)</p>	<p>April 2015      Senior Managing Executive Officer</p>	
	<p>Attendance at Board of Directors Meetings 13/13 (100%)</p>	<p>April 2016      Corporate Advisor Director and Deputy Chairman of Sumitomo Mitsui Trust Realty Co., Ltd.</p>	
	<p>April 2017</p>	<p>Director and Deputy Chairman of Sumitomo Mitsui Trust Wealth Partners Co., Ltd.</p>	
	<p>November 2017</p>	<p>Joined the Company, Full-time Advisor</p>	
	<p>April 2018</p>	<p>Senior Managing Director, Department Manager of Operations</p>	
	<p>September 2018</p>	<p>Senior Managing Director, Department Manager of Operations and Administration</p>	
	<p>November 2018</p>	<p>Senior Managing Director Senior Managing Director, in charge of General Affairs Department, Finance Department, Branch Management Department</p>	
	<p>April 2019</p>	<p>Senior Managing Director, in charge of General Affairs Department, Finance Department, Business Administration Department, Supplies Department</p>	
<p>November 2019</p>	<p>Senior Managing Director, in charge of General Affairs Department, Finance Department, Supplies Department (current position)</p>		


Candi date No.	Name (Date of birth)	Brief profile, position and responsibility at the Company	Number of the Company's shares owned
		Significant concurrent positions Representative Director and President, Kose Construction Co., Ltd. Representative Director and Chairperson, Jtechnos Co., Ltd. Representative Director and President, Udohira Construction Co., Ltd.	
	<p>[Reason for the nomination as a Director candidate]</p> <p>Mr. Takuya Miyazaki has a wide range of personal connections and experience as a manager in the Nagoya area of the Sumitomo Mitsui Trust Bank, Limited for many years. The Company has nominated him as a Director candidate in the expectation that he will leverage his broad range of experience and deep insight to help the Company achieve sustainable growth and enhance its corporate value.</p>		


Candi date No.	Name (Date of birth)	Brief profile, position and responsibility at the Company	Number of the Company's shares owned
3	 <p data-bbox="336 577 544 1608"> Naoki Mito  Reappointment  (Date of birth) (December 27, 1961)  Term of office as Company's Director: 11 years (at the conclusion of this Annual Meeting of Shareholders)  Attendance at Board of Directors Meetings 13/13 (100%) </p>	<p data-bbox="560 309 1244 409">April 1980      Joined National House Industrial Co., Ltd. (currently, Panasonic Homes Co., Ltd.)</p> <p data-bbox="560 454 1244 488">April 2006      Joined Sanyo Best Home Co., Ltd.</p> <p data-bbox="560 499 1244 533">October 2006    Joined the Company</p> <p data-bbox="560 544 1244 611">April 2007      General Manager of Construction Department</p> <p data-bbox="560 622 1244 689">November 2007   Executive Officer, General Manager of Construction Department</p> <p data-bbox="560 701 1244 801">November 2009   Director, Executive Officer and General Manager of Construction Department</p> <p data-bbox="560 813 1244 880">November 2011   Director, Executive Officer and Department Manager of Construction</p> <p data-bbox="560 891 1244 1014">March 2015      Director, Executive Officer and Department Manager of Construction and General Manager of Design Department</p> <p data-bbox="560 1025 1244 1059">September 2018   Managing Director</p> <p data-bbox="560 1070 1244 1171">November 2018   Managing Director, in charge of Construction Department, Design Department, Supplies Department</p> <p data-bbox="560 1182 1244 1283">April 2019      Managing Director, in charge of Construction Department, Design Department</p> <p data-bbox="560 1294 1244 1395">November 2019   Managing Director, in charge of Construction Department, Kansai Business Department</p> <p data-bbox="560 1406 1244 1507">July 2020        Managing Director, in charge of Construction Department (current position)</p> <p data-bbox="560 1518 1244 1608"> Significant concurrent positions  Representative Director and President, PLUS ONE.Co.,Ltd. </p>	10,200
<p data-bbox="331 1630 949 1664">[Reason for the nomination as a Director candidate]</p> <p data-bbox="331 1675 1423 1830">Mr. Naoki Mito has been engaged in construction operations of the Company and advanced technological development and operational improvement in this area since joining the Company. The Company has nominated him as a Director candidate in the expectation that he will make further contributions to the continuous development of the Group's business with his high level of expertise and extensive knowledge.</p>			




Candi date No.	Name (Date of birth)	Brief profile, position and responsibility at the Company	Number of the Company's shares owned
4	 Takaharu Omori Reappointment (Date of birth) (October 6, 1962) Term of office as Company's Director: 6 years (at the conclusion of this Annual Meeting of Shareholders) Attendance at Board of Directors Meetings 13/13 (100%)	April 1985      Joined Chuo Sogo Bank, Ltd. (currently, the Aichi Bank, Ltd.) June 2011      Manager of Shinmichi Branch, the Aichi Bank, Ltd. July 2013      Seconded to the Company, General Manager of General Affairs Department November 2013      Executive Officer, General Manager of Personnel Department September 2014      Joined the Company, Executive Officer, General Manager of Personnel Department November 2014      Director, Executive Officer and General Manager of Personnel Department November 2015      Director, Executive Officer and Department Manager of Administration and General Manager of Personnel Department April 2018      Director, Executive Officer and General Manager of Personnel Department November 2018      Director, in charge of Personnel Department, Planning & Development Department, Growth Strategy Development November 2019      Director, in charge of Personnel Department, Growth Strategy Development (current position)	             9,00 0
<p>[Reason for the nomination as a Director candidate]  Mr. Takaharu Omori has worked to improve the personnel system since joining the Company, and since 2018, he has been promoting business expansion as a Director in charge of the Growth Strategy Development. The Company has nominated him as a Director candidate in the expectation that he will make further contributions to improving the Company's corporate value by leveraging his experience and insights into those operations.</p>			

Candi date No.	Name (Date of birth)	Brief profile, position and responsibility at the Company	Number of the Company's shares owned
5	 <p>Hidenobu Hisada</p> <p>Reappointment</p> <p>(Date of birth) (August 1, 1972)</p> <p>Term of office as Company's Director: 1 year (at the conclusion of this Annual Meeting of Shareholders)</p> <p>Attendance at Board of Directors Meetings 10/10 (100%)</p>	<p>April 1997      Joined Hyozengumi Co., Ltd.</p> <p>March 2001      Joined the Company</p> <p>September 2011      General Manager of Sales Department</p> <p>September 2018      Executive Officer, in charge of Sales Department 1, Sales Department 2, Kansai Business Department</p> <p>November 2018      Executive Officer, in charge of Land Procurement Department, Sales Department 1, Sales Department 2</p> <p>April 2019      Executive Officer, in charge of Land Procurement Department, Sales Management Department</p> <p>November 2019      Director, Executive Officer, in charge of Chubu Business Department, Mie Business Department</p> <p>July 2020      Director, Executive Officer, in charge of Kansai Business Department (current position)</p>	2,500
<p>[Reason for the nomination as a Director candidate]</p> <p>Mr. Hidenobu Hisada has worked to expand sales performance and develop sales tactics as the head of the sales division since joining the Company. The Company has nominated him as a Director candidate in the expectation that he will execute his duties appropriately in accordance with business development and business conditions, and strengthen the sales capabilities in the Company.</p>			

Candi date No.	Name (Date of birth)	Brief profile, position and responsibility at the Company	Number of the Company's shares owned
6	 <p>Ryo Okamoto</p> <p>Reappointment</p> <p>(Date of birth) (April 30, 1973)</p> <p>Term of office as Company's Director: 1 year (at the conclusion of this Annual Meeting of Shareholders)</p> <p>Attendance at Board of Directors Meetings 10/10 (100%)</p>	<p>April 1998      Joined the Company</p> <p>September 2010      General Manager of Planning &amp; Development Department</p> <p>September 2018      Executive Officer, General Manager of Planning &amp; Development Department</p> <p>November 2019      Director, Executive Officer, in charge of Land Procurement Department, Design Department, General Manager of Planning &amp; Development Department</p> <p>May 2020      Director, Executive Officer, in charge of Land Procurement Department, Design Department, Corporate Business Department, General Manager of Planning &amp; Development Department</p> <p>July 2020      Director, Executive Officer, in charge of Design Department, Corporate Business Department, General Manager of Planning &amp; Development Department (current position)</p>	13,600
<p>[Reason for the nomination as a Director candidate]</p> <p>Mr. Ryo Okamoto has been involved in product development and promotion, accumulated advanced know-how, and supported the creation of corporate branding, since joining the Company. The Company has nominated him as a Director candidate in the expectation that he will execute his duties appropriately in accordance with business development and business conditions, and make contributions to improving the Company's corporate value.</p>			

Candi date No.	Name (Date of birth)	Brief profile, position and responsibility at the Company	Number of the Company's shares owned
7	 Akikazu Endo  Reappointment [Outside] Independent Officer  (Date of birth) (March 16, 1971)  Term of office as Company's Outside Director: 6 years (at the conclusion of this Annual Meeting of Shareholders)  Attendance at Board of Directors Meetings 13/13 (100%)	October 1998      Joined Tohmatsu & Co. Nagoya Office (currently, Deloitte Touche Tohmatsu LLC Nagoya Office)  April 2002        Registered as certified public accountant  July 2003         Joined Tohmatsu Consulting Co., Ltd. (currently, Deloitte Tohmatsu Consulting LLC)  November 2005   Establishment of Endo Accounting Office, Director (current position)  November 2014   Outside Director of the Company (current position)  January 2015     Chief Executive Officer, One's Brain Partners Corporation (current position)  August 2016      Outside Director, Nakashima Sake Brewing Co., Ltd. (current position)  Significant concurrent positions Director, Endo Accounting Office Chief Executive Officer, One's Brain Partners Corporation Outside Director, Nakashima Sake Brewing Co., Ltd.	3,200
[Reason for the nomination as an Outside Director candidate] Mr. Akikazu Endo has a high level of professional knowledge and experience obtained as a certified public accountant. The Company has nominated him as a candidate for Outside Director in the belief that he will put his experience and insights to work in performing the duties of Outside Director.			

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility at the Company	Number of the Company's shares owned
8	 Kazuo Hironaka Reappointment [Outside] Independent Officer (Date of birth) (December 9, 1950) 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%)	April 1973      Joined Nippondenso Co., Ltd. (currently, DENSO CORPORATION) November 1996      President & CEO, DENSO (THAILAND) CO., LTD. June 2002      Member of the Board, DENSO CORPORATION June 2007      Senior Member of the Board November 2013      Advisor, Kariya Chamber of Commerce and Industry (current position) June 2014      Advisor, DENSO CORPORATION June 2016      Non-Member Director, The Hekikai Shinkin Bank (current position) July 2017      Non-regular Advisor, DENSO CORPORATION November 2018      Outside Director of the Company (current position) Significant concurrent positions Advisor, Kariya Chamber of Commerce and Industry Non-Member Director, The Hekikai Shinkin Bank	2,000
[Reason for the nomination as an Outside Director candidate] Mr. Kazuo Hironaka has engaged in management as Senior Member of the Board of DENSO CORPORATION for many years, and has a wealth of experience and extensive knowledge. The Company has nominated him as a candidate for Outside Director in the belief that he will put his experience and insights to work in performing the duties of Outside Director.			

Notes:

1. There are no special relationships of interest between the Company and Director candidates.
2. Mr. Akikazu Endo and Mr. Kazuo Hironaka are candidates for Outside Director.
3. The Company has entered into an agreement with Mr. Akikazu Endo and Mr. Kazuo Hironaka to limit the liability for damages as provided for by Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the said Act; provided, however, that the amount of the liability limitation under the said agreement is the minimum liability amount provided for by Article 425, Paragraph 1 of the said Act if the Directors act in good faith without gross negligence in the performance of their duties. The Company will renew the said agreement with them if their reappointment is approved as proposed.

4. Mr. Akikazu Endo and Mr. Kazuo Hironaka meet the requirements of an Independent Officer specified by the Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. The Company has registered them with those stock exchanges as Independent Officers. They will continue to serve as an Independent Officer if their reappointment is approved as proposed.


### Agenda Item 3: Election of One (1) Audit & Supervisory Board Member

Audit & Supervisory Board Member Mr. Norio Senju will resign at the conclusion of this Annual Meeting of Shareholders. Accordingly, we propose the election of one (1) Audit & Supervisory Board Member.

Mr. Shigemasa Yoshida will be elected as a substitute for Mr. Norio Senju, and his term of office will be until the expiration of the term of office of the Audit & Supervisory Board Member who resigned pursuant to the provisions of the Company's Articles of Incorporation.

Consent of the Audit & Supervisory Board has been previously obtained with regard to this agenda item.

The candidate for Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Brief profile, position and responsibility at the Company	Number of the Company's shares owned
 Shigemasa Yoshida [New appointment] [Outside] Independent Officer  (Date of birth) (October 18, 1955)  Term of office as Company's	April 1978	Joined Chuo Sogo Bank, Ltd. (currently, the Aichi Bank, Ltd.)
	June 1999	Manager of Hitotsugi Branch, the Aichi Bank, Ltd.
	June 2001	Administration Group Leader of General Affairs Department
	June 2005	Manager of Shinmichi Branch
	June 2007	Manager of Tokyo Branch, Manager of Tokyo Office
	January 2009	Deputy General Manager of Corporate Administration Department (current Personnel Department)
	June 2014	Representative Director, AIGIN DC CARD Co., Ltd.
	June 2016	Director, Standing Audit and Supervisory Committee Member, the Aichi Bank, Ltd.
June 2020	Resigned from the Aichi Bank, Ltd. (to the present day)	0

Name (Date of birth)	Brief profile, position and responsibility at the Company	Number of the Company's shares owned
Outside Audit & Supervisory Board Member: -  Attendance at Board of Directors Meetings -  Attendance at Audit & Supervisory Board -		
<p>[Reason for the nomination as an Outside Audit &amp; Supervisory Board Member candidate]            Mr. Shigemasa Yoshida has many years of experience in a financial institution and a wealth of financial knowledge.            The Company has nominated him as a candidate for Outside Audit &amp; Supervisory Board Member in the belief that he will use his experience and insights to fairly judge the legality of the execution of duties by Directors and the appropriateness of accounting audits from an objective perspective, and contribute to ensuring the soundness of management through his useful advice.</p>		

Notes:

1. Mr. Shigemasa Yoshida is a new candidate for Outside Audit & Supervisory Board Member.
2. There is no special relationship of interest between Mr. Shigemasa Yoshida and the Company.
3. The Company will enter into an agreement with Mr. Shigemasa Yoshida, if his appointment is approved as proposed, to limit the liability for damages as provided for by Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the said Act; provided, however, that the amount of the liability limitation under the said agreement is the minimum liability amount provided for by Article 425, Paragraph 1 of the said Act if the Outside Audit & Supervisory Board Member acts in good faith without gross negligence in the performance of his duties.
4. Mr. Shigemasa Yoshida meets the requirements of an Independent Officer specified by the Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and if his appointment is approved as proposed, he will become an Independent Officer.