

[Translation]

April 13, 2021

To: Mr. Hirohiko Hirono, President of TENMA CORPORATION

Requestor
Hisashi Tsukasa, Representative Director
Tsukasa Enterprise Corporation
13-21, Higashi Nakano 1-chome, Nakano-ku, Tokyo

Shareholder Proposal

As a shareholder who has been holding 1,978,320 shares in TENMA CORPORATION (the “Company”), which represents one percent or more or 300 or more of the voting rights of all shareholders, for six months or more, the Requestor requests that the Company include the following matters on the meeting agenda of the annual shareholders’ meeting of the Company scheduled to be held in June 2021 or later, and that the Company notify the shareholders of a summary of the proposal and the reasons for the shareholder proposal stated below regarding the meeting agenda, as well as the names and brief personal profiles, etc. of the director (excluding directors who are members of the Audit and Supervisory Committee) candidates.

1. Agenda of the Meeting

Appointment of three directors (excluding directors who are members of the Audit and Supervisory Committee).

2. Summary of the Proposal, etc.

(1) Summary of the Proposal

To appoint Mr. Takashi Ajimura, Ms. Noriko Kondo, and Ms. Kuniko Fujiyama as directors (excluding directors who are members of the Audit and Supervisory Committee) of the Company.

(2) Reasons for the Proposal

(i) Reasons to Propose the Appointment of Outside Directors

As stated in the Company's press release titled "Notice Regarding the Filing of a Lawsuit for Damages against Former Inside Directors of TENMA" as of December 28, 2020, the Audit and Supervisory Committee of the Company filed a lawsuit with the Tokyo District Court on December 25, 2020, claiming damages from a violation of the duty of care by six former Inside Directors of the Company (each a non-member of the Audit and Supervisory Committee; "Former Inside Directors of the Company"), in relation to the suspicion of an inappropriate monetary distribution at an overseas subsidiary of the Company.

Two of the Former Inside Directors of the Company, Mr. Hiroshi Kaneda and Mr. Takashi Sudo, are still serving as executive officers of the Company, even though their appointment was rejected during the proposal for appointment of directors at the annual shareholders' meeting (the "2020 Meeting") held on June 26, 2020. Further, Mr. Hiroshi Kaneda held an important position as the General Manager of General Affairs, and Mr. Takashi Sudo held an important position as the General Manager of the Finance & Accounting Department, which are the same positions they held as before the 2020 Meeting. In addition, Mr. Kaneto Fujino, a Former Inside Director and former President of the Company, served as the Company's advisor until December 31, 2020.

As stated above, the Company's current management completely disregarded the will of the shareholders of the Company at the 2020 Meeting and appointed Mr. Hiroshi Kaneda, Mr. Takashi Sudo and Mr. Kaneto Fujino to important positions within the Company's management, despite managerial liability being pursued against them; accordingly, the Requestor has to say that the Company's governance is not functioning properly.

The Requestor understands that Mr. Hiroshi Kaneda used to own 17.55% (i.e., the ownership ratio of share certificates; the same applies hereinafter) of the shares in the Company, along with the formal specially-related parties under the Financial Instruments and Exchange Act (the "FIEA"), including FHL Holdings KK ("FHL") in which Mr. Hiroshi Kaneda serves as the representative director (Mr. Hiroshi Kaneda and the formal specially-related parties, collectively, the "Hiroshi Kaneda Group"). According to the

statement of large-volume holdings submitted by FHL on March 22, 2021, recently Mr. Hiroshi Kaneda and FHL indirectly acquired additional Company shares (12.36%) through Kaneda Kosan Corporation (“Kaneda Kosan”) which owns 12.36% of the Company’s shares on March 17, 2021 (the “Acquisition”). However, at the 2020 Meeting, the Company’s former directors, including Mr. Hiroshi Kaneda, decided to nominate Mr. Shiro Hayashi, a member of the group to which Dalton Investments LLC (“Dalton”) belongs, as a candidate for an inside director as part of the Company’s proposal. Mr. Shiro Hayashi has stayed continuously in step with the Company’s current management and the Hiroshi Kaneda Group from when he was appointed as a director of the Company until now. Therefore, it is the Requestor’s understanding that Dalton (which owns 14.95% of the Company’s shares as of March 17, 2021) and the Hiroshi Kaneda Group qualify as substantial specially-related parties under the FIEA, and that the Acquisition qualifies as an acquisition of the Company’s shares exceeding a one-third ownership ratio of the share certificates. The Requestor consequently believes that the Hiroshi Kaneda Group had to implement a tender-offer under the FIEA. The Hiroshi Kaneda Group nevertheless completed the Acquisition without implementing a tender-offer, and the Requestor therefore strongly suspects that the group violated the tender-offer regulations. The Requestor has provided information about the Acquisition suspected of violating the FIEA to the Securities and Exchange Surveillance Commission.

As stated above, Since the Requestor has to say that the Company’s governance is not functioning properly, the Requestor made a shareholder proposal for the Company to appoint outside directors in order to normalize the Company’s governance.

(ii) Reasons to Propose the Appointment of the Candidates

Mr. Takashi Ajimura has worked in the legal departments of companies for many years, and has served as a Chief Legal Officer and inside director in listed companies (he concurrently serves as the chairperson of the Nomination and Compensation Committee, and the chairperson of the Compliance Committee). He has also served as a member of the Compensation Committee in several public interest corporations. Further, he has given lectures concerning legal management as a guest professor at a

university, therefore he has sufficient knowledge, experience and capability in the legal and compliance field, including building internal control systems in corporations, mainly in business enterprises. Accordingly, it can be expected that he would capitalize on his expertise in the legal and compliance field with regard to the Company management and normalization of the governance of the Company (where governance has been dysfunctional), from an objective and neutral position. Therefore, the Requestor proposes that he be an outside director candidate.

Ms. Noriko Kondo has been engaged in media activities and has appeared on television, radio, in magazines, etc., held seminars, collaborated with companies on product development, produced storage spaces for houses and condominiums in development projects, and showrooms, and produced many original storage units and exhibition sites, from the perspective of a “person who lives there,” over many years as a Home & Lifestyle Advisor solving home storage problems. She has accomplished great achievements mainly in the storage field. Accordingly, it can be expected that she would provide advice based on her extensive expertise and experience with regard to manufacturing and selling interior storage products and other household items, including the “Fits” series, which is the main business of the Company. In addition, it can be expected that she would supervise the Company (where governance has been dysfunctional), normalize its governance, and capitalize on her versatile perspective and a woman’s point of view regarding Company management in order to continuously improve the corporate value of the Company, from an objective and neutral position. Therefore, the Requestor proposes that she be an outside director candidate. Moreover, considering diversity, she is an essential female candidate.

Ms. Kuniko Fujiyama has, in addition to her abundant experience and insight as a corporate executive, broad knowledge and achievements in the consulting field, consulting with other corporate executives for many years. Accordingly, it can be expected that she would provide advice on overall management based on her abundant experience and extensive expertise. In addition, it can be expected that she would supervise the Company (where governance has been dysfunctional), normalize its governance, and capitalize on her versatile perspective and a woman’s point of view regarding the Company management in order to continuously improve the corporate value of the Company, from an objective and neutral position. Therefore, the

Requestor proposes that she be an outside director candidate. Moreover, considering diversity, she is an essential female candidate.

(3) Names, Brief Personal Profiles, etc. of the Candidates

The names and brief personal profiles, etc. of the three director (excluding directors who are members of the Audit and Supervisory Committee) candidates are as follows:

(i) Takashi Ajimura (outside director candidate) [newly-elected]

[Name] Takashi Ajimura

[Date of Birth] November 10, 1958

[Brief Personal Profile and Status of Important Concurrent Holding of Positions]

- April 1983 Joined NGK INSULATORS, LTD.
- January 1988 Seconded to NGK Metals Corporation, the U.S. corporation of NGK INSULATORS, LTD.
- November 1992 General Manager of Network Systems Contract Department of Japan AT&T KK
- July 1996 Vice president in charge of Legal of KK DirecTV
- July 2002 Chief Legal Officer of Culture Convenience Club Co., Ltd.
- June 2006 Auditor of KK Sumiya
- January 2011 Representative Director of Japan and International Motion Picture Copyright Association, Inc.
- March 2012 Auditor of Public Interest Incorporated Association Japan Professional Football League (J.League)
- July 2016 Outside Auditor of B.MARKETING, Inc. (to present)
- December 2018 Outside Auditor of UniFa KK (to present)
- April 2019 Guest professor at Digital Hollywood University Graduate School (legal management) (to present)
- June 2019 Director of Chikaranomoto Holdings Co., Ltd.

[Consent to Assume the Office] Yes

[Number of Company Shares Held] None

(ii) Noriko Kondo (outside director candidate) [newly-elected]

[Name] Noriko Kondo

[Date of Birth] September 22, 1957

[Brief Personal Profile and Status of Important Concurrent Holding of Positions]

March 1981	Registered as a judo therapist (to present)
April 1981	Joined Takada orthopedic surgery as a judo therapist (to present)
January 1983	Director of KK ALLMIGHTY (to present)
March 2003	Director of KK Noriko Kondo Home & Life Institute (to present)
December 2014	Representative Director of Nippon Sumaikata Adviser Associates (to present)
September 2016	Guest professor of Nanjing Tech University

[Consent to Assume the Office] Yes

[Number of Company Shares Held] None

(iii) Kuniko Fujiyama (outside director candidate) [newly-elected]

[Name] Kuniko Fujiyama (current surname: Kitayama)

[Date of Birth] December 7, 1966

[Brief Personal Profile and Status of Important Concurrent Holding of Positions]

1998	Director and Vice President of KITAYAMA CO., LTD. (to present)
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2000	Expert advisor of Miyazaki Prefecture Fourth Long Term Planning Council
2001	Strategy advisor at Public Relations of National Institute of Fitness and Sports in KANOYA
2005	Corporate CS Strategy Controller of The Miyazaki Taiyo Bank, Ltd.
2016	Representative Director and President of KK en art&design
2017	Representative Director and Chairman of KK en art&design (to present)
2018	Regional Revitalization Extraordinary Ambassador for Ebino, Kirishima in Kyushu (to present)
2019	Special Advisor of Embassy of The Republic of San Marino in Japan (to present)

[Consent to Assume the Office] Yes

[Number of Company Shares Held] None

(Notes)

1. No special interests exist between each candidate and the Company.
2. Each candidate is an outside director candidate who is a non-member of the Audit and Supervisory Committee.
3. Each candidate satisfies the requirements for an independent director(s)/auditor(s) as prescribed by the Tokyo Stock Exchange in which the Company is listed, and if the election has been approved, the Tokyo Stock Exchange will be notified that each candidate is an independent director(s)/auditor(s).
4. The name of the candidate, Kuniko Fujiyama, entered in the family register is Kuniko Kitayama.

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