

June 12, 2020

Dear Fellow shareholders

Osamu TSUKASA  
Ex-Chairman *Emeritus*  
TENMA CORPORATION

**Re: My Intention to Exercise the Shareholders' Proposal Right**

I am writing to all of my fellow shareholders at TENMA CORPORATION (the "Company"), to explain my intention to exercise the Shareholders' Proposal Right to the Company (the "Proposal"), and my commitment if the Proposal is passed at the upcoming annual General Shareholders' Meeting of the Company (the "AGSM").

As I wrote in the Notice dated May 20, 2020 (the "Notice"), my goals in presenting the Proposal are: (1) to remove the directors who are members of the founding families of the Company (the "Founding Families") from office, including my son, Hisashi TSUKASA, (2) to eliminate the influence of the Founding Families on the management of the Company, and to prevent them from exerting such influence in the future, (3) to change the corporate culture of the Company, and (4) to enhance the mid/long-term value of the Company. I have no intention of using the Proposal to regain my power and influence over the management of the Company; if the Proposal is passed at the AGSM, I will become a passive, long-term investor in the Company, no different from any other such investor. I hereby promise my fellow shareholders that I will not, and my children will not, assume any position at the Company or have any office(s) at the headquarters of the Company or any Company facilities, if the Proposal is successfully passed at the AGSM.

The original idea to present the Proposal to the AGSM was not mine; it was raised by the incumbent executive officers of the Company (the "Executive Officers"), who are listed on the slate of director candidates in the Proposal. As Mr. Sakai, one of these Executive Officers, explained at the press conference on June 8, 2020, the Executive Officers approached me on April 18, 2020, and asked me to exercise the shareholders' proposal right, in order to save the Company from the current, unprecedented crisis, because the Executive Officers do not have enough shares in the Company to exercise

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the proposal right of their own accord. I described the background of the current crisis in more detail in the Notice.

As I explained in the Notice, there are deep-rooted problems with the Company's current governance system, problems that are ingrained to the point that they have become a part of the corporate culture; these problems were revealed in the forms of the overseas bribery case and the suspicious capital injection into *Spinshell*. Unless the underlying problems are eliminated, it is inevitable that they will appear again, in a different form. These underlying problems involve members of the Founding Family, which currently has absolute influence over the Company; when they become directors, the employees speculate excessively about their intentions. I believe that it is imperative to eliminate the Founding Family's influence over the management of the Company to get rid of the current problems and change the Company's corporate culture. Approval and passage of the Proposal at the AGSM will achieve the elimination of the influence of the Founding Family over the management of the Company. As a result, it will improve, I strongly believe, the Company's corporate governance system and contribute to continuing enhancement of the Company's mid/long-term enterprise value.

The director candidates in the Proposal are current, active executive officers of the Company with no relation to the Founding Family. They range in age from 45 to 63 years old, with an average age of 52 years. This age range is suitable for directors who will lead the Company into the future; the candidates are at the peak of their careers and full of energy, and I believe they will put the Company on the right track to a bright and prosperous future.

Thank you for your continuing attention and support.

June 12, 2020

Osamu TSUKASA

A handwritten signature in blue ink, appearing to read 'O. Tsukasa', is written over a horizontal line.

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