## (TRANSLATION)

[This English translation is an abridged version of the original notice in Japanese. In the event of any discrepancy, the Japanese version prevails.]

(Securities code: 2501) March 5, 2021

To Our Shareholders

Masaki Oga President and Director Sapporo Holdings Limited 20-1, Ebisu 4-chome, Shibuya-ku, Tokyo

# Notice of Convocation of the 97th Ordinary General Meeting of Shareholders

Dear Sirs/Madams:

You are cordially invited to attend the 97th Ordinary General Meeting of Shareholders of Sapporo Holdings Limited (the "Company") to be held as described below.

We would be grateful if you would take the time to exercise your voting rights by one of the methods described on pages 2 and 3.

## **Description**

Date and time of the meeting	Tuesday, March 30, 2021 at 10:00 a.m. (The reception desk is presently scheduled to open at 9:00 a.m.)	
Place of the meeting:	The Garden Hall (inside Yebisu Garden Place) 13-2, Mita 1-chome, Meguro-ku, Tokyo	
Purpose of the meeting: Matters to be reported:	<ol> <li>Reports on the business, the consolidated financial statements, and the results of audit of the consolidated financial statements by the accounting auditors and the Audit &amp; Supervisory Committee for the 97th business term (from January 1, 2020 to December 31, 2020).</li> <li>Report on the non-consolidated financial statements for the 97th business term (from January 1, 2020 to December 31, 2020)</li> </ol>	
Matters to be resolved: Proposal No. 1: Proposal No. 2: Proposal No. 3:	2020). Dividends from Surplus Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members) Election of One (1) Substitute Director Who Is an Audit & Supervisory Committee Member	

### **Guidance Notes on the Exercise of Voting Rights**

Voting rights exercised at the General Meeting of Shareholders represent an important right of the shareholders by which the shareholders can participate in business management of the Company. <u>We cordially request our shareholders to participate in the General Meeting of Shareholders by exercising voting rights using the following methods.</u>

## **1. Exercise of Voting Rights via the Internet**

Deadline: Please register by no later than 5:30 p.m. on Monday, March 29, 2021

If you wish to exercise your voting rights via the internet, access the website for exercising voting rights from terminal devices such as your smartphone or personal computer, etc. and register your approval or disapproval in respect of each proposal by following the directions on the screen.

Exercise of Voting Rights Using Smartphones ------

You may use a smartphone to scan the "QR Code to Log into Website for Exercising Voting Rights by Smartphone" located on the bottom right of the enclosed voting rights exercise form. After doing so, please register your approval or disapproval in respect of each proposal by following the directions on the screen.

For details on exercising voting rights using a smartphone, please refer to the leaflet that was provided together with this document.

\* QR Code is a registered trademark of DENSO WAVE INCORPORATED.

<u>Exercise of Voting Rights by Personal Computer, etc.</u> -------https://soukai.mizuho-tb.co.jp/ Please directly access the website for exercising voting rights, use the "login ID" and "temporary password" described in the enclosed voting rights exercise form and register your approval or disapproval in respect of each proposal by following the directions on the screen.

If you exercise your voting rights both by mail (in writing) and via the internet, we will only accept, as effective, the exercise of your voting rights via the internet. If you exercise your voting rights more than once via the internet, we will only accept, as effective, the last exercise of your voting rights. The cost of internet access (access fees to internet service providers, telecommunications fees, etc.) will be borne by you, the shareholder. Depending on your internet operating environment, you may be unable to use the website for exercising voting rights.

# For Inquiries with Respect to the Exercise of Voting Rights via the Internet Please contact:

Internet Help Dial [Japanese only] Stock Transfer Agency Department Mizuho Trust & Banking Co., Ltd. Telephone: 0120-768-524 (toll-free, domestic calls only) Operating hours: 9:00 a.m. to 9:00 p.m. (excluding Saturdays, Sundays and national holidays)

## **To Institutional Investors**

In addition to the above-mentioned method for exercising voting rights via the internet, the electronic platform for exercising voting rights, which is operated by Investor Communications Japan Inc. (ICJ, Inc.), is available to those who have applied to use such platform beforehand.

## 2. Exercise of Voting Rights by Mail

Deadline: Please post to arrive by no later than 5:30 p.m. on Monday, March 29, 2021

\* As the enclosed voting rights exercise form is a postage-paid postcard, the processing time inside the post office may take longer than regular mail. Accordingly, <u>please post it no later than Thursday, March 18.</u>

Please indicate your approval or disapproval in respect of each proposal on the enclosed voting rights exercise form and send the form back to us (without affixing a stamp). If you indicate neither your approval nor disapproval, your vote will be treated as approval.

## 3. Exercise of Voting Rights via Attending the Meeting

Date and time of the meeting: Tuesday, March 30, 2021 at 10:00 a.m.

(The reception desk is presently scheduled to open at 9:00 a.m.)

Place of the meeting: The Garden Hall (inside Yebisu Garden Place)

13-2, Mita 1-chome, Meguro-ku, Tokyo

Please submit the enclosed voting rights exercise form to the receptionist at the place of the meeting on the day of the meeting.

We kindly ask you to bring this Notice of Convocation as reference documents describing the planned proceedings on the day.

<Requests and Guidance for Shareholders>

- We request that you consider refraining from attending the meeting in order to avoid being infected with COVID-19.
- In particular, we ask that those who are elderly, have underlying conditions, are pregnant, or feel unwell refrain from attending the meeting.
- As shareholders' voting rights can be exercised both by mail and via the internet, we ask that you consider using one of these methods.
- For shareholders who will attend the meeting, we ask that you please cooperate with measures to prevent infection, such as wearing a face mask, sanitizing your hands with alcohol disinfectant and checking your temperature with a thermographic camera.
- Please inform nearby staff if you feel unwell. Furthermore, people who have a fever or look unwell will be approached by staff and may not be allowed to enter the venue.

# Reference Materials for the General Meeting of Shareholders

## Proposal No. 1 – Dividends from Surplus

The Company considers the appropriate return of profits to its shareholders as a fundamental aspect of management policy and has adopted a basic policy to undertake stable dividend payments taking into consideration the Company's performance and financial condition.

After taking into consideration the Company's performance in the current business term, the outlook for the business environment and other factors, the Company intends to provide year-end dividends from surplus of 42 yen per share for the current term.

- 1 Category of dividend assets: Cash
- 2 Matters relating to the allocation of dividend assets and the total amount of such allocation: Dividend per share of the Company's common stock: 42 yen Total amount of dividends: 3,277,246,014 yen
- 3 Date on which the dividends from surplus will take effect: March 31, 2021

# Proposal No. 2 – Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

At the conclusion of this general meeting, the terms of office of all seven (7) Directors (excluding Directors who are Audit & Supervisory Committee Members. The same applies in this proposal) will expire.

The Company therefore proposes the election of seven (7) Directors (including three (3) Outside Directors).

In regard to this proposal, the Company's Audit & Supervisory Committee verified and examined the ideal approach to supervision and performance of duties by the Board of Directors, the nomination criteria of candidates for Director and other factors. As a result, it was concluded that all candidates are well-qualified for their positions in consideration of the business execution and performance by each candidate during this fiscal year.

The candidates for Director are as follows:

Candidate Number	Name (Date of Birth)	Career Summary, Position and Business Responsibility in the Company (Status of Important Concurrent Occupations or Positions at Other Organizations)				
Number 1	Incumbent Masaki Oga (December 2, 1958) 62 years old Number of Shares Held in the Company 21,415 shares Number of Board of Directors' meetings attended 15/15 (100%)	(Status of Important CondApril 1982Joined the COctober 2006Director of ' & Marketing company)March 2009Operating C Sapporo BraMarch 2010Director (M Marketing EMarch 2013President an Director (M CompanyMarch 2015Group Oper danch 2017March 2017President an Director an March 2017March 2017President an Director an March 2017March 2017President an CompanyMarch 2017President an Director an March 2017March 2017President an Sencelusion of this general mee Reasons for Presenting Mr. M Mr. Masaki Oga has served as Representative Director of an oc experience, a rich track record	current Occupations or Positions at Other Organizations) Company (former Sapporo Breweries Limited) Tokyo Headquarters Office of Tokyo Metropolitan Area Sales g Division of Sapporo Breweries Limited (newly established officer, Director of Hokkaido Sales & Marketing Division of eweries Limited ember of the Board) and Managing Officer, Director of Department of Sapporo Breweries Limited d Representative Director of Sapporo Breweries Limited ember of the Board) and Group Operating Officer of the ating Officer of the Company d Group Operating Officer of the Company d Representative Director of the Company (up to the present) Director of the Company for four (4) years as of the			
		strengthen the corporate governance of the Company, and he has thus been presented to the shareholders as a candidate for Director.				

Candidate	Name		Career Summary, Position and			
Number	(Date of Birth)	Business Responsibility in the Company (Status of Important Concurrent Occupations or Positions at Other Organizations)				
		April 1984 Joined the Company (former Sapporo Breweries Limited)				
		March 2006	Director of Corporate Planning Department of Sapporo Breweries			
			Limited (newly established company)			
	Incumbent	March 2014	President and Representative Director of Sapporo International Inc. Director (Member of the Board) and Group Operating Officer of the Company			
	Yoshihiro Iwata	March 2016	Director (Member of the Board) and Senior Managing Executive Officer of POKKA SAPPORO Food & Beverage Ltd.			
	(August 21, 1961)		Director (Member of the Board) of Sapporo Group Management Co., Ltd.			
	59 years old	January 2017	Group Operating Officer of the Company			
2	Number of Shares		President and Representative Director of POKKA SAPPORO Food & Beverage Ltd.			
	Held in the	March 2017	Executive Group Operating Officer of the Company			
	Company 7,557 shares	March 2020	Managing Director (Member of the Board) of the Company (up to the present)			
	Number of Board of	Mr. Iwata will hav conclusion of this	ve served as a Director of the Company for one (1) year as of the general meeting.			
	Directors'		enting Mr. Yoshihiro Iwata as a Candidate for Director]			
	meetings attended	Having had wide experience from his role as President and Representative Director of an				
	12/12	operating company, and other positions as well as having been in charge of the corporate				
	(100%)	record, and insigh will be the right p	rnational departments, Mr. Yoshihiro Iwata possesses experience, a track t for overall corporate planning. The Company has determined that he erson to strengthen the group management structure and global the Company, and he has thus been presented to the shareholders as a			
		candidate for Dire				
		April 1988	Joined the Company (former Sapporo Breweries Limited)			
	Incumbent	September 2009	Group Leader of Human Resources and General Affairs Department of Sapporo Breweries Limited (newly established company)			
	Mayumi Fukuhara	March 2013	Director of Human Resources and General Affairs Department of Sapporo Breweries Limited			
	Legal surname:	March 2014	Director of Human Resources Department of Sapporo Breweries Limited			
	Kobayashi]	March 2016	Director (Member of the Board), Director of Human Resources Department of the Company			
	(April 2, 1964)	March 2020	Director (Member of the Board) of the Company (up to the present)			
3	56 years old	Ms. Fukuhara will have served as a Director of the Company for five (5) years as of the conclusion of this general meeting.				
='	Number of Shares	[Reasons for Presenting Ms. Mayumi Fukuhara as a Candidate for Director]				
	Held in the	Having been in charge of human resources department of operating companies, Ms.				
	Company 4,387 shares	Mayumi Fukuhara	a has an experience, a track record and insight for overall human resources apany has determined that she will be the right person to promote the			
	Number of	diversity and strengthen human resources development of the Sapporo Group, and she thus been presented to the shareholders as a candidate for Director.				
	Board of Directors' meetings attended					
	15/15 (100%)					
	(10070)					

G 1114	N		Career Summary, Position and			
Candidate Number	Name (Data of Pirth)		Business Responsibility in the Company			
Number	(Date of Birth)	(Status of In	nportant Concurrent Occupations or Positions at Other Organizations)			
		April 1984	Joined the Company (former Sapporo Breweries Limited)			
		March 2006	Director of Engineering Department of Sapporo Breweries Limited (newly established company)			
	Incumbent	March 2011	Operating Officer and Director of Chiba Brewery of Sapporo Breweries Limited			
		September 2012	Director (Member of the Board) and Operating Officer, Director of Corporate Planning Department of Sapporo Breweries Limited			
	Yasuyuki Oohira	March 2014	Director (Member of the Board) and Operating Officer of Sapporo Breweries Limited			
	(March 25, 1961) 60 years old	March 2016	Director (Member of the Board) and Managing Executive Officer, Director of Research and Development Headquarters of POKKA SAPPORO Food & Beverage Ltd.			
4	Number of Shares	March 2017	Director (Member of the Board) and Managing Executive Officer of POKKA SAPPORO Food & Beverage Ltd.			
	Held in the Company	March 2019	Director (Member of the Board), Director of Research and Development Division of the Company			
	8,237 shares	March 2020	Director (Member of the Board) of the Company (up to the present)			
	Number of Board of Directors'	Mr. Oohira will h conclusion of this	ave served as a Director of the Company for two (2) years as of the s general meeting.			
	meetings attended	[Reasons for Pres	enting Mr. Yasuyuki Oohira as a Candidate for Director]			
	15/15 (100%)	Mr. Yasuyuki Oohira possesses experience, a track record, and insight for overall corporate management, having long-standing experience in the engineering department of an operating company, and having served as the person in charge of a corporate planning				
		department, production technology department, research and development department and				
		supply chain management department. The Company has determined that he will be the				
	right person to formulate and promote the management and growth strategy of					
		Group, and he has thus been presented to the shareholders as a candidate for Director.				

G 111	N	Career Summary, Position and			
Candidate Number	Name (Date of Birth)	Business Responsibility in the Company			
Inumber	(Date of Bitti)	(Status of Important Concurrent Occupations or Positions at Other Organizations)			
		June 1982 Joined Ministry of Foreign Affairs, Trade and Development Canada			
		August 2000 Consul General of Canada in Osaka			
		August 2003 Minister, Embassy of Canada in Japan			
		August 2009Ambassador of Canada to the Republic of Indonesia, to the Democratic Republic of Timor-Leste and to the Association of Southeast Asian Nations (ASEAN)			
		November 2012 Ambassador Extraordinary and Plenipotentiary of Canada to Japan			
		September 2016 Consultant of the Company March 2018 Outside Director (Member of the Board) of the Company (up to the			
	Incumbent	March 2018 Outside Director (Member of the Board) of the Company (up to the present)			
	(Candidate for Outside Director/	[Status of Important Concurrent Occupations or Positions at Other Organizations] Outside Director of KAMEDA SEIKA CO., LTD.			
	Independent	Professor under special tenure program of Kwansei Gakuin University			
	Officer)	Outside Director of Idemitsu Kosan Co., Ltd.			
		Outside Director of NGK SPARK PLUG CO., LTD.			
	Mackenzie Clugston	Mr. Clugston will have served as a Director of the Company for three (3) years as of the conclusion of this general meeting.			
5 Clugston (June 19, 1950 70 years old Number of Shar Held in the Company 0 shares		[Reasons for Presenting Mr. Mackenzie Clugston as a Candidate for Outside Director] Although Mr. Mackenzie Clugston has no experience in directly managing a company, he has extensive insight in the fields of diplomacy and trade in North America and Southeast Asia where the Company is pursuing business development. Based on that wealth of experience, rich track record and great insight, Mr. Clugston offers pertinent opinions and advice to the Board of Directors of the Company from his objective standpoint, independent of the management team engaged in executing the operations of the Company. The Company has determined that he will contribute greatly to the corporate governance of the Company, which is moving forward with global expansion, and he has thus been presented			
	Number of	to the shareholders as a candidate for Outside Director.			
	Board of Directors' meetings attended 15/15 (100%)	[Policy on His Independence] In September 2016, Mr. Mackenzie Clugston assumed office as a consultant of the Company, and since then, the Company's management had been receiving advice from him. The annual remuneration paid to Mr. Clugston was compensation for his advice to the Company's management based on his experience and insight, and such remuneration was five million yen or less. Accordingly, the Company has determined Mr. Clugston is unlikely to have a conflict of interest with shareholders, in light of the "Standards for Independence of Outside Directors" established by the Company. Mr. Clugston resigned from the role of consultant of the Company. In Addition, the Company has notified each of the Tokyo Stock			
		Exchange and the Sapporo Securities Exchange of his designation as an independent officer, given that he satisfies the applicable criteria of independence as stipulated by the financial instruments exchanges.			

a		Career Summary, Position and			
Candidate	Name	Business Responsibility in the Company			
Number	(Date of Birth)	(Status of I	mportant Concurrent Occupations or Positions at Other Organizations)		
		April 1974	Joined Onoda Cement Co., Ltd. (currently Taiheiyo Cement Corporation)		
		April 2008	Executive Officer and General Manager of Human Resources		
			Department and General Manager of Personnel Business Operation		
			Center of Taiheiyo Cement Corporation		
		October 2008	Executive Officer and General Manager of Human Resources		
			Department of Taiheiyo Cement Corporation		
		August 2010	Director, Managing Executive Officer and General Manager of Human Resources Department, of Taiheiyo Cement Corporation		
		October 2010	Director and Managing Executive Officer of Taiheiyo Cement Corporation		
	Incumbent	April 2012	President and Representative Director of Taiheiyo Cement Corporation		
	(Candidate for	April 2018	Chairman and Director of Taiheiyo Cement Corporation (up to the present)		
	Outside Director/ Independent Officer)	March 2019	Outside Director (Member of the Board) of the Company (up to the present)		
	onicery	[Status of Impor	tant Concurrent Occupations or Positions at Other Organizations]		
	Shuji Fukuda	Chairman and D	irector of Taiheiyo Cement Corporation		
	Shuji Fukuda	Outside Director	of Yakushima Denko Co., Ltd.		
	(December 20,	External Audit & Supervisory Board Member of Tobu Railway Co., Ltd.			
	(December 20, 1951)	Mr. Fukuda will have served as a Director of the Company for two (2) years as of the			
6	69 years old		s general meeting.		
	Number of Shares Held in the Company 899 shares Number of Board of Directors' meetings attended 15/15	[Reasons for Presenting Mr. Shuji Fukuda as a Candidate for Outside Director] Mr. Shuji Fukuda has a wealth of experience, a rich track record and great insight a president of a business corporation. Based on his experience in overall treasury, hu resources and corporate management fields up until the present, Mr. Fukuda offers opinions and advice to the Board of Directors of the Company from his objective standpoint, independent of the management team engaged in executing the operatio Company. The Company has determined that he will contribute greatly to the corpor governance of the Company in such areas as the strengthening of the Group's mana ctructure, and he has thus here presented to the charabolders as a condidate for Out			
March 2018. Currently, although there have been transactions be and the Company's subsidiaries, the amount of such transaction business term has been less than 0.1% of either the consolidated the consolidated net sales of the said company. Accordingly, the Mr. Fukuda is unlikely to have a conflict of interest with sharel "Standards for Independence of Outside Directors" established addition, the Company has notified each of the Tokyo Stock Ex Securities Exchange of his designation as an independent office			a was involved in business execution at Taiheiyo Cement Corporation until rrently, although there have been transactions between the said company y's subsidiaries, the amount of such transactions in the most recent s been less than 0.1% of either the consolidated revenue of the Company or net sales of the said company. Accordingly, the Company has determined alikely to have a conflict of interest with shareholders, in light of the adependence of Outside Directors' established by the Company. In mpany has notified each of the Tokyo Stock Exchange and the Sapporo nge of his designation as an independent officer, given that he satisfies the a of independence as stipulated by the financial instruments exchanges.		

Candidate	Name	Career Summary, Position and			
Number	(Date of Birth)	Business Responsibility in the Company			
rumoer	(Dute of Birth)	(Status of Important Concurrent Occupations or Positions at Other Organizations)			
		April 1977 Joined Nippon Telegraph and Telephone Public Corporation			
		June 2006 Senior Vice President, General Manager of the Personnel Department of Nippon Telegraph and Telephone West Corporation			
		June 2009 Senior Vice President Head of General Affairs of Nippon Telegraph and Telephone Corporation			
		June 2012 Senior Executive Vice President Representative Member of the Board of NTT Communications Corporation			
	New Candidate	June 2015 President & CEO Representative Member of the Board of NTT Communications Corporation			
		June 2020 Corporate Advisor of NTT Communications Corporation (up to the present)			
	(Candidate for Outside Director/	[Status of Important Concurrent Occupations or Positions at Other Organizations] Corporate Advisor of NTT Communications Corporation			
	Independent Officer)	[Reasons for Presenting Mr. Tetsuya Shoji as a Candidate for Outside Director]			
7 (F	Tetsuya Shoji (February 28, 1954) 67 years old Number of Shares Held in the	Mr. Tetsuya Shoji has a wealth of experience, a rich track record and great insight as the president of a business corporation. Based on his experience in planning, human resources and general affairs, global expansion and the promotion of DX up until the present, Mr. Shoji can offer pertinent opinions and advice to the Board of Directors of the Company from his objective standpoint, independent of the management team engaged in executing the operations of the Company. The Company has determined that he will contribute greatly to the corporate governance of the Company in such areas as the strengthening of the Group's management structure, and he has thus been presented to the shareholders as a candidate for outside director.			
	Company 0 shares	[Policy on His Independence] Mr. Tetsuya Shoji was involved in business execution at NTT Communications Corporation until June 2020. Although there currently are transactions between NTT Communications Corporation and the subsidiaries of the Company, the amount of such transactions in the most recent business term has been less than 0.2% of either the consolidated revenue of the Company or the consolidated operating revenue of NTT Communications Corporation. Accordingly, the Company has determined Mr. Shoji is unlikely to have a conflict of interest with shareholders, in light of the "Standards for Independence of Outside Directors" established by the Company. In addition, the Company has notified each of the Tokyo Stock Exchange and the Sapporo Securities Exchange of his designation as an independent officer, given that he satisfies the applicable criteria of independence as stipulated by the financial instruments exchanges.			

Notes:

1. Each candidate has no special interest in the Company.

2. The number of shares held in the Company is the effective number of shares held, including shares held through Sapporo Group's Officer Stock Ownership Plan and Sapporo Group's Employee Stock Ownership Plan.

3. The Company has entered into limited liability contracts, as stipulated in Article 427, Paragraph 1 of the Companies Act, with Mr. Mackenzie Clugston and Mr. Shuji Fukuda. Should the reelection of the said two (2) persons be approved, the Company intends to continue the said contracts. In addition, should the election of Mr. Tetsuya Shoji be approved, the Company also intends to enter into a limited liability contract of a similar kind with him. The amount of limit of liability which is stipulated in these contracts is to be the minimum liability amount which is stipulated in Article 425, Paragraph 1 of the Companies Act.

4. Mr. Masaki Oga, Mr. Yoshihiro Iwata, Ms. Mayumi Fukuhara, Mr. Yasuyuki Oohira, Mr. Mackenzie Clugston and Mr. Shuji Fukuda are scheduled to enter into indemnity contracts, as stipulated in Article 430-2, Paragraph 1 of the Companies Act. Under the indemnity contracts, the Company will provide compensation for expenses in Paragraph 1, Item 1 of the said Article and losses in Item 2 of the said Paragraph within the range stipulated by laws and regulations. In addition, should the election of Mr. Tetsuya Shoji be approved, the Company also intends to enter into an indemnity contract of a similar kind with him.

5. The Company has taken out directors and officers liability insurance (D&O insurance), as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with all Directors as the insured. If this proposal is approved as originally proposed and each candidate is appointed to the position of Director, each candidate will be included as the insured under this insurance policy. The directors who are included as insured in this insurance policy shall receive compensation for their liability borne from performance of their duties or for their liability arising from claims in pursuit of that liability. However, the policy does include certain exemption clauses, such as no compensation being given for liability attributable to acts in violation of laws or regulations that were carried out with full knowledge of their illegality. The insurance fee for the policy and all added special clauses is borne by the Company and no substantial insurance fee is borne by the insured. The Company plans to renew this insurance policy on April 1, 2021, which is during the term of office of each candidate.

## Proposal No. 3 – Election of One (1) Substitute Director Who Is an Audit & Supervisory Committee Member

At the commencement of this general meeting, the effect of the election of Mr. Takanori Iizuka as a substitute Director who is an Audit & Supervisory Committee Member at the 96th Ordinary General Meeting of Shareholders held on March 27, 2020, expires. As a precaution against situations in which the number of Directors who are Audit & Supervisory Committee Members falls short of the number provided for in laws and regulations, the Company, again, proposes the election of one (1) substitute Director who is an Audit & Supervisory Committee Member.

The Company has obtained the approval of the Audit & Supervisory Committee for submitting this proposal to this general meeting.

Name (Date of Birth)	Career Sumn	nary, Position, and Status of Important Concurrent Occupations or Positions at Other Organizations
	April 1996	Registered as a lawyer (Daiichi Tokyo Bar Association) Worked for Harada, Ozaki & Hattori Law Office (currently Ozaki Law Office)
	April 2009	Iizuka & Partners Law Office (up to the present)
	October 2009	Seconded to Enterprise Turnaround Initiative Corporation of Japan (currently Regional Economy Vitalization Corporation of Japan)
	January 2020	Outside Audit & Supervisory Board Member of the Company
(Candidate for Substitute Outside Director Who Is an Audit & Supervisory Committee Member)	Attorney-at-law o Outside Director Incubations Co.,	nmittee Member of Nuclear Damage Compensation Dispute
Takanori Iizuka		
(June 1, 1966) 54 years old Number of Shares Held in the Company 0 shares	Director Who Is Although Mr. Tal Company has juc Directors of the C of knowledge and having engaged i rehabilitation sup Corporation of Ja Japan). Accordin	senting Mr. Takanori Iizuka as a Candidate for Substitute Outside an Audit & Supervisory Committee Member] kanori Iizuka has no experience in directly managing a company, the lged that he will be able to audit the performance of duties by Company from an objective and fair perspective based on his wealth d experience as a lawyer with expertise in the field of corporate law, n efforts involving community revitalization and business oport during his eight years at the Enterprise Turnaround Initiative apan (currently, Regional Economy Vitalization Corporation of gly, he has been presented to the shareholders as a candidate for e Director who is an Audit & Supervisory Committee Member.
	established by the Director who is a designate him as	ika satisfies the "Standards for Independence of Outside Directors" e Company. Should Mr. Iizuka be appointed to the position of an Audit & Supervisory Committee Member, the Company intends to an independent officer as provided for by the rules of the Tokyo and the Sapporo Securities Exchange, and notify the said exchanges

The candidate for substitute Director who is an Audit & Supervisory Committee Member is as follows:

Notes:

1. The candidate has no special interest in the Company.

2. Should Mr. Takanori Iizuka assume the position of Director who is an Audit & Supervisory Committee Member, the Company intends to enter into a limited liability contract, as stipulated in Article 427, Paragraph 1 of the Companies Act, with him. The amount of limit of liability which is stipulated in this contract is to be the minimum liability amount which is stipulated in Article 425, Paragraph 1 of the Companies Act.

3. Should Mr. Takanori Iizuka assume the position of Director who is an Audit & Supervisory Committee Member, the Company intends to enter into an indemnity contract with him in which the Company will provide compensation for expenses in Article 430-2, Paragraph 1, Item 1 of the Companies Act and losses in Item 2 of the said Paragraph within the range stipulated by laws and regulations.

4. Should Mr. Takanori lizuka assume the position of Director who is an Audit & Supervisory Committee Member, he will be included as the insured under the directors and officers liability insurance policy (D&O insurance), as stipulated in Article 430-3, Paragraph 1 of the Companies Act. An overview of the policy is described on page 10 (Note 5) of these Reference Materials for the General Meeting of Shareholders.

## Reference Judgment on Independence

The Company established the Standards for Independence of Outside Directors in the Basic Policy on Corporate Governance as described below.

## Standards for Independence of Outside Directors

- 1. In order for the Outside Directors of the Company to be Outside Directors who are independent ("Independent Officers"), any such Outside Directors shall satisfy the applicable standards of independence specified by the financial instruments exchanges and, no such Outside Directors may fall under any of the following Items (1) through (3).
  - (1) A person who currently is or during the past ten years was an executive officer (*gyomu shikkou sha*) of the Company or its consolidated subsidiaries (collectively, "Group") (\*1).
  - (2) A person who currently falls under or during the past three years has fallen under any of the following sub-items (i) through (viii).
  - (i) A person having the Group as a major business partner, or its executive officer (gyomu shikkou sha) (\*2);
  - (ii) A major business partner of the Group or its executive officer (gyomu shikkou sha) (\*3);
  - (iii) A consultant, accounting professional, or legal professional who has obtained from the Group large sums of money or other property other than officer remuneration, etc. (if a person who has obtained such properties is a corporation, association, or other group, this means a person who belongs to such group) (\*4);
  - (iv) A major shareholder of the Group (if such major shareholder is a corporation, an executive officer (*gyomu shikkou sha*) of such corporation) (\*5);
  - (v) In the case where the executive officer (gyomu shikkou sha) of the Company holds the office of Outside Directors or Outside Audit & Supervisory Board Members of another company, an executive officer (gyomu shikkou sha) of such other company;
  - (vi) A person who has received large donations from the Group or a Director or other executive officer (gyomu shikkou sha) of a group that received such donations (\*6);
  - (vii) A member, partner, or employee of the audit corporation that is the accounting auditor for the Group; and
  - (viii) A major lender of the Group or its executive officer (gyomu shikkou sha) (\*7)
  - (3) A spouse or a relative in the second degree or closer of any person listed in Item (1) or Item (2) above (excluding any unimportant person).
- 2. An Independent Officer of the Company must be an Outside Director with respect to whom there is no likelihood of a constant and substantial conflict of interests arising with the entire general shareholders of the Company for any reason other than the reasons considered in Items (1) through (3) of Paragraph 1 above.
- 3. An Outside Director who falls under any of Items (1) through (3) of Paragraph 1 above may nonetheless be appointed as an Independent Officer of the Company, if the Company considers such Outside Director to be appropriate as an Independent Officer in light of such Outside Director's personality and insight etc., on the condition that such Outside Director satisfy the applicable standards of independence specified by the financial instruments exchanges and that a public explanation be given of the reasons why we consider such Outside Director to be appropriate as an Independent Officer of the Company.

Notes:

\*1. For any person who was a non-executive Director, an Accounting Advisor (if the Accounting Advisor is a juridical person; a member who is to execute its duties) or an Audit & Supervisory Board Member of the Group at any time over the last ten years, the ten-year period prior to assumption of such office. "Executive officer (*gyomu shikkou sha*)" means a person stipulated in Article 2, Paragraph 3, Item 6 of

the enforcement regulations of the Companies Act.

- \*2. "Person having the Group as a major business partner" means a person who has received from the Group payment of an amount equivalent to 2% or more of its annual consolidated sales (annual consolidated revenue) in the most recent fiscal year.
- \*3. "Major business partner of the Group" means a person who in the most recent fiscal year made payment to the Group payment of an amount equivalent to 2% or more of the Company's annual consolidated revenue.
- \*4. "Consultant, accounting professional, or legal professional who has obtained from the Group large sums of money or other property other than officer remuneration, etc." means a person who in the most recent fiscal year obtained, other than officers remuneration, etc., money or property in an amount or value equivalent to 2% of annual consolidated sales (annual consolidated revenue) or ten million yen, whichever is higher, or a member, partner, or employee of any law firm, auditing corporation, tax accountant corporation, consulting firm, or other professional advisory firm that received from the Group payment of an amount equivalent to 2% or more of that firm's annual total sales in the most recent fiscal year.
- \*5. "Major shareholder of the Group" means a person or a corporation who directly or indirectly holds 10% or more of the total voting rights of a company within the Group.
- \*6. "Large donation" means a donation that is made in the most recent fiscal year, the amount of which is not less than the higher of (i) ten million yen or (ii) 30% of the average annual expenses for the relevant group.
- \*7. "Major lender of the Group" means any financial institution or other major creditor that is essential for the Company's fund-raising, upon which the Company relies to such extent that such lender is not replaceable.

## **Business Report**

## (From January 1, 2020 to December 31, 2020)

## 1. Review of Sapporo Group Operations

## (1) Operations and Operating Results

In 2020, the Sapporo Group was impacted by the novel coronavirus outbreak, with large declines in sales mainly of commercial-use beer, sales at beer halls and restaurants, including café chain outlets, as well as sales of soft drinks sold via vending machines.

Meanwhile, in the beer category, sales to the home-use market were strong. Sales volume of canned Sapporo Draft Beer Black Label and Yebisu Beer increased year on year, while in the new genre category, sales of Sapporo Gold Star, a new product launched in February 2020, significantly exceeded the initial sales forecast.

Also, demand for lemon-based products increased in association with recent changes to people's lifestyles and rising health consciousness, and shipments of both Pokka Lemon 100 and Kireto Lemon reached new record highs.

As a net result of the above, revenue and core operating profit declined year on year, but a certain amount of progress has been made with initiatives aimed at strengthening mainstay brands.

Substantial operating loss and net loss attributable to owners of parent were recorded due to temporary costs associated with the implementation of an early retirement incentive plan and other initiatives in addition to an impairment loss on non-current assets booked by POKKA SAPPORO Food & Beverage.

## (2) Issues to be Addressed by the Group

(i) Changes in the Environment

Due to the global spread of COVID-19, the outlook remains unclear.

In Japan there have been significant changes in awareness and behavior with refraining from going out and teleworking becoming widespread behaviors. This has resulted in an increase in time spent with family and by oneself, leading in turn to further diversification in values. In addition, with various restrictions on behavior remaining in place, the desire for a return to "normal life" has been building up, and we foresee an expansion in consumption in reaction to this as progress in vaccinations is made going forward.

### (ii) Impacts and opportunities for the Sapporo Group

The COVID-19 pandemic has had a negative impact on the restaurants business, especially during the declaration of a state of emergency, when not only beer halls such as Ginza Lion and Sapporo Beer Garden, but also café chains were affected.

On the other hand, heightened stay-at-home demand and rising health consciousness among customers led to an increase in sales of alcoholic beverages, food & soft drinks, and health products in the home. Having duly picked up on these changes, we will respond promptly to take advantage of this opportunity for Group growth.

### (iii) Impact on "Group Management Plan 2024"

The "Group Management Plan 2024" Medium-Term Management Plan that began last year has been hit and significantly affected by the emergence of the COVID-19 pandemic in its first year of operation.

However, there has been no change to our view that implementing the growth strategy and business structure reforms described in the plan will open the way to improvements in corporate value. Amid a significantly

changing business environment, we will maintain our goals for 2024, continuing to respond appropriately and speedily to these changes in order to achieve the objectives of the Medium-Term Management Plan.

(iv) "Group Management Plan 2024"

Bas	ic Policy
Concentration and strengthening of core business	s Acceleration of global expansion
<ul> <li>Concentration of management resources on the beer business</li> <li>Contraction of and withdrawal from low- profit businesses and shift to growth fields such as food</li> </ul>	<ul> <li>Transfer of all overseas operations to operating companies and development of a consistent global brand strategy</li> <li>Strengthening of profitability and acceleration of growth primarily in North</li> </ul>
	America and the Asia-Pacific region
	Development of global human resources
Establishment of a simple and compact corporate structure	Promotion of sustainability management
• Reorganization into a small headquarters and simple organization, and promotion of BPR (*1) and DX (*2)	Creation of social value as well as economic value, including a system for cultivating the Group's own high-quality
• Shift of the Sapporo Holdings' focus to governance, support for operating companies, and management resource allocation	<ul> <li>raw materials</li> <li>Promotion of urban development in Ebisu, Sapporo and Ginza, areas to which the Company has its connections and/or origins</li> </ul>
<ul> <li>Transfer of all business promotion functions to operating companies to leverage flexibility</li> </ul>	• Enhancement of management transparency and fairness to be in line with needs of the current times
(*1) BPR = Business Process Engineering. It means resolutely reviewing the existing organizations and systems, and redesigning business processes.	
(*2) DX = Digital Transformation. It means taking advantage of IT technologies and changing the business model itself.	

## Financial targets, financial policy, and shareholder return policy

		peneg	
Financial targets	Profit from operations before non-recurring items in 2024	Revenue growth	2% or more (annual average)
	¥30.0 billion (Group consolidated)	Ratio of profit from operations before non-recurring items to revenue Overseas revenue growth	> 5% or more 1.6 times (compared to 2019)
			2019)
Financial policy	1 2	e i i i	investing the amount equivalent to d efficiency in relation to the capital
	of interest-bearing debt	e	by using Net D/E ratio and the ratio aking into account the balance of aring debt
Shareholder return policy	1 2 8	e appropriate return of profits to will pay stable dividends in consi al condition.	
	DOE(*) while working event that "profit attribu losses related to specia	to enhance its corporate value un table to owners of parent" fluctu	account dividend payout ratio and nder this Management Plan. In the ates significantly due to temporary ts, the dividend amount may be tions.
	* DOE = Amount of divide	nds/Amount of capital (i.e., total equi	ty attributable to owners of parent)
	determined taking into a	ccount the impact of such fluctua	tions.

# **Consolidated Statement of Financial Position**

	(1		iber 31, 2020)	[]	Million Yen)
Item	97th business term (As of December 31, 2020)	(Reference) 96th business term (As of December 31, 2019)	Item	97th business term (As of December 31, 2020)	(Reference) 96th business term (As of December 31, 2019)
[Assets] Current assets	160,829	155,765	[Liabilities] Current liabilities	216,243	210,472
Cash and cash equivalents	19,734	15,215	Trade and other payables	31,927	34,475
Trade and other receivables	84,475	92,529	Bonds and borrowings	83,177	72,121
Inventories	36,001	36,528	Lease liabilities	5,836	6,538
Other financial assets	5,459	5,403	Income taxes payable	727	2,414
Income taxes receivable	8,755	88	Other financial liabilities	38,120	33,021
Other current assets	6,128	6,002	Other current liabilities	56,456	61,903
Subtotal	160,551	155,765	Other current habilities	50,450	01,905
Assets held for sale	278	155,705			
Assets lield for sale	270	_			
Non-current assets	455,520	482,957	Non-current liabilities	250,555	253,725
Property, plant and equipment	126,650	147,014	Bonds and borrowings	158,091	155,220
Investment property	218,574	219,589	Lease liabilities	21,046	23,921
Goodwill	17,920	18,358	Other financial liabilities	45,344	46,624
Intangible assets	9,023	8,844	Retirement benefit liability	3,965	5,007
Investments accounted for	110	429	Other non-current liabilities	2,832	2,828
using equity method	446	428	Deferred tax liabilities	19,277	20,125
Other financial assets	69,969	78,728	Total liabilities	466,798	464,197
Other non-current assets	6,108	7,445	[Equity]		
Deferred tax assets	6,831	2,551	Share capital	53,887	53,887
			Capital surplus	40,853	40,958
			Treasury shares	(1,787)	(1,792)
			Retained earnings	33,459	51,521
			Other components of equity	23,370	29,497
			Total equity attributable to owners of parent	149,781	174,071
			Non-controlling interests	(231)	454
			Total equity	149,551	174,524
Total assets	616,349	638,722	Total liabilities and equity	616,349	638,722

(As of December 31, 2020)

# **Consolidated Statement of Profit or Loss**

(From January 1, 2020 u	5 December 51, 2020)	(Million Yen)
Item	97th business term (From January 1, 2020 to December 31, 2020)	(Reference) 96th business term (From January 1, 2019 to December 31, 2019)
Continuing operations		
Revenue	434,723	491,896
Cost of sales	302,593	336,682
Gross profit	132,130	155,213
Selling, general and administrative expenses	127,869	143,490
Other operating income	3,656	3,528
Other operating expenses	23,855	3,044
<b>Operating profit (loss)</b>	(15,938)	12,208
Finance income	982	1,227
Finance costs	4,425	1,864
Share of profit of investments accounted for using equity method	17	18
Profit (loss) before tax	(19,364)	11,588
Income tax expense	(2,759)	4,259
Profit (loss) from continuing operations	(16,605)	7,329
Discontinued operations		
Loss from discontinued operations	_	(3,509)
Profit (loss)	(16,605)	3,820
Profit attributable to		
Owners of parent	(16,071)	4,356
Non-controlling interests	(533)	(536)
Profit (loss)	16,605	3,820

# **Consolidated Statement of Changes in Equity**

	× *		<b>,</b>	-		,		(Millic	on Yen)
					Other components of equity				
	Share capital	Capital surplus	Treasury shares	Retained earnings	Exchange differences on translation of foreign operations	Effective portion of net change in fair value of cash flow hedges	Financial assets measured at fair value through other comprehensive income	Remeasure- ments of defined benefit plans	Total
Balance as of January 1, 2020	53,887	40,958	(1,792)	51,521	(863)	(68)	30,428	_	29,497
Loss				(16,071)					-
Other comprehensive income					(943)	29	(5,051)	1,124	(4,842)
Comprehensive income	-	_	_	(16,071)	(943)	29	(5,051)	1,124	(4,842)
Purchase of treasury shares			(5)						-
Disposal of treasury shares		0	10						-
Dividends				(3,277)					_
Changes in ownership interest in subsidiaries		(92)							_
Share-based payment transactions		(12)							-
Transfer to retained earnings				1,286			(162)	(1,124)	(1,286)
Total transactions with owners	_	(104)	5	(1,991)	_	-	(162)	(1,124)	(1,286)
Balance as of December 31, 2020	53,887	40,853	(1,787)	33,459	(1,806)	(40)	25,215	_	23,370

	Total equity attributable to owners of parent	Non- controlling interests	Total equity
Balance as of January 1, 2020	174,071	454	174,524
Loss	(16,071)	(533)	(16,605)
Other comprehensive income	(4,842)	(30)	(4,872)
Comprehensive income	(20,913)	(563)	(21,476)
Purchase of treasury shares	(5)	_	(5)
Disposal of treasury shares	10	_	10
Dividends	(3,277)	(10)	(3,287)
Changes in ownership interest in subsidiaries	(92)	(111)	(203)
Share-based payment transactions	(12)	_	(12)
Transfer to retained earnings	_	_	_
Total transactions with owners	(3,377)	(121)	(3,498)
Balance as of December 31, 2020	149,781	(231)	149,551

# **Non-Consolidated Balance Sheet**

(As of December 31, 2020)

(Million Yen) (Reference) Ι 97th

				(	innon renj
	97th	(Reference) 96th		97th	(Reference) 96th
_	business term	business term	_	business term	business term
Item	(As of	(As of	Item	(As of	(As of
	December 31, 2020)	December 31,		December 31, 2020)	December 31,
	2020)	2019)		2020)	2019)
			<b>H</b> • 1 • • • • •		
[Assets]	(5.272	(5 (00	[Liabilities]	90 (1(	00.020
Current assets Cash and deposits	<b>65,373</b> 9,316	<b>65,699</b>	Current liabilities Short-term borrowings	<b>89,616</b> 9,500	<b>80,828</b> 11,000
Operating accounts	9,510	5,532	Current portion of bonds	29,983	20,000
receivable	712	692	_	29,903	20,000
Advance payments - trade	1	0	Current portion of long-term borrowings	18,080	15,995
Prepaid expenses	5	5	Commercial papers	22,000	22,000
Accounts receivable - other	10,010	5,905	Accounts payable - other	3,950	22,000
Short-term loans receivable	45,651	53,556	Accrued expenses	131	2,710
Other	21	8	Income taxes payable	4	637
Allowance for doubtful		0	Accrued consumption taxes	30	253
accounts	(344)	—	Deposits received	5,893	7,802
			Unearned revenue	5	0
			Provision for bonuses	41	157
Non-current assets	321,093	343,119	Non-current liabilities	158,894	156,312
Property, plant and equipment	43	368	Bonds payable	60,000	40,000
Buildings	40	69	Bonds with share acquisition		10.020
Structures	_	5	rights	_	19,929
Machinery and equipment	1	2	Long-term borrowings	97,170	94,450
Tools, furniture and fixtures	2	289	Provision for retirement	_	7
Construction in progress	_	1	benefits	_	'
Intangible assets	35	49	Provision for share-based		
Software	35	49	remuneration for directors	55	68
Investments and other assets	321,015	342,703	(and other officers)		
Investment securities	6,221	7,953	Deferred tax liabilities	1,638	1,833
Shares of subsidiaries and	123,494	186,273	Asset retirement obligations	9	9
associates	-		Other	22	16
Long-term loans receivable	190,622	150,497	Total liabilities	248,510	237,140
Long-term prepaid expenses	6	10	[Net Assets]		
Prepaid pension costs	2,255	2,074	Shareholders' equity	135,850	168,785
Other	316	328	Share capital	53,887	53,887
Allowance for doubtful	(1,900)	(900)	Capital surplus	46,724	46,723
accounts	(1,500)	(500)	Legal capital surplus	46,544	46,544
Allowance for investment	_	(3,532)	Other capital surplus	180	180
loss		(*,***_)	Retained earnings	37,027	69,967
			Legal retained earnings	6,754	6,754
			Other retained earnings	30,273	63,213
			General reserve	16,339	16,339
			Retained earnings brought forward	13,934	46,874
			Treasury shares	(1,787)	(1,792)
			Valuation and translation adjustments	1,924	2,709
			Valuation difference on available-for-sale securities	1,924	2,709
			Share acquisition rights	182	182
			Total net assets	137,956	171,677
Total assets	386,466	408,817	Total liabilities and net assets	386,466	408,817

# **Non-Consolidated Statement of Income**

(From January 1, 2020 to December 5	1, 2020)	(M.1111
	1	(Million Yen)
Item	97th business term (From January 1, 2020 to December 31, 2020)	(Reference) 96th business term (From January 1, 2019 to December 31, 2019)
Operating revenue	41,188	16,644
Managing revenue from operating companies	6,705	6,969
Dividend income from subsidiaries and associates	33,694	8,423
Other	789	1,252
Operating expenses	7,252	7,878
General and administrative expenses	7,252	7,878
Operating profit	33,936	8,766
Non-operating income	1,112	1,341
Interest and dividend income	1,098	1,310
Other revenue	14	30
Non-operating expenses	2,299	1,979
Interest expenses	756	871
Provision of allowance for doubtful accounts	1,344	900
Other expenses	200	209
Ordinary profit	32,748	8,128
Extraordinary income	877	-
Gain on sales of investment securities	744	_
Gain on sales of shares of subsidiaries	133	_
Extraordinary losses	25,648	5,130
Loss on retirement of non-current assets	0	5
Loss on valuation of shares of subsidiaries and associates	25,343	_
Loss on sales of investment securities	_	20
Loss on valuation of investment securities	305	-
Loss on sales of shares of subsidiaries	-	5,105
Profit before income taxes	7,977	2,997
Income taxes - current	227	(1,585)
Income taxes - deferred	120	192
Profit	7,631	4,390

# **Non-Consolidated Statement of Changes in Equity**

									(Mi	llion Yen)
	Shareholders' equity									
		C	apital surplu	us		Retair	ned earnings	-		
	Share	Legal	Other	Total	Legal	Other ret	ained earnings	Total	Treasury	Total
	capital	capital surplus	capital surplus	capital surplus	retained earnings	General reserve	Retained earnings brought forward	retained earnings	shares	shareholders' equity
Balance as of January 1, 2020	53,887	46,544	180	46,723	6,754	16,339	46,874	69,967	(1,792)	168,785
Changes of items during period										
Dividends of surplus							(3,277)	(3,277)		(3,277)
Profit							7,631	7,631		7,631
Purchase of treasury shares									(5)	(5)
Disposal of treasury shares			0	0					10	10
Decrease by corporate division							(37,294)	(37,294)		(37,294)
Net changes of items other than shareholders' equity										
Total changes of items during period	_	_	0	0	_	-	(32,940)	(32,940)	5	(32,936)
Balance as of December 31, 2020	53,887	46,544	180	46,724	6,754	16,339	13,934	37,027	(1,787)	135,850

	Valuation and trans	slation adjustments		Total net assets	
	Valuation difference on available-for-sale securities	Total valuation and translation adjustments	Share acquisition rights		
Balance as of January 1, 2020	2,709	2,709	182	171,677	
Changes of items during period					
Dividends of surplus				(3,277)	
Profit				7,631	
Purchase of treasury shares				(5)	
Disposal of treasury shares				10	
Decrease by corporate division				(37,294)	
Net changes of items other than shareholders' equity	(785)	(785)		(785)	
Total changes of items during period	(785)	(785)	_	(33,721)	
Balance as of December 31, 2020	1,924	1,924	182	137,956	