

Securities Code 2461

March 10, 2021

To Our Shareholders

1-1-8 Shibuya, Shibuya-ku, Tokyo
FAN Communications, Inc.
President Yasuyoshi Yanagisawa

Invitation to Attend the 22nd Annual General Meeting of Shareholders

Thank you for your continued support and for the confidence you have placed in us.

We are pleased to inform you of the 22nd Annual General Meeting of Shareholders, which has been scheduled as follows.

Instead of attending the meeting in person, you may exercise your voting rights by any of the following methods. We ask that you exercise your voting rights after reviewing the Information Materials for the General Meeting of Shareholders.

[Exercising voting rights via postal mail]

Please indicate your approval or disapproval of the proposals on the enclosed shareholder voting form and return it by postal mail so that it arrives no later than 6:00 p.m. on Thursday, March 25, 2021.

[Exercising voting rights via the Internet]

Please access the company's website for exercising voting rights (<https://www.web54.net>), enter the "Voting Rights Use Code" and "Password" displayed on the attached shareholder voting form, follow the on-screen instructions, and indicate your approval or disapproval of the proposals by 6:00 p.m. on Thursday, March 25, 2021.

When exercising voting rights via the Internet, please review "Guidelines for Exercising Voting Rights via the Internet" on page 3.

We look forward to seeing you.

Details

1. Date and Time: Friday, March 26, 2021, at 10:00 a.m. (The reception desk opens at 9:30 a.m.)
2. Venue: 4-4-25 Shibuya, Shibuya-ku, Tokyo
IVY HALL Aogakukaikan, 3F, "Naldo"

3. Agenda
- Matters for reporting
1. Business report, consolidated financial statements, and audit reports of the accounting auditor and the board of corporate auditors concerning the consolidated financial statements for the 22nd business year (from January 1, 2020 to December 31, 2020)
 2. Non-consolidated financial statements for the 22nd business year (from January 1, 2020 to December 31, 2020)
- Matters for resolution
- Proposal No. 1 Appropriation of retained earnings
 - Proposal No. 2 Election of six directors
 - Proposal No. 3 Issuance of stock warrants as stock options for the directors, executive officers, and employees of the Company as well as the directors and employees of subsidiaries
- End of text.

Attending shareholders are requested to present the enclosed shareholder voting form on the day of the Meeting at the reception desk of the venue.

Of the documents to be provided in this invitation to attend the General Meeting of Shareholders, the following items are posted on the Company's website at (<http://fancs.com/en>) in accordance with laws and regulations and the provision of Article 13 of the Company's Articles of Incorporation.

- (1) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" for the consolidated financial statements
- (2) "Non-Consolidated Statement of Changes in Equity" and "Notes to the Non-Consolidated Financial Statements" for the non-consolidated financial statements

Therefore, upon the corporate auditors and accounting auditors drafting their respective audit reports, the audited consolidated financial statements and non-consolidated financial statements include the information of the "Consolidated Statement of Changes in Equity," "Notes to the Consolidated Financial Statements," "Non-Consolidated Statement of Changes in Equity," and "Notes to the Non-Consolidated Financial Statements" in addition to the information in this invitation to attend the General Meeting of Shareholders.

Any amendment to the Information Materials for the General Meeting of Shareholders, the business report, non-consolidated financial statements, and consolidated financial statements will be posted on the corporate website (<https://www.fancs.com/en>) of the Company.

Guidelines for Exercising Voting Rights via the Internet

Please understand the following items upon exercising voting rights via the Internet.

1. Website for Exercising Voting Rights

You may exercise voting rights through the Internet only through the company's website for exercising voting rights below.

Website address of site for exercising voting rights: <https://www.web54.net>

2. Exercising Voting Rights

(1) When exercising voting rights via the Internet, please use the "Voting Rights Use Code" and "Password" included in the attached shareholder voting form, follow the on-screen instructions, and indicate your approval or disapproval of the proposals.

(2) The deadline to exercising voting rights is 6:00 p.m. on Thursday, March 25, 2021. Please exercise voting rights as early as possible.

(3) If you exercise voting rights both via postal mail and the Internet, the Company shall treat the vote through the Internet as valid. If you vote on the same items multiple times on the voting website, the Company shall treat the most recent vote as valid.

(4) The shareholder shall be responsible for all fees that may arise from accessing the voting website, including fees from telecommunications carriers and providers (connection fees).

3. Handling of Password and Voting Rights Use Code

(1) The password is an important item of information used to confirm that the person voting is the shareholder. Please handle this information as carefully as personal seals and PIN numbers.

(2) The password will be rendered unusable if it is mistakenly entered a certain number of times. When you wish to receive a new password, please follow the on-screen instructions.

(3) The Voting Rights Use Code included in the shareholder voting form is only usable for this General Meeting of Shareholders.

4. Questions Regarding Use of Computers and Other Devices

(1) If you are unsure how to operate a computer or other device in order to exercise voting rights through the Internet, please contact the following number.

Web support desk by Sumitomo Mitsui Trust Bank, Limited

[Phone] 0120 (652) 031 (hours of service: 9:00 a.m. to 9:00 p.m.)

(2) Please use the following number for other inquiries.

A. Shareholders with an account at a securities company

For shareholders who hold an account at a securities company, please send an inquiry to this securities company.

B. Shareholder without an account at a securities company (shareholder holding a special account)

Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Center

[Phone] 0120 (782) 031 (hours of service: 9:00 a.m. to 5:00 p.m. excluding Saturday, Sunday, and holidays)

Information Materials for the General Meeting of Shareholders

Proposal No. 1: Appropriation of retained earnings

The following appropriation of retained earnings is proposed.

Matters concerning the year-end dividend

With regard to the year-end dividend for the 22nd business year, the following appropriation of retained earnings is proposed, with consideration given to the business results of the subject business year, future business development, etc.

(1) Type of dividend funds

Cash

(2) Matters concerning the allocation of dividend funds and total amount

It is proposed to pay a dividend of 19 yen per share of common stock of the Company.

The total dividend amount under this proposal is 1,393,555,589 yen.

(3) Date proposed for the dividend of retained earnings to take effect

March 29, 2021

Proposal No. 2: Election of six directors

The term of office of all six (6) directors will expire upon the conclusion of this general meeting of shareholders. Therefore, the Company proposes the election of six (6) directors.

The candidates for director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company [Significant concurrent positions held]	Number of shares of the Company held
1	Re-election Yasuyoshi Yanagisawa (October 20, 1964)	Oct. 1999 Established the Company President (current position) (Position and responsibility in the Company) President In charge of New Business Development Division, Public Relations Office, and Alliance Office	27,783,600
2	Re-election Hiroshi Matsumoto (April 10, 1960)	Oct. 1999 Established the Company Director and Vice President (current position) (Position and responsibility in the Company) Director and Vice President	1,666,700
3	Re-election Koji Ninomiya (March 11, 1979)	Apr. 2004 Joined the Company Jan. 2011 General Manager of ADN promotion in the MC business Mar. 2012 General Manager of ADN business Apr. 2013 Executive Officer (current position) Mar. 2015 Director (current position) (Position and responsibility in the Company) Director, Executive Officer, General Manager of AD Platform Business and New Business Development Division in charge of Business Development Division 2 and Communication Design Division [Significant concurrent positions held] Global Director, FAN Communications, Inc.	10,800
4	Re-election Takashi Yoshinaga (February 18, 1981)	Apr. 2005 Joined the Company Jul. 2008 General Manager of New Development for A8 business Oct. 2011 General Manager of A8 business Apr. 2013 Executive Officer (current position) Mar. 2015 Director (current position) (Position and responsibility in the Company) Director, Executive Officer, General Manager of A8 Business, General Manager of A8 Business Sales Promotion Division No. 3 in charge of Business Development Division 1 [Significant concurrent positions held] Director for Seesaa Inc.	16,700

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company [Significant concurrent positions held]	Number of shares of the Company held
5	Re-election/Outside director Kazusuke Obi (December 4, 1953)	Sep. 1977 Joined Alfa Records Inc. Aug. 1988 Representative Director at Scitron & Art Inc. Oct. 2002 Director at Digital Garage, Inc. Jul. 2009 Executive Officer at Google LLC Dec. 2012 Regional Director, Japan at InMobi Japan Inc. Oct. 2015 Representative Director, Partner at Link Asia Capital K.K. (current position) Mar. 2017 Outside Auditor at Inbound Tech Inc. (current position) Nov. 2017 Representative Director at Cross Locations Inc. (current position) Mar. 2018 Outside Director of the Company (current position) Jun. 2018 Outside Director of Future Venture Capital Co., Ltd. (current position) Jun. 2018 Outside Director of infoNet inc. (current position) (Position and responsibility in the Company) Outside Director [Significant concurrent positions held] Representative Director and Partner, Link Asia Capital K.K. Outside Auditor, Inbound Tech Inc. Representative Director, Cross Locations Inc. Outside Director, Future Venture Capital Co., Ltd. Outside Director, infoNet inc.	100

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company [Significant concurrent positions held]	Number of shares of the Company held
6	Re-election/Outside director Satoshi Hoyano (January 11, 1962)	Apr. 1984 Joined Fuji Xerox Co., Ltd. Apr. 2000 Joined Livin' on the EDGE Co., Ltd. (currently LINE Corporation) Mar. 2003 Director of ex-marketing INC. Nov. 2004 Director of ValueClick Japan, Inc. Jan. 2006 Director of Cecile Co., Ltd. Feb. 2006 President at livedoor Marketing Inc. Jul. 2008 President of So-net Media Networks Corporation (currently SMN Corporation) Nov. 2014 Representative Director of Horn Inc. (current position) Mar. 2018 Outside Director of the Company (current position) Nov. 2018 Chairman and Representative Director of GuideDent Co., Ltd. (Position and responsibility in the Company) Outside Director [Significant concurrent positions held] Representative Director of Horn Inc.	10,000

- (Notes) 1. There is no special interest between the candidates for director and the Company.
2. Kazusuke Obi and Satoshi Hoyano are candidates for outside director.
3. The Company nominated Kazusuke Obi and Satoshi Hoyano as candidates for outside director because it expects that their wealth of managerial experience and vast knowledge will be reflected in the management of the Company. Both candidates for outside director possess both expert knowledge of Internet advertising and excellent track records of success in management. The Company expects that they will facilitate the advancement of the management of the Company. Therefore, the Company determined that they will properly carry out the role of outside director.
4. Kazusuke Obi and Satoshi Hoyano have served as outside directors to the Company since March 2018, making their tenure three (3) years at the conclusion of this general meeting.
5. Based on the statutes of Article 427, paragraph 1 of the Companies Act, the Company has signed an agreement with Kazusuke Obi and Satoshi Hoyano to limit liability under Article 423, paragraph 1 of the Companies Act. If they are re-elected, these agreements will be renewed. The limit amount under the indemnity liability based on the subject agreement will be the statutorily stipulated minimum liability limit amount. However, the said limitation of liability will be available only if in the execution of the task giving rise to the subject liability due professional care has been exercised and no gross negligence has occurred.

6. The company designates Kazusuke Obi and Satoshi Hoyano as independent officers as defined by the stipulations of the Tokyo Stock Exchange and has submitted documentation to that effect to this exchange. If this proposal is approved, the Company plans to continue to designate both as independent officers.
7. The Company has signed a liability insurance agreement for executives with an insurance company as set forth in Article 430, paragraph 3 of the Companies Act. This insurance covers the legal damages and costs of disputes that the insured would incur were a claim for damages to be made in relation to acts performed based on their position with the Company. It applies to directors and auditors of the Company, and the full amount of the premiums for all of the insureds is borne by the Company based on the resolution passed at the meeting of the Board of Directors held on November 27, 2020.

Proposal No. 3: Issuance of stock warrants as stock options for the directors, executive officers, and employees of the Company as well as the directors and employees of subsidiaries

It is proposed based on the stipulations of Articles 236, 238, and 239 of the Companies Act, to issue in accordance with the summary stated below, stock warrants as stock options for the directors (excluding outside directors), executive officers, and employees of the Company as well as the directors and employees of subsidiaries, with the determination of matters concerning the subscription to the said stock warrants to be committed to the discretion of the board of directors.

Additionally, based on the stipulations of Article 361, this proposal is proposed to issue stock warrants within an annual range of 90,000 thousand yen as stock options as stated above as remuneration, etc., for directors (excluding outside directors) of the Company.

1. Proposal outline

(1) Reasons for the necessity to offer stock warrants at preferential conditions

It is proposed to issue stock warrants for no consideration as stock options for directors (excluding outside directors), executive officers, and employees of the Company as well as the directors and employees of subsidiaries in order to heighten motivation and morale with respect to enhancing the business results of the Company.

(2) Issuance of stock warrants as remuneration, etc. for directors of the Company (excluding outside directors)

Issuance within an annual range of 300,000 thousand yen (excluding employee allowances for employees serving as directors) for directors of the Company (excluding outside directors) was approved at the 16th Annual General Meeting of Shareholders held on March 26, 2015. In addition to the said remunerations, it is proposed to issue stock warrants as stock options within an annual range of 90,000 thousand yen.

The amount of stock warrants proposed for issuance for directors (excluding outside directors) of the Company corresponds to the fair value per stock warrant calculated on the allotment date of the stock warrants (to be calculated using the Black-Scholes model) multiplied by the total number of stock warrants issued for the directors of the Company incumbent on the allotment date.

There are currently six (6) directors (two [2] of which are outside directors), and the number will remain six (6) (two [2] of which will be outside directors) if Proposal No. 2 is approved.

(3) Policy on director compensation

The Company has a compensation system that is linked to shareholder profits so as to sufficiently function as an incentive to work toward continuous improvement of corporate value. The basic policy of the Company is to set compensation for individual directors at an appropriate level based on their responsibilities. Compensation is comprised of “basic compensation” as monetary compensation and “stock compensation” as non-monetary compensation. Outside directors with supervisory functions are only paid basic compensation based on their job description. The policy for determining each compensation is as follows:

- (1) Basic compensation is fixed monthly compensation. It is determined by the Compensation Advisory Committee based on a comprehensive consideration of various factors, including the levels paid at other companies according to position and responsibilities, the Company’s performance, and the level of employee pay.
- (2) Stock compensation is paid for the purpose of increasing motivation and morale with respect to improving the Company’s performance. Stock warrants are allocated as stock options, and the upper limit is determined by resolution at the General Meeting of Shareholders. The Compensation Advisory Committee determines the amount allocated to individual directors based on a comprehensive consideration of various factors, including the levels paid at other companies according to position and responsibilities, the Company’s performance, the level of employee pay, and the number of shares already owned. Stock compensation is weighted toward directors that actually execute operations.

2. Outline of the stock warrants

(1) Persons eligible to be allotted stock warrants

Directors (excluding outside directors), executive officers, and employees of the Company as well as directors and employees of subsidiaries

(2) Share classes and number of shares underlying the stock warrants

Shares of common stock of the Company up to a maximum limit of 100,000 shares. The maximum number of stock warrants to be allotted to directors (excluding outside directors) of the Company is 100,000 shares of common Company stock.

Notably, in case of a split or reverse split of the shares of the Company, the number of shares under the stock warrants shall be adjusted according to the following formula. However, such adjustment shall be made only with respect to the number of shares underlying unexercised stock warrants at that time. Fractions of one share resulting from the adjustment will be truncated.

Number of shares after adjustment = Number of shares before adjustment x Split ratio/Reverse-split ratio

Moreover, in case of a corporate merger of the Company with a different entity, a corporate split-off of the Company, or the Company is made a fully-owned subsidiary of a different entity through a share exchange or share transfer, respectively assuming succession to the stock warrants after such an event, adjustments to the number of shares will be made as found necessary by resolution of the board of directors.

(3) The total number of stock warrants

Limited to 1,000 stock warrants. Out of this number, stock warrants for allotment to directors (excluding outside directors) shall be limited to a maximum of 1,000 stock warrants.

(The number of shares underlying one stock warrant shall be 100 shares. However, in case of an adjustment pursuant to item (2), the same adjustment shall apply.)

(4) Amount payable for stock warrants

The stock warrants shall be issued for no consideration.

(5) Exercise price of the stock warrants

The amount payable per one stock warrant at exercise shall correspond to the amount to be determined as set out below that is payable per share of stock underlying the stock warrants ("Exercise Price"), multiplied by the number shares of stock underlying one stock warrant as determined in item (3).

The exercise price shall be the average of the closing prices of shares of common stocks of the Company observed in trading on a financial instruments exchange on each day (excluding days on which no trading contracts are concluded) of the month prior to the month that contains the date of issuance of the stock warrants, multiplied by 1.05 (fractions of a yen shall be rounded up to one yen).

However, if the said amount is lower than the closing price on the issuance date of the stock warrants (if no closing price is posted on the subject date, the closing price on the nearest previous date), the closing price on the issuance date of the stock warrant shall be the exercise price. The total annual amount of the issue price of new shares or the transfer price of shares for exercising stock acquisition rights (total amount exercised including other stock acquisition rights) shall not exceed 12 million yen.

Notably, in case of a split or reverse split of the shares of stock of the Company on or after the issuance date, the exercise price will be adjusted according to the following formula. Fractions of one yen resulting from the adjustment will be rounded up to one yen.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{1}{\text{Split ratio/Reverse-split ratio}}$$

Furthermore, if the Company issues new shares of stock or disposes of treasury stock (excluding disposal due to exercise of stock warrants) at a price below market price, the exercise price will be adjusted according to the following formula. Fractions of one yen resulting from the adjustment will be rounded up to one yen.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{\text{Number of shares outstanding} + \frac{\text{Number of shares newly issued} \times \text{Subscription price payable per share}}{\text{Price per share before issuance of new shares}}}{\text{Number of shares outstanding} + \text{Number of shares newly issued}}$$

For the purposes of the above formula, "Number of shares outstanding" shall mean the number of shares of common stock of the Company issued on the day before the exercise price after adjustment is applied less the number of shares of common stock of the Company held as treasury stock by the Company on that day. If the Company disposes of treasury stock and an adjustment is made, "Number of shares newly issued" shall be read down to "Number of disposed treasury stock."

Moreover, in case of a corporate merger of the Company with a different entity, a corporate split-off of the Company, or the Company is made a fully-owned subsidiary of a different entity through a share exchange or share transfer, respectively assuming succession to the stock warrants after such an event, adjustments to the exercise price will be made as found necessary by resolution of the board of directors.

(6) Exercise period of the stock warrants

The exercise period of the stock warrants shall continue for four years, beginning at the start of the month next after the day that marks the passage of three years after the allotment date of the stock warrants.

(7) Conditions for exercise of the stock warrants

- (i) Persons who have stock warrants allotted to them ("Stock Warrant Allottees") must at the time of the stock warrant exercise hold a position as director, executive officer, corporate auditor, or employee of the Company or a subsidiary or affiliate of the Company. However, the above condition is not applicable when a legitimate reason for non-application exists in the judgment of the board of directors.
- (ii) Other conditions are prescribed in the "Stock Warrant Grant Agreement" to be concluded between the Company and a Stock Warrant Allottee based on the resolutions of this General Meeting of Shareholders and the Board of Directors.

(8) Reasons and conditions for acquisition of stock warrants

If a Stock Warrant Allottee is rendered unable to exercise stock warrants due to the loss of position as director, executive officer, corporate auditor, or employee of the Company or a subsidiary or affiliate of the Company, the Company shall be able to recover free of charge the subject stock warrants from such Stock Warrant Allottee.

(9) Matters concerning increases in capital and capital reserves in case of share issuance associated with the exercise of stock warrants

- (i) The increase in the amount of capital due to the issuance of shares associated with the exercise of stock warrants shall correspond to one-half of the capital, etc., increase limit amount calculated in accordance with Article 17, paragraph 1, of the Corporate Accounting Rules. Fractions of one yen resulting from the calculation shall be rounded up to one yen.
- (ii) The increase in the amounts of capital or capital reserves in case of issuance of shares associated with the exercise of stock warrants shall correspond to the balance of the capital, etc., increase limit amount stated in item (i) above less the capital increase amount stated in item (i) above.

(10) Restrictions on the acquisition of stock warrants by assignment

Acquisition of stock warrants by assignment shall require the approval of the board of directors of the Company.

(11) Truncation of fractional shares resulting from stock warrant issuance

Fractions of a share associated with the number of shares deliverable to Stock Warrant Allottees shall be truncated.

(12) Handling in case of reorganization

If the Company merges (limited to cases wherein the Company becomes a non-surviving company), conducts an absorption-type split or an incorporation-type split, or conducts a share exchange or share transfer (the above cases are hereinafter collectively referred to as "Reorganization"), stock warrants of a corporation described in Article 236, Paragraph 1, Items 8.1 through 8.5 of the Companies Act (hereinafter referred to as the "Reorganized Company") shall be granted to Stock Warrant Allottees holding stock warrants that remain unexercised (hereinafter referred to as "Remaining Stock Warrants") immediately before the date when the Reorganization takes effect based on the following conditions. In such a case, the Company shall be able to recover Remaining Stock Warrants free of charge, and stock warrants of the Reorganized Company shall be newly issued. However, this shall be limited to cases where issuance of stock warrants of the Reorganized Company in accordance with the conditions below is set forth in the absorption-type merger agreement, incorporation-type merger agreement, absorption-type demerger agreement, incorporation-type demerger plan, share exchange agreement or share transfer plan ("Reorganization Agreement, etc."), and in the event that the provisions of the Reorganization Agreement, etc. differ from the provisions below, the provisions of the Reorganization Agreement, etc. shall take precedence.

- (i) Number of stock warrants to be delivered of the Reorganized Company
Numbers shall match the respective numbers of the Remaining Stock Warrants held by the Stock Warrant Allottees.
- (ii) Share types of the Reorganized Company underlying the stock warrants
Shares of common stock of the Reorganized Company.
- (iii) Number of shares of the Reorganized Company underlying the stock warrants
To be determined in accordance with item (2) above with consideration of the terms, etc. of Reorganization.
- (iv) Exercise price to be paid at exercise of stock warrants
To be determined in accordance with item (5) above with consideration of the terms, etc., of Reorganization.
- (v) Exercise period of stock warrants
The period from the later of the start date of the exercise period for Remaining Stock Warrants prescribed in item (6) above and the effective date of the Reorganization, until the last day of the exercise period for Remaining Stock Warrants prescribed in item (6) above.
- (vi) Matters concerning increases in capital and capital reserves in case of share issuance associated with the exercise of stock warrants
To be determined in accordance with item (9) above.
- (vii) Restrictions on the acquisition of stock warrants by assignment
Acquisition of stock warrants by assignment shall require the approval of the Reorganized Company.
- (viii) Reasons and conditions for acquisition of stock warrants
To be determined in accordance with item (8) above.

- (ix) Other conditions concerning the exercise of stock warrants
To be determined in accordance with item (7) above.
- (13) Other features of the stock warrants
As to other features of the stock warrants, matters concerning subscription to the stock warrants are determined by the board of directors.

End of text.