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Securities Code: 3097

Date of sending by postal mail: September 5, 2024

Start date of measures for electronic provision: September 4, 2024

To our shareholders:

Hisayuki Kato
Representative Director and Chairman
The Monogatari Corporation
5-7-11 Nishi-Iwata, Toyohashi, Aichi

Notice of the 55th Annual General Meeting of Shareholders

We are pleased to announce the 55th Annual General Meeting of Shareholders of The Monogatari Corporation (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the “Information on Exercise of Voting Rights” on page 8 (Japanese only) by no later than 6:00 p.m. (JST), Tuesday, September 24, 2024.

- 1. Date and Time:** Wednesday, September 25, 2024 at 10:00 a.m. (JST)
*** The reception desk is scheduled to open at 9:15 a.m.**
- 2. Venue:** “The Ballroom” 5F, Hotel Associa Toyohashi
Nishijuku Hanadacho, Toyohashi, Aichi

3. Purpose of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 55th fiscal year (from July 1, 2023 to June 30, 2024), as well as the audit results of Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 55th fiscal year (from July 1, 2023 to June 30, 2024)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Seven Directors
Proposal No. 3: Election of One Audit & Supervisory Board Member

- For those attending the meeting on the day, please submit the voting form at the reception desk.
- We have cancelled the distribution of gifts to shareholders attending the meeting. We appreciate your understanding.
- The General Meeting of Shareholders will be streamed live over the Internet, so please also consider watching the meeting over the Internet. However, you will not be able to exercise your voting rights or ask questions via the live Internet stream. Also, please refer to the attachment for instructions (Japanese only) on how to view the live Internet stream.

Notice concerning measures for electronic provision

When convening the 55th Annual General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company's website. Please access the Company's website by using the Internet address to review the information.

The Company's website:

<https://www.monogatari.co.jp/ir/library/lib05/> (in Japanese)

In addition, information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. (matters subject to measures for electronic provision), is also posted on the Tokyo Stock Exchange website (Listed Company Search). If you are unable to access matters subject to measures for electronic provision via the Company's website, please access the Tokyo Stock Exchange website, enter the issue name "Monogatari Corporation" or securities code "3097," and click "Search." Then click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]."

Tokyo Stock Exchange website:

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

If circumstances arise whereby revisions should be made to the matters subject to measures for electronic provision, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's aforementioned website and the Tokyo Stock Exchange website.

In accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, the Company omits the following matters from the paper-based documents (documents stating matters subject to measures for electronic provision) delivered to shareholders who have requested the delivery of such documents. Please note that the content of the Business Report, as well as the Consolidated Financial Statements and Non-consolidated Financial Statements, which have been audited by Audit & Supervisory Board Members and the Financial Auditor, are posted on the Company's website.

- (i) Matters Related to Share Acquisition Rights, etc.
- (ii) Systems to Ensure Proper Business Activities and the Operational Status of those Systems
- (iii) Consolidated Statement of Changes in Equity
- (iv) Notes to the Consolidated Financial Statements
- (v) Statement of Changes in Equity
- (vi) Notes to the Non-consolidated Financial Statements

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

The Company will aim to pay progressive dividends, which, in principle, will stably and sustainably increase dividends per share through sustained profit growth, with a consolidated dividend payout ratio of 20% or more in order to allocate profits to growth investments for the future and further clarify its stance of emphasizing the return of profits to shareholders under the basis of continuously providing stable dividends. Based on the above dividend policy, the Company would like to pay a year-end dividend for the current fiscal year of ¥17 per share as follows.

Year-end dividends

1. Allotment of dividend property to shareholders and their aggregate amount
¥17 per common share of the Company
Total payment: ¥606,172,009
2. Effective date of dividends of surplus
Thursday, September 26, 2024
Furthermore, the Company paid an interim dividend of ¥15 per share, resulting in an annual dividend of ¥32 per share, an increase in the full-year dividend of ¥5.34 per share over the previous fiscal year.

Proposal No. 2: Election of Seven Directors

At the conclusion of this meeting, the terms of office of all eight currently serving Directors (three of whom are outside Directors) will expire. Therefore, the Company proposes the election of seven Directors (three of whom are outside Directors).

The candidates for Director are as follows:

(Reference) The Board of Directors System if This Proposal is Approved as Provided for in the Original Proposal

Candidate No.	Name	Age (Gender)		Current position in the Company	Years as a Director	Nomination & Remuneration Committee
1	Hisayuki Kato	38 years old (Male)	Reelection	Representative Director and President	4 years	○
2	Masamichi Okada	46 years old (Male)	Reelection	Representative Director and Senior Managing Executive Officer	6 years	○
3	Tsuyoshi Tsudera	50 years old (Male)	Reelection	Director and Managing Executive Officer	6 years	—
4	Koji Kimura	49 years old (Male)	Reelection	Director and Senior Executive Officer	4 years	—
5	Yukitaka Nishikawa	68 years old (Male)	Reelection Outside Independent	Director	7 years	◎
6	Kana Yasuda	55 years old (Female)	Reelection Outside Independent	Director	3 years	○
7	Kaoru Kurashima	64 years old (Male)	Reelection Outside Independent	Director	1 year	○

(Notes) The ◎ mark indicates the chairperson of the committee and the ○ mark indicates a committee member.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p>Hisayuki Kato (April 14, 1986) (38 years old)</p> <p>Years as a Director: 4 years *At the conclusion of this meeting</p> <p>Attendance (FY2024): Board of Directors Meetings 100% (17 / 17 meetings) Meetings of the Nomination & Remuneration Committee 100% (5 / 5 meetings)</p> <p>Areas the Company expects from the candidate: Corporate management and management strategy Franchise businesses Overseas businesses Marketing and merchandizing Personnel and human resources development Sustainability</p>	<p>Apr. 2009 Joined the Company</p> <p>July 2019 General Manager of Okonomiyaki Division</p> <p>Feb. 2020 General Manager of Business Category Development Headquarters, and General Manager of Development Planning & Digital Marketing Department</p> <p>July 2020 Vice President and Executive Officer</p> <p>Sept. 2020 Representative Director and President</p> <p>Jan. 2021 Representative Director and President, and in charge of Management Philosophy Promotion & CSR (currently in charge of Sustainability)</p> <p>July 2023 Representative Director and President, and in charge of Management Philosophy Promotion & Sustainability and Marketing</p> <p>Sept. 2023 Representative Director and President, Chairperson of the Board of Directors, and in charge of Management Philosophy Promotion & Sustainability and Marketing (current position)</p> <p>(Significant concurrent positions outside the Company) Director of MONOGATARI (SHANGHAI) ENTERPRISES MANAGEMENT CO., Ltd. Representative Director of Storyteller, Inc.</p>	15,421 shares
		<p>Reasons for nomination as candidate for Director</p> <p>In addition to serving as Representative Director and President of the Company and demonstrating strong leadership of the Group as a manager, Hisayuki Kato has knowledge and experience in all aspects of corporate management, and we believe that he will continue to make full use of his experience in the development of our Group's business. Therefore, the Company proposes that he be reelected as a Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p>Masamichi Okada (November 7, 1977) (46 years old)</p> <p>Years as a Director: 6 years *At the conclusion of this meeting</p> <p>Attendance (FY2024): Board of Directors Meetings 100% (17 / 17 meetings) Meetings of the Nomination & Remuneration Committee 100% (5 / 5 meetings)</p> <p>Areas the Company expects from the candidate: Corporate management and management strategy Franchise businesses Overseas businesses Marketing and merchandizing Sustainability</p>	<p>Nov. 2001 Joined the Company</p> <p>Feb. 2011 General Manager of Specialty Restaurants Division</p> <p>Jan. 2013 Executive Officer, and General Manager of Specialty Restaurants Division</p> <p>July 2016 Executive Officer, and President of MONOGATARI (SHANGHAI) ENTERPRISES MANAGEMENT CO., Ltd.</p> <p>Sept. 2016 Senior Executive Officer of the Company</p> <p>Sept. 2018 Director, and General Manager of Specialty Restaurants & New Business Category Division</p> <p>Sept. 2019 Managing Director, and General Manager of Specialty Restaurants & New Business Category Division</p> <p>July 2020 Representative Director and Senior Managing Executive Officer, in charge of Global Marketing & Sales Management, and in charge of New Business Category Development</p> <p>July 2021 Representative Director and Senior Managing Executive Officer, in charge of Global Marketing & Sales Management, and in charge of Marketing</p> <p>July 2023 Representative Director and Senior Managing Executive Officer, in charge of Overseas Businesses, in charge of Sales, and General Manager of Specialty Restaurants & New Business Category Division</p> <p>July 2024 Representative Director and Senior Managing Executive Officer, in charge of Overseas Businesses and Sales, and General Manager of Overseas Business Headquarters (current position)</p> <p>(Significant concurrent positions outside the Company) Chairman of MONOGATARI (SHANGHAI) ENTERPRISES MANAGEMENT CO., Ltd. Representative Director and President of Storyteller, Inc. Director of PT. Agrapana Niaga Gemilang Director of MONOGATARI HK CO.LIMITED</p>	39,488 shares
		<p>Reasons for nomination as candidate for Director</p> <p>Masamichi Okada has served as Representative Director and Senior Managing Executive Officer of the Company, where he was in charge of global marketing, sales management, and marketing, and is currently in charge of the Overseas Business and Sales divisions. In addition to his wealth of knowledge and extensive experience in the restaurant industry, he also has knowledge of corporate management. Therefore, we believe that he will continue to make full use of his experience in the development of our Group's business, and we request his reelection as Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3 Attributes and Committee: <u>Reelection</u>	<p>Tsuyoshi Tsudera (August 1, 1974) (50 years old)</p> <p>Years as a Director: 6 years *At the conclusion of this meeting</p> <p>Attendance (FY2024): Board of Directors Meetings 100% (17 / 17 meetings)</p> <p>Areas the Company expects from the candidate: Corporate management and management strategy IT and DX Finance Internal controls and governance Sustainability</p>	<p>May 1998 Joined the Company</p> <p>Oct. 2011 Head of Growth Strategy Office</p> <p>July 2015 Executive Officer, and Head of Growth Strategy Office</p> <p>Sept. 2016 Senior Executive Officer, and Head of Growth Strategy Office</p> <p>Sept. 2018 Director, in charge of Finance & Growth Strategy, General Manager of Administration Headquarters, and Head of Growth Strategy Office</p> <p>July 2020 Director and Managing Executive Officer, in charge of Finance & Growth Strategy, General Manager of Administration Headquarters, and Head of Growth Strategy Office</p> <p>July 2021 Director and Managing Executive Officer, in charge of Finance & Growth Strategy, and General Manager of Administration Headquarters (current position)</p> <p>(Significant concurrent positions outside the Company) Director of MONOGATARI (SHANGHAI) ENTERPRISES MANAGEMENT CO., Ltd. Director of Storyteller, Inc. Audit & Supervisory Board Member of PT. Agrabana Niaga Gemilang Director of MONOGATARI HK CO.LIMITED</p>	16,985 shares
		<p>Reasons for nomination as candidate for Director</p> <p>In addition to his duties as Director and Managing Executive Officer of the Company, Tsuyoshi Tsudera is in charge of finance and growth strategies, and also serves as General Manager of the Administration Headquarters. In addition to his extensive experience in the Group's growth strategy, finance, capital policy, public relations and investor relations, and the Administration Division, he has extensive knowledge of corporate management, which we believe will be fully utilized in the development of the Group's business in the future. Therefore, we request his reelection as Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4 Attributes and Committee: <u>Reelection</u>	<p>Koji Kimura (March 16, 1975) (49 years old)</p> <p>Years as a Director: 4 years *At the conclusion of this meeting</p> <p>Attendance (FY2024): Board of Directors Meetings 100% (17 / 17 meetings)</p> <p>Areas the Company expects from the candidate: Corporate management and management strategy Franchise businesses Marketing and merchandizing Personnel and human resources development Sustainability</p>	<p>Apr. 1999 Joined the Company</p> <p>July 2011 Executive Officer, and General Manager of Development Headquarters</p> <p>Sept. 2013 Director, Executive Officer, and General Manager of Development Headquarters</p> <p>Jan. 2014 Director, Executive Officer, and President of MONOGATARI (SHANGHAI) ENTERPRISES MANAGEMENT CO., Ltd.</p> <p>Feb. 2015 Director, Executive Officer, and General Manager of Yakiniku Division of the Company</p> <p>Sept. 2015 Executive Officer, and assigned to Growth Strategy Office</p> <p>July 2016 Executive Officer, and Head of President's Office</p> <p>July 2017 Executive Officer, and General Manager of Sales Planning Department</p> <p>July 2018 Senior Executive Officer, and in charge of Sales</p> <p>Sept. 2020 Director and Senior Executive Officer, and in charge of FC Business & Sales</p> <p>July 2023 Director and Senior Executive Officer, in charge of FC, Store, and Location Development, and in charge of New Business (current position)</p> <p>(Significant concurrent positions outside the Company) None</p>	44,927 shares
		<p>Reasons for nomination as candidate for Director</p> <p>Koji Kimura has served as a Director and Senior Executive Officer of the Company, where he was in charge of FC business and sales, and is currently in charge of FC business, store and location development, and new business development. In addition to his wealth of knowledge and extensive experience in the restaurant industry, he also has knowledge of corporate management. Therefore, we believe that he will continue to make full use of his experience in the development of our Group's business, and we request his reelection as Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5 Attributes and Committee: <input type="checkbox"/> Reelection <input type="checkbox"/> Nomination <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Yukitaka Nishikawa (May 19, 1956) (68 years old) Years as a Director: 7 years *At the conclusion of this meeting Attendance (FY2024): Board of Directors Meetings 100% (17 / 17 meetings) Meetings of the Nomination & Remuneration Committee 100% (5 / 5 meetings) Areas the Company expects from the candidate: Corporate management and management strategy Personnel and human resources development Sustainability	Apr. 1982 Joined Toyohashi Chamber of Commerce & Industry Mar. 2005 Founded Business Link, Inc., Representative Director (current position) Aug. 2009 Outside Director of Honda Plus Co., Ltd. (current position) May 2016 Outside Director (Audit and Supervisory Committee Member) of KAITORI OKOKU CO., LTD (current position) Sept. 2017 Outside Director of the Company (current position) Aug. 2023 Outside Director of Sanshin Mining Ind. Co., Ltd. (current position) (Significant concurrent positions outside the Company) Representative Director of Business Link, Inc. Outside Director of Honda Plus Co., Ltd. Outside Director (Audit and Supervisory Committee Member) of KAITORI OKOKU CO., LTD Outside Director of Sanshin Mining Ind. Co., Ltd.	-
		Reasons for nomination as candidate for outside Director and overview of expected role Yukitaka Nishikawa has extensive experience working at the Toyohashi Chamber of Commerce and Industry and as a practical management consultant, and has deep insight into personnel and human resource management. In addition, based on his track record as a manager, including serving as an outside Director for several companies, we believe that he will be able to apply his wide range of knowledge and experience to the management decisions of the Group, and we therefore request his reelection as outside Director.	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	<p>Kana Yasuda (April 10, 1969) (55 years old)</p> <p>Years as a Director: 3 years *At the conclusion of this meeting</p> <p>Attendance (FY2024): Board of Directors Meetings 100% (17 / 17 meetings) Meetings of the Nomination & Remuneration Committee 100% (5 / 5 meetings)</p> <p>Areas the Company expects from the candidate: Corporate management and management strategy Finance Internal controls and governance Sustainability</p>	<p>Oct. 1993 Joined Century Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>Apr. 1997 Registered as certified public accountant</p> <p>Mar. 2000 Founded Yasuda Accounting Office, Director (current position)</p> <p>Mar. 2004 Registered as certified public tax accountant</p> <p>Sept. 2009 Outside Auditor of SHINPO CO., LTD</p> <p>May 2010 Outside Audit & Supervisory Board Member of Sugi Holdings Co., Ltd. (current position)</p> <p>June 2016 External Director of GEO HOLDINGS CORPORATION (current position)</p> <p>June 2019 Outside Member of the Board of Chuo Spring Co., Ltd. (current position)</p> <p>June 2019 Outside Auditor of KONDOTEC INC.</p> <p>June 2020 Outside Director (Audit & Supervisory Committee member) of KONDOTEC INC. (current position)</p> <p>Sept. 2021 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Director, Certified Public Accountant and Certified Public Tax Accountant of Yasuda Accounting Office</p> <p>Outside Audit & Supervisory Board Member of Sugi Holdings Co., Ltd.</p> <p>External Director of GEO HOLDINGS CORPORATION</p> <p>Outside Member of the Board of Chuo Spring Co., Ltd.</p> <p>Outside Director (Audit & Supervisory Committee member) of KONDOTEC INC.</p>	1,500 shares
		<p>Reasons for nomination as candidate for outside Director and overview of expected role</p> <p>Kana Yasuda has abundant experience and knowledge as an expert in accounting and taxation, and the Company proposes her reelection as outside Director as it has judged that she can utilize these qualities in strengthening the Group's governance and the Group's management decisions from an objective and specialized perspective. She has never been involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	<p>Kaoru Kurashima (May 5, 1960) (64 years old)</p> <p>Years as a Director: 1 year *At the conclusion of this meeting</p> <p>Attendance (FY2024): Board of Directors Meetings 100% (13 / 13 meetings) Meetings of the Nomination & Remuneration Committee 100% (4 / 4 meetings)</p> <p>Areas the Company expects from the candidate: Corporate management and management strategy Overseas businesses Sustainability</p>	<p>Apr. 1984 Joined Ajinomoto Co., Inc.</p> <p>June 2015 Executive Officer of Ajinomoto Co., Inc.</p> <p>June 2016 Managing Executive Officer of Ajinomoto Co., Inc.</p> <p>June 2019 Senior Managing Executive Officer of Ajinomoto Co., Inc. General Manager of Food Business Division of Ajinomoto Co., Inc.</p> <p>June 2020 Outside Director of J-Oil Mills, Inc.</p> <p>Apr. 2021 General Manager of Global Corporate Division of Ajinomoto Co., Inc. General Manager of Corporate Services Division of Ajinomoto Co., Inc.</p> <p>June 2021 Director of Ajinomoto Co., Inc.</p> <p>June 2022 Chairman of the Ajinomoto Foundation (current position)</p> <p>June 2023 Chairman of Umami Manufacturers Association of Japan (current position)</p> <p>Sept. 2023 Outside Director of the Company (current position)</p> <p>June 2024 Outside Director of JSP Corporation (current position)</p> <p>(Significant concurrent positions outside the Company) Outside Director of JSP Corporation Chairman of the Ajinomoto Foundation Chairman of Umami Manufacturers Association of Japan</p> <p>Reasons for nomination as candidate for outside Director and overview of expected role Kaoru Kurashima has held important positions such as Director and Senior Managing Executive Officer at a global food company both in Japan and overseas, and has abundant experience in corporate management. He has a high degree of insight and extensive management experience in corporate management, global business, and overseas business development, and the Company proposes his election as outside Director as it has judged that he can apply his insight and experience to the management decisions of the Group.</p>	1,000 shares

- (Notes)
- There is no special interest between any of the candidates and the Company.
 - Yukitaka Nishikawa, Kana Yasuda and Kaoru Kurashima are candidates for outside Director.
 - Yukitaka Nishikawa, Kana Yasuda and Kaoru Kurashima are currently outside Directors of the Company, and at the conclusion of this meeting, their tenure as outside Directors will have been seven years for Yukitaka Nishikawa, three years for Kana Yasuda and one year for Kaoru Kurashima.
 - Pursuant to the provisions in its Articles of Incorporation, the Company has entered into agreements with Yukitaka Nishikawa, Kana Yasuda and Kaoru Kurashima that limit their liability under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by relevant laws and regulations when they carry out their duties in good faith and without gross negligence. If this proposal is adopted and Yukitaka Nishikawa, Kana Yasuda and Kaoru Kurashima are reelected, the Company plans to continue these agreements with them.
 - The Company has submitted notification to the Tokyo Stock Exchange that Yukitaka Nishikawa, Kana Yasuda and Kaoru Kurashima have been designated as independent officers as provided for by the aforementioned exchange. If Yukitaka Nishikawa, Kana Yasuda and Kaoru Kurashima are elected, the Company plans to continue to designate them as independent officers.
 - The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This policy covers damages that may arise through claims pertaining to the pursuit of liability against an officer or a person at a certain position who is an insured during the term of the policy as a result of actions that the insured took based on their position. Each candidate, if elected and appointed to the Board of Directors, will be insured under the insurance policy. Please refer to page 40 for an overview of the details (Japanese only) of the directors and officers liability insurance policy that the

Company has currently entered into with the insurance company. Furthermore, when the policy is renewed, the Company also plans to renew the policy with the same terms.

7. Kaoru Kurashima was newly elected at the 54th Annual General Meeting of Shareholders held on September 26, 2023.

Proposal No. 3: Election of One Audit & Supervisory Board Member

Of the four current Audit & Supervisory Board Members (four of whom are outside Audit & Supervisory Board Members), the term of office of Takeharu Amagi will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the new appointment of Toshinori Shirai.

In addition, the advance consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

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

(Reference) The Audit & Supervisory Board System if This Proposal is Approved as Provided for in the Original Proposal

	Name	Age (Gender)		Current position in the Company	Years as an Audit & Supervisory Board Member	Meetings of the Nomination & Remuneration Committee
In office	Yasunari Imamura	66 years old (Male)	In office Outside Independent	Audit & Supervisory Board Member	6 years	○
In office	Ayako Nakagawa	45 years old (Female)	In office Outside Independent	Audit & Supervisory Board Member	5 years	—
In office	Megumi Yasuda	51 years old (Female)	In office Outside Independent	Audit & Supervisory Board Member	1 year	—
New election	Toshinori Shirai	65 years old (Male)	New election Outside Independent	—	—	—

(Notes) The © mark indicates the chairperson of the committee and the ○ mark indicates a committee member.

	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
Attributes and Committee: <input type="checkbox"/> New election <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Toshinori Shirai (January 28, 1959) (65 years old) Years as an Audit & Supervisory Board Member: – *At the conclusion of this meeting Attendance (FY2024): Board of Directors Meetings – Audit & Supervisory Board Meetings – Areas the Company expects from the candidate: Corporate management and management strategy Overseas businesses Internal controls and governance	Apr. 1982 Joined Isetan Co., Ltd. (currently Isetan Mitsukoshi Ltd.) Apr. 2008 General Manager of Planning & Promotion Division and Strategic Planning Headquarters of Isetan Mitsukoshi Holdings Ltd. Apr. 2017 General Manager of Strategic Planning Headquarters of Isetan Mitsukoshi Holdings Ltd., and Part-time Director of SHIN KONG MITSUKOSHI Apr. 2018 CSRO (Chief Strategy and Restructuring Officer) of Isetan Mitsukoshi Holdings Ltd., and Part-time Director of SHIN KONG MITSUKOSHI June 2019 Chairperson of Board of Corporate Auditors of Isetan Mitsukoshi Holdings Ltd., and Part-time Director of SHIN KONG MITSUKOSHI June 2020 Director and Chair of Audit Committee of Isetan Mitsukoshi Holdings Ltd., and Part-time Director of SHIN KONG MITSUKOSHI Aug. 2021 Senior Advisor and Director of SHIN KONG MITSUKOSHI Apr. 2023 Representative and Designer of FaSING Management Design (current position) Mar. 2024 Outside Director of NAKANO REFRIGERATORS CO., LTD (current position) (Significant concurrent positions outside the Company) Representative and Designer of FaSING Management Design Outside Director of NAKANO REFRIGERATORS CO., LTD	–
		Reasons for nomination as candidate for outside Audit & Supervisory Board Member Toshinori Shirai has held important positions such as Chairperson of Board of Corporate Auditors at a global retail and distribution company and has built advanced and highly effective governance systems for listed companies. He has outstanding knowledge and extensive experience in corporate management and governance. The Company believes that he will be able to utilize his abundant achievements and extensive experience in strengthening the Company's governance, and therefore requests his election as outside Audit & Supervisory Board Member.	

- (Notes)
- There is no special interest between Toshinori Shirai and the Company.
 - Toshinori Shirai is a candidate for outside Audit & Supervisory Board Member. The Company has designated Toshinori Shirai as an independent Director in accordance with the regulations of the Tokyo Stock Exchange, and plans to file a notification with the Exchange upon his appointment.
 - If this proposal is adopted and Toshinori Shirai is elected, pursuant to the provisions in its Articles of Incorporation, the Company plans to newly enter into an agreement with him that limits his liability under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by relevant laws and regulations when he carries out his duties in good faith and without gross negligence.
 - The term of office of Toshinori Shirai shall expire at the conclusion of this General Meeting of Shareholders for the last business year out of the business years terminating within four years after his election.
 - The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This policy covers damages that may arise through claims pertaining to the pursuit of liability against an officer or a person at a certain position who is an insured during the term of the policy as a result of actions that the insured took based on their position. Toshinori Shirai, if elected and appointed to the Audit & Supervisory Board, will be insured under the insurance policy. Please refer to page 40 for an overview of the details (Japanese only) of the directors and officers liability insurance policy that the Company has currently entered into with the insurance company.

(Reference) The Company's Skill Matrix

Officer system if Proposal No. 2 and Proposal No. 3 are approved

Areas the Company expects from Directors and Audit & Supervisory Board Members in particular, and areas of expertise they possess

No.	Position	Name	Gender	Attributes	Years in office	Corporate management and management strategy	Franchise businesses	Overseas businesses	Marketing and merchandizing	Personnel and human resources development	IT and DX	Finance	Internal controls and governance	Sustainability
1	Representative Director	Hisayuki Kato	Male	Nomination	4 years	•	•	•	•	•				•
2	Representative Director	Masamichi Okada	Male	Nomination	6 years	•	•	•	•					•
3	Director	Tsuyoshi Tsudera	Male		6 years	•			•		•	•	•	•
4	Director	Koji Kimura	Male		4 years	•	•		•	•				•
5	Director	Yukitaka Nishikawa	Male	Nomination Outside Independent	7 years	•				•				•
6	Director	Kana Yasuda	Female	Nomination Outside Independent	3 years	•						•	•	•
7	Director	Kaoru Kurashima	Male	Nomination Outside Independent	1 year	•	•							•
8	Audit & Supervisory Board Member	Yasunari Imamura	Male	Nomination Outside Independent	6 years	•				•			•	
9	Audit & Supervisory Board Member	Ayako Nakagawa	Female	Outside Independent	5 years								•	
10	Audit & Supervisory Board Member	Megumi Yasuda	Female	Outside Independent	1 year							•	•	
11	Audit & Supervisory Board Member	Toshinori Shirai	Male	Outside Independent	-	•	•						•	

(Reference) The Company's Corporate Governance

(i) Board of Directors

<Role>

The Board of Directors is the body responsible for determining management strategies and other important matters and for supervising all business activities.

<Composition>

From the standpoint of fulfilling its roles and responsibilities, the Company has established the following policy regarding the composition of the Board of Directors.

The Company's Board of Directors as a whole considers the Company's philosophy regarding the balance and diversity of knowledge, experience, and abilities, and based on the results of deliberations by the voluntary Nomination & Remuneration Committee, nominates candidates for the Board of Directors. For Internal Directors, the Company considers candidates' balance of abilities in sales, accounting, risk management, etc. Regarding outside Directors, the Company considers candidates' balance of experience and ability as well as management experience at other companies and diversity. As necessary, the Board of Directors as a whole has established a system that is more conscious of the balance, diversity, and scope of knowledge, experience, and abilities.

Currently, the Board of Directors is composed of eight Directors (three of whom are independent outside Directors). Pending approval at this Annual General Meeting of Shareholders, the Company will have seven Directors (three of whom are independent outside Directors).

<Management Status for the Current Period>

During the 55th term, the Board of Directors met 17 times, for an average of three hours per meeting, to deliberate important matters such as formulation of medium-term management plan and management strategy, the effectiveness of the Board of Directors, and sustainability strategy.

(ii) Audit & Supervisory Board

<Role>

The Audit & Supervisory Board is composed of individuals with extensive experience in law, finance, accounting, and internal controls and governance. In addition, as an independent body under the entrustment of shareholders, the Audit & Supervisory Board members attend and speak at meetings of the Board of Directors and other important meetings, actively inspect business locations, and actively exercise their authority and conduct audits appropriately and objectively.

<Composition>

Currently, the Audit & Supervisory Board is composed of four Audit & Supervisory Board Members (four of whom are independent outside Audit & Supervisory Board Members). Pending approval at this Annual General Meeting of Shareholders, the Company will have four Audit & Supervisory Board Members (four of whom are independent outside Audit & Supervisory Board Members).

<Management Status for the Current Period>

The Audit & Supervisory Board met 17 times during the 55th term, for an average of one hour per meeting, and deliberated such matters as preparation of audit reports, audit policies, audit plans, and assignment of audit duties.

(iii) Nomination & Remuneration Committee

<Role>

As a voluntary advisory body to the Board of Directors, the Nomination & Remuneration Committee deliberates the selection and dismissal of Representative Directors, Executive Officers and other senior management, the nomination of candidates for Directors, Audit & Supervisory Board Members and Executive Officers, and remuneration for senior management, Directors, Audit & Supervisory Board Members and Executive Officers, and reports to the Board of Directors, thereby further enhancing objectivity and transparency in the Board of Directors' decision-making and strengthening the independence of the Board's supervisory functions.

<Composition>

Currently, the Nomination & Remuneration Committee is composed of seven members, the majority of whom are independent outside Directors and independent outside Audit & Supervisory Board Members. The chairperson of the Committee is selected from among the committee members who are independent outside Directors by resolution of the Nomination & Remuneration Committee.

<Management Status for the Current Period>

The Nomination & Remuneration Committee met five times during the 55th term, for an average of one hour per meeting, and deliberated such matters as the selection of the chairperson of the committee, the confirmation of the level of executive remuneration, the selection of prospective candidates for Directors and Audit & Supervisory Board Members, the skill matrix, confirmation of candidates for Executive Officers, and remuneration for Directors.

(Reference) Evaluation of the Effectiveness of the Company's Board of Directors

Every year, the Company conducts an evaluation of the effectiveness of the Board of Directors. After obtaining a self-evaluation of the effectiveness of the Board of Directors through questionnaires for all Directors and Audit & Supervisory Board Members, and the results are analyzed and evaluated. The Company endeavors to maintain and enhance the effectiveness of the Board of Directors by reporting and discussing the results of the evaluation at meetings of the Board of Directors, and thereby implementing the PDCA cycle.

The main evaluation items are as follows.

Governance system and structure	Company-wide governance structure, delegation of authority and group control, cooperation with the internal Audit Department, decision-making processes, etc.
Role and responsibilities of the Board of Directors	Discussions of major direction and future impacts, response to changes in the environment, deliberation and supervision of management plans, executive training, information sharing, etc.
Composition of the Board of Directors	Awareness of the composition and size of the Board of Directors
Management of the Board of Directors	Yearly schedule, frequency and duration of meetings, timing of convening meetings, timing for submitting materials, scope of agenda, handling of important issues, quantity and quality of documents, etc.
Invigoration of deliberations at meetings of the Board of Directors	Proceedings, time for individual deliberations, comments and suggestions, discussion and exchange of opinions, climate and atmosphere, etc.
Management oversight and relationship with management	Role of the Nomination & Remuneration Committee, selection and dismissal of Directors, succession planning, remuneration system, and use of outside officers
Understanding Risks	Cultivation of a sound corporate culture, recognition of risks, risk management system, etc.
Relationships with Stakeholders	Oversight of management with an awareness of cost of capital and shareholders, constructive dialogue with shareholders, oversight of measures to address sustainability issues, etc.

Evaluation of the Effectiveness of the Board of Directors for the current fiscal year

In the evaluation of the effectiveness of the Board of Directors for the current fiscal year, the Company confirmed that effectiveness was ensured by evaluating governance systems and mechanisms, the roles and responsibilities of the Board of Directors, the structure of the Board of Directors, the operation of the Board of Directors, the vitalization of deliberations at meetings of the Board of Directors, relationships with the management supervision team and senior management team, the identification of risk, and relationships with stakeholders, while referring to the advice of an external third-party institution. Each of the Directors and Audit & Supervisory Board Members pointed out that there was a need for the measures to ensure diversity in the composition of the Board of Directors. They also expressed their opinions that the Company's overseas business, capital policy, and investments are in need of further improvement in regards to future developments.

The Company will continue working to enhance the effectiveness of the Board of Directors, in order to win the trust of all stakeholders and sustainably enhance corporate value.