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(Securities Code: 8227)

April 28, 2021

To our shareholders:

Makoto Suzuki  
President and Representative Director  
**Shimamura Co., Ltd.**  
1-602-1 Kitabukuro-cho, Omiya-ku,  
Saitama-city, Saitama

## Notice of the 68th Annual General Meeting of Shareholders

We are pleased to announce the 68th Annual General Meeting of Shareholders of Shimamura Co., Ltd. (the “Company”), which will be held as indicated below.

In order to prevent the spread of the novel coronavirus disease (COVID-19), we strongly recommend that you refrain from attending the General Meeting of Shareholders in person and instead exercise your voting rights in advance in writing or by electronic means (such as via the internet).

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than **Thursday, May 13, 2021, at 6:00 p.m. (JST)**.

- 1. Date and Time:** Friday, May 14, 2021, at 10:00 a.m. (JST)
- 2. Venue:** “ROSE ROOM,” 4F, PALACE HOTEL OMIYA, SONIC CITY  
1-7-5, Sakuragi-cho, Omiya-ku, Saitama-city, Saitama  
(Please note that the venue has changed from last time.)

### 3. Purpose of the Meeting:

#### Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 68th fiscal year (from February 21, 2020 to February 20, 2021), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 68th fiscal year (from February 21, 2020 to February 20, 2021)

#### Matters to be resolved

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Six Directors

In order to prevent the spread of COVID-19, we may ask you to wear a mask or use an alcohol disinfectant in case you attend the meeting in person. For shareholders who plan on attending, please take the condition of your health up to the day of the meeting into consideration and carefully consider whether or not to travel to the venue. In addition, if there are any significant changes regarding the holding of this Meeting, the information will be posted on the Company’s website (<https://www.shimamura.gr.jp/>).

When you attend the Meeting, you are kindly requested to present the enclosed voting form at the reception. If any changes are made to the Reference Documents for the General Meeting of Shareholders or to the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, such changes will be posted on the Company’s website (<https://www.shimamura.gr.jp/>).

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

#### 1. Year-end dividends

The Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay year-end dividends for the 68th fiscal year as follows.

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥120 per common share of the Company.

In this event, the total dividends will be ¥4,409,922,840.

(3) Effective date of dividends of surplus

The effective date of dividends will be May 17, 2021.

#### 2. Other appropriation of surplus

As for internal reserves, the Company proposes the following to strengthen the management foundation in preparation for the aggressive development of operations in the future.

(1) Item of surplus to be decreased and amount of decrease:

Retained earnings brought forward: ¥16,000,000,000

(2) Item of surplus to be increased and amount of increase:

General reserve: ¥16,000,000,000

## Proposal No. 2: Election of Six Directors

The terms of office of all seven Directors will expire at the conclusion of this Meeting. The Company therefore proposes the election of six Directors, a reduction of one Director to enable the Board of Directors to make strategic and dynamic decisions by implementing management structure reforms. The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Makoto Suzuki (June 22, 1965)	<p>Mar. 1989    Joined the Company</p> <p>Nov. 2004    General Manager of Logistics Department</p> <p>May 2011    Director Supervising Import Department, Logistics Department, Merchandise Management Department, and Store Management Department</p> <p>Feb. 2014    Supervising Logistics Department, Systems Development Department, and Import Department</p> <p>Mar. 2015    Supervising Logistics Department and Systems Development Department</p> <p>May 2015    Executive Officer</p> <p>Feb. 2018    General Manager of Planning Office</p> <p>Feb. 2020    President and Representative Director of the Company (current position)</p> <p>May 2020    Director of Shimamura (Taiwan) (current position) Director of Shimamura (Shanghai) (current position)</p>	1,500 Shares
2	Tsuyoki Saito (March 5, 1970)	<p>Mar. 1992    Joined the Company</p> <p>May 2004    General Manager of Avail Division Store Operation Department 3</p> <p>Mar. 2006    General Manager of Avail Division Merchandise Department 2</p> <p>Nov. 2008    General Manager of Shimamura Sales Planning Department</p> <p>Feb. 2012    General Manager of Shimamura Merchandise Department 6</p> <p>Aug. 2017    General Manager of General Administration Department</p> <p>Feb. 2018    Executive Officer (current position)</p> <p>Feb. 2018    Supervising Shimamura Merchandise Department, Sales Planning Department, and Advertising Department</p> <p>Aug. 2018    Supervising Shimamura Merchandise Department, Sales Planning Department, Advertising Department, and Market Research Department</p> <p>May 2019    Director (current position)</p> <p>Feb. 2020    Supervising Logistics Department, Import Department, Systems Development Department, and E-Commerce Business Department (current position)</p>	990 Shares

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Ichiro Takahashi (August 25, 1974)	<p>Mar. 1999    Joined the Company</p> <p>Mar. 2013    General Manager of Shimamura Store Operation Department 8</p> <p>Feb. 2014    General Manager of Shimamura Merchandise Department 3</p> <p>Feb. 2018    General Manager of Shimamura Sales Planning Department</p> <p>Feb. 2019    Executive Officer (current position)</p> <p>Feb. 2019    Supervising Logistics Department, Import Department, and Systems Development Department</p> <p>May 2019    Director (current position)</p> <p>Feb. 2020    Supervising Shimamura Merchandise Department, Sales Planning Department, Advertising Department, and Market Research Department (current position)</p>	100 Shares
4	Hidejiro Fujiwara (October 18, 1940)	<p>Sept. 1970    Joined the Company Office Manager</p> <p>Apr. 1975    Director</p> <p>May 1981    Senior Managing Director</p> <p>May 1989    Senior Managing Director and Representative Director</p> <p>May 1990    President and Representative Director</p> <p>May 2005    Chairman and Representative Director</p> <p>May 2009    Director and Advisor</p> <p>May 2011    Advisor</p> <p>May 2020    Director and Advisor (current position)</p>	681,100 Shares
5	Tamae Matsui (August 14, 1946)	<p>Sept. 1983    Joined Seiyu Shoes, Ltd.</p> <p>Mar. 1986    Transferred to Seiyu, Ltd.</p> <p>May 2001    Executive Officer, General Manager of Environment Promotion Office</p> <p>Mar. 2003    Corporate Executive Officer, SVP of Human Asset Department</p> <p>May 2008    Retired from Seiyu, Ltd.</p> <p>Oct. 2010    Director and Vice President of Matsui Office Corporation (current position)</p> <p>May 2015    Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Director and Vice President of Matsui Office Corporation</p>	100 Shares
6	Yutaka Suzuki (December 6, 1949)	<p>Mar. 1973    Joined Kewpie Corporation</p> <p>Feb. 2001    Director</p> <p>Feb. 2003    Managing Director</p> <p>Feb. 2004    President and Representative Director</p> <p>Mar. 2011    Consultant</p> <p>Mar. 2013    Advisor</p> <p>June 2015    Retired from Kewpie Corporation</p> <p>March 2018    President and Chief Executive Officer, AgriFuture Japan (current position)</p> <p>May 2018    Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] President and Chief Executive Officer, AgriFuture Japan</p>	100 Shares

- Notes:
1. There is no special interest between any candidates and the Company.
  2. Tamae Matsui and Yutaka Suzuki are candidates for outside Director.
  3. The Company has submitted notification to Tokyo Stock Exchange, Inc. concerning the designation of candidates for outside Director Tamae Matsui and Yutaka Suzuki as independent officers.
  4. Reasons for nomination and overview of expected roles as candidates for outside Director
    - (1) Tamae Matsui has extensive experience and broad insight gained from her long-term involvement in the fields of retail personnel policies, welfare, and social and environmental sustainability. The Company proposes the election of Tamae Matsui as outside Director so that this experience may be utilized to enhance the management and corporate governance of the Company through advice about the Company's personnel policies, based on her experience. Furthermore, should Ms. Matsui be elected, the Company expects her to participate, as member of the Nomination & Remuneration Committee and the Management Plan Formulation Committee, in deciding proposals such as those regarding candidates for officer and officer remuneration, and in formulating the medium-term management plan and annual management plan, from an objective and neutral standpoint.
    - (2) The Company proposes the election of Yutaka Suzuki as outside Director so that his extensive experience and broad insight, which he cultivated as a corporate manager, may be utilized to enhance the management and corporate governance of the Company. Furthermore, should Mr. Suzuki be elected, the Company expects him to participate, as member of the Nomination & Remuneration Committee and the Management Plan Formulation Committee, in deciding proposals such as those regarding candidates for officer and officer remuneration, and in formulating the medium-term management plan and annual management plan, from an objective and neutral standpoint.
  5. Tamae Matsui and Yutaka Suzuki are currently outside Directors of the Company. At the conclusion of this Meeting, their tenures since assuming office as outside Directors will have been six years for Tamae Matsui and three years for Yutaka Suzuki.
  6. The Company has entered into limited liability agreements with Tamae Matsui and Yutaka Suzuki to limit their liability for damages under Article 423, paragraph 1 of the Company's Act, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. The maximum amount of the liability for damages based on said agreement shall be the amount prescribed in laws and regulations. If their reelections are approved, the Company intends to extend these agreements.