

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 8227)

April 30, 2026

To our shareholders:

Ichiro Takahashi  
Representative Director, President and  
Executive Officer  
**Shimamura Co., Ltd.**  
1-602-1 Kitabukuro-cho, Omiya-ku,  
Saitama-city, Saitama

## Notice of the 73rd Annual General Meeting of Shareholders

We are pleased to announce the 73rd Annual General Meeting of Shareholders of Shimamura Co., Ltd. (the “Company”), which will be held as indicated below.

When convening this 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 following Company’s website, etc. Please access the website by using the internet address shown below to review the information.

The Company’s IR website

Website for informational materials for the general meeting of shareholders

<https://www.shimamura.gr.jp/ir/stock/> (in Japanese)    <https://d.sokai.jp/8227/teiji/> (in Japanese)

In addition to posting matters for which measures for providing information in electronic format are to be taken on the Company’s website, etc., we also post this information on the website of Tokyo Stock Exchange, Inc. (TSE) shown below.

Tokyo Stock Exchange, Inc.’s website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “Shimamura Co., Ltd.” in “Issue name (company name)” or the Company’s securities code “8227” in “Code,” 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].”)

If you are unable to attend the Meeting in person, you can exercise your voting rights via the Internet or in writing (mail), etc. Please review the Reference Documents for the General Meeting of Shareholders, and follow the Instructions given below to exercise your voting rights no later than Thursday, May 14, 2026, at 5:45 p.m. (JST).

- 1. Date and Time:** Friday, May 15, 2026, 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

### 3. Purpose of the Meeting:

#### Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 73rd fiscal year (from February 21, 2025, to February 20, 2026), 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 73rd fiscal year (from February 21, 2025, to February 20, 2026)

#### Matters to be resolved

##### <Proposals from the Company (Proposal No. 1 to Proposal No. 2)>

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

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

##### <Proposal from our shareholders (Proposal No. 3)>

**Proposal No. 3:** Appropriation of Surplus

Proposal No. 3 is a shareholder proposal. The contents of each proposal are as set forth in the "Reference Documents for the General Meeting of Shareholders" below; however, <b>the Board of Directors of the Company is against the shareholder proposal (Proposal No. 3).</b>
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

### 4. Matters Decided in Connection with the Convocation (Guidance Notes on Exercise of Voting Rights)

- (1) If you indicate neither your approval nor disapproval of each proposal on the returned voting form, your answer will be deemed to be an approval for the Company proposals and a disapproval for the shareholder proposal.
- (2) If you exercise your voting rights via the Internet multiple times, only your last vote will be treated as valid.
- (3) If you exercise your voting rights via the Internet and also by writing (mail), regardless of the arrival date and time, your vote placed via the Internet will be treated as valid.

For shareholders who requested the delivery of paper-based documents, we send documents including matters for which measures for providing information in electronic format are to be taken, however, please note that the following matters are excluded based on the provisions of laws and regulations and Article 16 of the Company's Articles of Incorporation.

- Tables of explanatory notes on Consolidated Financial Statements
- Tables of explanatory notes on Non-consolidated Financial Statements

Therefore, the business report, the consolidated financial statements and the non-consolidated financial statements described in this document are part of the documents audited by the financial auditor for the purpose of preparing their audit report and by the members of the Audit & Supervisory Board for the purpose of preparing their audit report.

When you attend the Meeting, you are kindly requested to present the voting form at the reception. If revisions to the matters for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the matters for which measures for providing information in electronic format are to be taken before and after the revisions will be posted on the Company's aforementioned websites and the TSE website. If any significant changes are made to the operation of the general meeting of shareholders, such changes will be posted on the Company's website (<https://www.shimamura.gr.jp/>) (in Japanese).

Video footage of the reporting at the meeting such as those mentioned above in "Matters to be reported" will be available for viewing from the following website (<https://www.shimamura.gr.jp/ir/stock/>) (in Japanese).

## Reference Documents for the General Meeting of Shareholders

### Proposals for the 73rd Annual General Meeting of Shareholders

#### **Proposals from the Company (Proposal No. 1 to Proposal No. 2)**

##### <Proposals from the Company>

##### **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 73rd 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 ¥115 per common share of the Company.

In this event, the total dividends will be ¥7,958,695,865.

##### (3) Effective date of dividends of surplus

The effective date of dividends will be May 18, 2026.

##### 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:      ¥28,000,000,000

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

General reserve:                                      ¥28,000,000,000

**<Proposals from the Company>****Proposal No. 2: Election of Eight Directors**

The terms of office of all eight Directors will expire at the conclusion of this Meeting. The Company proposes the election of eight Directors, including three outside Directors.

The candidates for Directors are as follows:

Candidate No.	Name	Attribute of candidate	Current position in the Company	Years in office as Director	Number of Board of Directors meetings attended (FY2025)
1	Makoto Suzuki	Reappointment	Representative Director	Seven years	17/17
2	Ichiro Takahashi	Reappointment	Representative Director	Seven years	17/17
3	Takashi Nakahira	Reappointment	Director	Four years	17/17
4	Yoshiteru Tsujiguchi	Reappointment	Director	Three years	17/17
5	Makoto Oota	New appointment	–	–	–
6	Yutaka Suzuki	Reappointment Outside Director Independent Officer	Outside Director	Eight years	17/17
7	Teiichi Murokubo	Reappointment Outside Director Independent Officer	Outside Director	Four years	17/17
8	Chiaki Hirota	New appointment Outside Director Independent Officer	–	–	–

Candidate No.	Name (Date of birth)	[Career summary, positions and responsibility in the Company]	Number of the Company's shares owned
1	Makoto Suzuki (June 22, 1965) <u>Reappointment</u>	<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      Executive Officer and General Manager of the Planning Office</p> <p>May 2019      Director and Executive Officer</p> <p>Feb. 2020      Representative Director, President and Executive Officer</p> <p>May 2020      Director of Shimamura (Taiwan) (current position)</p> <p>Feb. 2025      Representative Director, Chairman and Executive Officer (current position)</p>	21,600 Shares
<p>■Significant concurrent positions outside the Company Director of Shimamura (Taiwan)</p>			
<p>■Reasons for nomination as a candidate for Director Since assuming the position of Representative Director, President and Executive Officer of the Company in February 2020, Makoto Suzuki has appropriately fulfilled his roles and responsibilities, including making decisions on important management matters and supervising business execution, and has served as Representative Director, Chairman and Executive Officer since February 2025. We have determined that he is qualified for the achievement of the Company's further improvement of sustainable corporate value and re-nominated him as a Director candidate.</p>			

Candidate No.	Name (Date of birth)	[Career summary, positions and responsibility in the Company]	Number of the Company's shares owned
2	Iichiro Takahashi (August 25, 1974) <u>Reappointment</u>	<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 Supervising Logistics Department, Import Department, and Systems Development Department</p> <p>May 2019      Director and Executive Officer</p> <p>Feb. 2020      Supervising Shimamura Merchandise Department, Sales Planning Department, Advertising Department, and Market Research Department</p> <p>Feb. 2021      Director of Shimamura (Taiwan) (current position)</p> <p>Feb. 2022      Director and Senior Executive Officer</p> <p>Feb. 2025      Representative Director, President and Executive Officer (current position)</p>	9,900 Shares
<p>■Significant concurrent positions outside the Company Director of Shimamura (Taiwan)</p>			
<p>■Reasons for nomination as a candidate for Director Since assuming the position of Director of the Company in May 2019, Iichiro Takahashi has appropriately fulfilled his roles and responsibilities, including making decisions on important management matters and supervising business execution, and has served as chairman of the Board of Directors as Representative Director, President and Executive Officer since February 2025. We have determined that he is qualified for the achievement of the Company's further improvement of sustainable corporate value and re-nominated him as a Director candidate.</p>			

Candidate No.	Name (Date of birth)	[Career summary, positions and responsibility in the Company]	Number of the Company's shares owned
3	Takashi Nakahira (December 1, 1970) <u>Reappointment</u>	<p>Mar. 1994      Joined the Company</p> <p>Feb. 2014      General Manager of Shimamura Merchandise Department 2</p> <p>Aug. 2017      General Manager of Store Development Department 1</p> <p>Aug. 2018      General Manager of Shimamura Merchandise Department 1</p> <p>Feb. 2021      Executive Officer In charge of Avail Business</p> <p>May 2022      Director and Executive Officer In charge of Avail Business</p> <p>Feb. 2025      Director and Senior Executive Officer Supervising Shimamura Merchandise Department, Sales Planning Department, Advertising Department, and Market Research Department (current position)</p>	8,400 Shares
<p>■Significant concurrent positions outside the Company</p> <p>-</p>			
<p>■Reasons for nomination as a candidate for Director</p> <p>Since assuming the position of Director in May 2022, Takashi Nakahira has been responsible for the management of the Company by utilizing his many years of experience and knowledge and being in charge of the Shimamura Merchandise Department, Sales Planning Department, Advertising Department, and Market Research Department.</p> <p>We have determined that he is qualified for the achievement of the Company's further improvement of sustainable corporate value and re-nominated him as a Director candidate.</p>			

Candidate No.	Name (Date of birth)	[Career summary, positions and responsibility in the Company]	Number of the Company's shares owned
4	Yoshiteru Tsujiguchi (July 17, 1970) <u>Reappointment</u>	<p>Mar. 1994      Joined the Company</p> <p>Mar. 2009      General Manager of Birthday Merchandise Department 1</p> <p>Feb. 2016      General Manager of Chambre Administration Department</p> <p>Aug. 2016      General Manager of Chambre Merchandise Department</p> <p>Feb. 2021      Executive Officer In charge of Chambre Business</p> <p>May 2023      Director and Executive Officer In charge of Chambre Business</p> <p>Feb. 2024      Director and Executive Officer General Manager of the Planning Office</p> <p>Feb. 2025      Director and Executive Officer Supervising Public Relations Office and Corporate Planning Office (current position)</p>	8,040 Shares
<p>■Significant concurrent positions outside the Company</p> <p>-</p>			
<p>■Reasons for nomination as a candidate for Director</p> <p>Since assuming the position of Director in May 2023, Yoshiteru Tsujiguchi has been responsible for the management of the Company by utilizing his many years of experience and knowledge and in charge of Public Relations Office and Corporate Planning Office.</p> <p>We have determined that he is qualified for the achievement of the Company's further improvement of sustainable corporate value and re-nominated him as a Director candidate.</p>			

Candidate No.	Name (Date of birth)	[Career summary, positions and responsibility in the Company]	Number of the Company's shares owned
5	Makoto Oota (March 8, 1973) <u>New appointment</u>	<p>Mar. 1996      Joined the Company</p> <p>Sept. 2010    General Manager of Shimamura Merchandise Department 6</p> <p>Feb. 2012      General Manager of Merchandise Management Department</p> <p>Aug. 2016      General Manager of the Auditing Office</p> <p>Aug. 2018      General Manager of Human Resources Department</p> <p>Feb. 2020      General Manager of the Planning Office</p> <p>Feb. 2024      Executive Officer (current position) Supervising General Administration Department, Human Resources Department, Education Department, Accounting Department, and Track &amp; Field Athletics Department</p> <p>Feb. 2026      Supervising Human Resources Development Department, Labor Support Department, and Track &amp; Field Athletics Department (current position)</p>	5,040 Shares
<p>■Significant concurrent positions outside the Company</p> <p>—</p>			
<p>■Reasons for nomination as a candidate for Director</p> <p>In February 2024, Makoto Oota became an executive officer and has been supervising Human Resources Development Department, Labor Support Department, Track &amp; Field Athletics Department, making use of his many years of experience and knowledge. We have determined that he is qualified for the achievement of the Company's improvement of sustainable corporate value and nominated him as a Director candidate.</p>			

Candidate No.	Name (Date of birth)	[Career summary, positions and responsibility in the Company]	Number of the Company's shares owned
6	Yutaka Suzuki (December 6, 1949) <u>Reappointment</u> <u>Outside Director</u> <u>Independent Officer</u>	<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      Retired from Consultant, Kewpie Corporation</p> <p>Nov. 2013      President and Representative Director, Yamashiro Management R&amp;D Institute LTD.</p> <p>May 2018      Outside Director of the Company (current position)</p> <p>Nov. 2019      Advisor, Yamashiro Management R&amp;D Institute LTD.</p> <p>Sept. 2020    Retired from Yamashiro Management R&amp;D Institute LTD.</p>	600 Shares
<p>■Significant concurrent positions outside the Company</p> <p>—</p>			
<p>■Reasons for nomination and overview of expected roles as a candidate for outside Director</p> <p>The Company proposes the reelection 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.</p> <p>The Company expects him to participate, as a member of the Nomination &amp; 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 long-term and medium-term management plan and annual management plan, from an objective and neutral standpoint.</p>			

Candidate No.	Name (Date of birth)	[Career summary, positions and responsibility in the Company]	Number of the Company's shares owned
7	Teiichi Murokubo (December 2, 1954) <u>Reappointment</u> <u>Outside Director</u> <u>Independent Officer</u>	<p>Apr. 1978      Joined The Saitama Bank, Ltd. (currently Saitama Resona Bank, Limited)</p> <p>Jul. 2001      General Manager of Saitama Banking Department of The Asahi Bank, Ltd. (currently Saitama Resona Bank, Limited)</p> <p>Oct. 2003      General Manager of Public Institutions Division of Saitama Resona Bank, Limited</p> <p>Oct. 2004      General Manager of Kumagaya Branch</p> <p>Jun. 2007      Retired from Saitama Resona Bank, Limited Executive Director of Saitama Association of Corporate Executives</p> <p>Jun. 2021      Senior Adviser (part-time) (current position)</p> <p>Jul. 2021      Advisor of Daiei Real Estate &amp; Development Co., Ltd. (current position)</p> <p>May 2022      Outside Director of the Company (current position)</p> <p>Jun. 2023      Auditor (Outside) of PORITE CORPORATION (current position)</p>	—
<p>■Significant concurrent positions outside the Company Senior Adviser (part-time) of the Saitama Association of Corporate Executives Advisor of Daiei Real Estate &amp; Development Co., Ltd. Auditor (Outside) of PORITE CORPORATION</p>			
<p>■Reasons for nomination and overview of expected roles as a candidate for outside Director Teiichi Murokubo served in positions such as Executive Director of the Saitama Association of Corporate Executives and has deep insight regarding corporate management in addition to deep knowledge related to finance and accounting based on his many years of experience at financial institutions. The Company proposes his reelection as it has judged that he can be utilized to strengthen the management of the Company and improve corporate governance by providing advice and proposals based on his experience from an independent and outside viewpoint. The Company expects him to participate, as a member of the Nomination &amp; 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 long-term and medium-term management plan and annual management plan, from an objective and neutral standpoint.</p>			

Candidate No.	Name (Date of birth)	[Career summary, positions and responsibility in the Company]	Number of the Company's shares owned
8	Chiaki Hirota (May 2, 1977) <u>New appointment</u> <u>Outside Director</u> <u>Independent Officer</u>	<p>Oct. 2000      Joined ING Investment Management Co., Ltd. (currently NN Investment Partners (Japan) Co., Ltd.)</p> <p>Oct. 2002      Joined Deutsche Securities Inc.</p> <p>Sept. 2007     Director of Equity Research of J.P. Morgan Securities Japan Co., Ltd.</p> <p>Aug. 2010     Director of Equity Research of Citigroup Global Markets Japan Inc.</p> <p>Jan. 2013      Founded Hidden Gems Co., Ltd. Representative Partner (current position)</p> <p>Feb. 2013      Senior Advisor of Lincoln International K.K.</p> <p>Mar. 2014      Executive Advisor of KPMG FAS Co., Ltd.</p> <p>May 2015      Retired from Executive Advisor of KPMG FAS Co., Ltd.</p> <p>May 2015      Outside Director of Seven &amp; i Food Systems Co., Ltd. (currently Denny's Japan Co., Ltd.)</p> <p>Mar. 2019      Founded Omote Inc. Representative Director (current position)</p> <p>May 2024      Retired from Outside Director of Seven &amp; i Food Systems Co., Ltd. (currently Denny's Japan Co., Ltd.)</p>	900 Shares
<p>■Significant concurrent positions outside the Company Representative Partner of Hidden Gems Co., Ltd. Representative Director of Omote Inc.</p>			
<p>■Reasons for nomination and overview of expected roles as a candidate for outside Director Chiaki Hirota has experience and insight gained from working as an analyst and consultant with a primary focus on the retail industry. We have determined that she can provide useful advice and proposals from an independent and outside viewpoint, and nominated her as an outside Director candidate. In addition, the reason for designating her as an independent officer is that there is no risk of conflict of interest with general shareholders, and a high degree of independence that conforms to the purpose of designating independent officers can be ensured. The Company expects her to participate, as a member of the Nomination &amp; 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 long-term and medium-term management plan and annual management plan, from an objective and neutral standpoint.</p>			

- Notes:
1. There is no special interest between any candidates and the Company.
  2. Yutaka Suzuki, Teiichi Murokubo, and Chiaki Hirota are candidates for outside Directors.
  3. The Company has submitted a notification to Tokyo Stock Exchange, Inc. concerning the designation of candidates for outside Directors Yutaka Suzuki and Teiichi Murokubo as independent officers. If their reelections are approved, the Company plans for their designation as independent officers to continue.
  4. Candidate for outside Director Chiaki Hirota satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and if her election is approved, the Company plans to designate her as an independent officer.
  5. Yutaka Suzuki and Teiichi Murokubo are currently outside Directors of the Company. At the conclusion of this Meeting, their tenures since assuming office as outside Directors will have been eight years for Yutaka Suzuki and four years for Teiichi Murokubo.
  6. The Company has entered into limited liability agreements with Yutaka Suzuki and Teiichi Murokubo to limit their liability for damages under Article 423, paragraph 1 of the Companies 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 minimum liability amount set forth in Article 425, paragraph 1 of the said act. If their reelections are approved, the Company intends to extend these agreements.
  7. If this proposal is approved, and Chiaki Hirota takes office, the Company plans to enter into an agreement with her to limit her liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. The limit of the liability for damages under the relevant agreement is the minimum liability amount set forth in Article 425, paragraph 1 of the said act.

### **Proposals from Our Shareholders (Proposal No. 3)**

Proposal No. 3 was made by a single shareholder. The outline of the proposal and the reasons for the proposal are presented as they appear in the original text. **The Board of Directors of the Company is against this proposal.** For reasons of opposition, please refer to page 14.

#### **<Proposal from our shareholder>**

#### **Proposal No. 3: Appropriation of Surplus**

##### 1. The outline of the proposal

The following surplus will be appropriated so that the total amount of annual dividends will be equivalent to a payout ratio of 60%. This proposal is intended to be submitted as an additional proposal, independent of the proposal for the appropriation of surplus to be submitted by the Board of Directors of the Company at this Annual General Meeting of Shareholders. Since the record date for the year-end dividends is February 20, the dividend per share is calculated based on the number of shares before the stock split on February 21, 2026.

##### A. Type of dividend property

Cash

##### B. Dividends per share

The amount obtained by deducting the amount of the distribution of surplus per common share of the Company proposed by the Board of Directors of the Company and approved at this Annual General Meeting of Shareholders from ¥260.

If the amount obtained by multiplying the profit per share for the 73rd fiscal year by 0.6 and then rounding down the fractional part, and then subtracting ¥100 (hereinafter referred to as the “payout ratio equivalent to 60%”) is different from ¥260, the amount of ¥260 at the beginning of the sentence shall be read as the payout ratio equivalent to 60%.

##### C. Allotment of dividend property and their aggregate amount

The dividend amount per common share of the Company as mentioned in (B) above (the total amount of dividends is calculated by multiplying the dividend amount per share by the total number of common shares issued by the Company as of February 20, 2026 (excluding own shares)).

##### D. Effective date of dividends of surplus

The date of this Annual General Meeting of Shareholders

##### E. Starting date of dividend payments

The date three weeks after the next business day following this Annual General Meeting of Shareholders

##### 2. Reason for proposal

Through continuous dialogue, we are convinced that the management has the intention to further increase ROE beyond existing policies, taking into consideration the voices of shareholders that have become clear through changes in the external environment and shareholder proposals. We believe that the first acquisition of own shares conducted in January 2026 was an excellent initiative as a manifestation of this intention.

The Company has built a solid competitive advantage in the domestic apparel retail industry, backed by its superior store opening strategy, product strategy, and store operations. Despite rising costs in recent years, the Company has maintained an operating profit ratio of approximately 9% and continued to stably generate cash flow. As a result, as of the end of the third quarter of the fiscal year ending February 2026, the Company held ¥281.1 billion in cash and cash equivalents against ¥522.4 billion in net assets, and has no interest-bearing debt.

While profitability is expected to continue improving through the Company’s superior business operations, a reduction in net assets is also essential, in addition to this, to further increase ROE. We are

making this proposal because we believe it is necessary to introduce a dividend policy with a payout ratio of 60% as a minimum level to realize an increase in ROE.

(Note from the Company) The above is a verbatim outline of the proposal and the reasons for the proposal as listed in the shareholder's proposal submitted by the shareholder.

<Opinion of the Board of Directors on Proposal No. 3>

## The Board of Directors is “against” this proposal.

### ◆ Reasons for opposition

The Company operates under the management mission to “build a ‘good company’ for all stakeholders.” The Company provides our employees with a stable living and working environment, and provides our customers with a comfortable store environment and products with high quality, high sensitivity, and low price. In addition, the Company aims to achieve long-term growth together with our business partners based on fair transactions. The Company’s basic policy is to reward shareholders with a sustainable improvement in performance and continuous and stable dividends by ensuring a stable financial base and making proactive investments in growth.

Under the currently ongoing medium-term management plan 2027 (hereinafter referred to as the “current medium-term management plan”), the Company sets a payout ratio of around 35% as its basic policy. In addition, the Company targets an ROE of 9% or higher, and as part of this effort, it acquired its own shares in January 2026. Through this initiative, the Company is executing an appropriate shareholder return policy that takes into consideration the voices of shareholders, such as increasing the dividend per share by ¥10 from the initial forecast based on Proposal No. 1: Appropriation of Surplus.

Raising the payout ratio to 60% in this shareholder proposal significantly deviates from the policy set forth in the current medium-term management plan, and a rapid increase in the dividend level cannot be considered an appropriate decision for the medium- to long-term improvement of corporate value. The Company sets “continuous and stable dividends” as its basic policy, and will proceed with shareholder returns without wavering from this policy.

For these reasons, the Board of Directors of the Company opposes the shareholder proposal.

However, when formulating the next medium-term management plan (medium-term management plan 2030) beginning from the fiscal year ending February 2028, the Company will constructively accept the opinions of shareholders and continue to appropriately consider the capital policy, including shareholder returns. We ask for your understanding of the Company’s basic policy to emphasize the interests of all stakeholders and strive for the long-term improvement of corporate value.

## **(Reference)**

### **Nomination Criteria of Officers**

<Nomination criteria for candidates for Directors>

Candidates for Directors of the Company are those who satisfy the following criteria and who are deemed to have the knowledge, skills, and experience that can contribute to the realization of the management philosophy as members of the Board of Directors. The Board of Directors shall appoint a nominee by its resolution, after deliberation by the Nomination & Remuneration Committee.

Candidates for outside Directors are those who satisfy the requirements for outside Directors stipulated in the Companies Act. The Company shall appoint at least three persons from among those who satisfy the criteria in 5. below in lieu of 4. below.

1. The candidate must have strong determination and the high level of ability necessary to perform the duties of a Director.
2. The candidate must have the character and insight appropriate for a Director of the Company.
3. The candidate must be able to secure the time and effort necessary to appropriately fulfill the roles and responsibilities required of the Company's Directors.
4. The candidate must have the knowledge, ability, and broad experience to contribute to the formulation and execution of the Company's management strategy based on a deep understanding of the Group's business and business environment.
5. The candidate must have advanced professional knowledge or abundant experience in corporate management, academics, finance and accounting, legal affairs, or other fields, and can be expected to perform duties from an independent and objective perspective.

<Independence criteria for outside Directors and outside Audit & Supervisory Board Members>

The Company determines that a person who does not fall under any of the following items is deemed to have independence.

1. A person who currently serves as an executive of the Company or a subsidiary thereof or has served in the past ten years (executive as defined in Article 2, paragraph 3, item vi of the Regulation for Enforcement of the Companies Act; hereinafter the same in these criteria).
2. A person to whom the Company is a major business partner or an executive for such a party. (Note)
3. A person who is a major business partner of the Company or an executive for such a party. (Note)
4. Consultant, accounting professional or legal professional who receives cash at an amount of ¥10 million or more or any other assets in the most recent fiscal year, other than officer remuneration, from the Company (if the party who receives such cash or assets is a corporation or organization, a person who belongs to an organization that receives more than 2% of the net sales or gross income of the said organization from the Company).
5. A person who has fallen under items 2. to 4. above within the past three years.
6. A person who substantively holds 10% or more of the voting rights of the Company or an executive for such a party.
7. A spouse or a relative within the second degree of kinship of a person who falls under 1. to 6. above.

Note: "Major business partner" refers to a person whose transaction amount in the most recent fiscal year accounts for 2% or more of the Company or such business partner's annual net sales.

**(Reference)****Expected skills as a member of the Board of Directors**

Directors (tentative) after this Annual General Meeting of Shareholders

Name	Corporate management	Merchandise and marketing	DX and IT	Finance and Accounting	Legal Compliance Risk management	Organization and Human resources	ESG
Makoto Suzuki	○		○	○	○	○	○
Iichiro Takahashi	○	○	○			○	○
Takashi Nakahira	○	○	○				○
Yoshiteru Tsujiguchi	○	○			○		○
Makoto Oota	○			○		○	○
Yutaka Suzuki	○	○			○	○	○
Teiichi Murokubo	○			○	○	○	○
Chiaki Hirota	○	○		○	○	○	○