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(Security Code : 8114)  
May 23<sup>rd</sup>, 2024

To Our Shareholders

Representative: Shuichi Koseki  
DESCENTE LTD.  
Maruito Namba Building 13F, 1-2-3  
Minatomachi Naniwa-ku, Osaka, 556-0017 Japan

## NOTICE OF THE 67TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 67<sup>th</sup> Annual General Meeting of Shareholders (“AGM”) of DESCENTE LTD. (the “Company”) to be hold as described below.

In convening the AGM, we have taken measures for providing reference materials, etc. in an electronic format (matters for electronic provision measures) in accordance with the Companies Act and our Articles of Incorporation. The materials for the General Meeting of Shareholders are posted on the website below and a simplified notice of the meeting is delivered to shareholders.

1 The Company’s website ( 「IR」 「IR Library」 「General Meeting」 )

<https://www.descente.co.jp/en/ir/summon/>

2 Tokyo Stock Exchange website

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

No souvenirs are to be distributed at the AGM.

## **1. Date/Time**

June 13, 2024 (Thursday) at 10 a.m. JPT (GMT+9)  
Reception opening time will be at 9:20 am JPT (GMT+9)

## **2. Place**

Hotel Monterey Grasmere Osaka, Maruito Namba Building 21th floor (Snowberry Hall)  
1-2-3 Minatomachi Naniwa-ku, Osaka 556-0017 Japan

## **2. Objectives of the Meeting**

### **Reports**

1. Business report, Consolidated Annual Financial Statements for the 67th Business Term (April 1, 2023 to March 31, 2024)
2. Audit Report on concerning Consolidated Annual Financial Statements for the 67th Business Term by the Accounting Auditors and the Audit Board Members

### Agenda

- Proposal 1: Appropriation of Retained Earnings
- Proposal 2: Election of Seven (7) Directors
- Proposal 3: Election of Two (2) Auditors
- Proposal 4: Revision of Remuneration Amounts for Auditors

**【Voting by mail】** Please indicate your approval or disapproval on the enclosed voting form and return it to the Company by the time limit of 5:30 p.m. JPT (GMT+9) on Wednesday, June 12, 2024. If no indication of approval or disapproval is made on the voting form, it will be treated as an indication of approval.

**【Voting by electronic measures】** Please refer to the <Voting by the Internet etc.> section below and follow the directions on the screen to enter your approval or disapproval to the proposals by the above time limit.

<Voting by the Internet etc.>

If you wish to exercise your voting rights by the Internet or other means, please confirm the following points before exercising.

### **1. Voting Site**

- (1) Voting by the Internet is only possible via PC or mobile phone accessing the Company designated website (<https://evote.tr.mufig.jp>) (The website is closed from 2:00 a.m. to 4:30 a.m. JPT(GMT+9) every day.).
- (2) Depending on the internet usage environment, the services subscribed and models of the devices, the voting site may not be available.
- (3) The Company will accept voting by the Internet until 5:30 p.m. JPT (GMT+9) on June 12, 2024 (Wednesday). Please exercise your voting rights as early as possible and contact the Helpdesk if you have any questions.

### **2. Voting by the Internet**

- (1) Using PC and mobile phone

Enter the "login ID" and "temporary password" printed on the voting card on the voting website (<https://evote.tr.mufig.jp/>) and follow the on-screen instructions to enter your support and/or opposition. To prevent unauthorized access by third parties other than shareholders and to prevent falsifying with the details of the voting, shareholders who use the site are requested to change the "temporary password".

- (2) Using smartphone

By reading "QR code for login" on the voting card with your smartphone, you can automatically connect to the voting website and exercise your voting rights (You do not need to enter "Login ID" and "temporary password"). Depending on the smartphone model, you may not be able to log in with QR code. If you are unable to log in with QR code, please exercise your voting rights by PC referring to 2. (1).

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

### **3. Voting Rights Exercised Multiple Times**

- (1) Please note that if you exercise your voting rights in duplicate by mail and the Internet, your voting rights via the Internet will be treated as valid.
- (2) If voting rights are exercised more than once by the Internet, the last vote shall be deemed to be valid.

### **4. Expenses incurred in accessing voting sites**

Shareholders are responsible for the Internet connection and communication charges that arise when accessing the voting sites using PC, smartphone, or mobile phone.

### **Inquiries regarding the voting system**

Stock Transfer Agency Department, Mitsubishi UFJ  
Trust and Banking Corporation (Helpdesk)

- Phone: 0120-173-027 (9 a.m. to 9 p.m. JPT (GMT+9))

[Voting Platform (To our institutional investors)]

Registered shareholders of the trust bank etc. (including standing proxy) may use the electronic voting platform operated by ICJ, if requested in advance.

## References for the AGM

### **Proposal 1: Appropriation of Retained Earnings**


Regarding year-end dividends, considering the business performance of the current fiscal year, future business development and so on, we would like to pay 48 JPY per share.


Details of year-end dividends:

1. Type of dividend property  
Cash
2. The allocation of dividend property and the total amount  
48 JPY per share of our common stock  
Total amount: 3,625,699,008 JPY
3. Date on which dividends from surplus takes effect.  
June 14, 2024


## Proposal 2: Election of Seven (7) Directors

At the conclusion of this General Meeting, all seven (7) directors will expire their terms of office, so we would like to appoint seven (7) directors. When this proposal is approved, three (3) of them are the independent outside directors out of the seven (7) directors.


No.	Name (Date of Birth)	Brief personal history		Number of shares of the Company held
1	 <p data-bbox="188 683 338 725"><b>Shuichi Koseki</b> (July 2, 1955)</p> <p data-bbox="152 747 358 789">Special interest in the Company -None-</p>	April 1979	Joined ITOCHU Corporation	81,200
		January 2002	Managing Director, ITOCHU Textile (Shanghai) Co. Ltd.	
		April 2005	General Manager, Textile Department 1, ITOCHU Corporation	
		April 2007	Executive Officer; Chief Operating Officer, Textile Material & Fabric Division, ITOCHU Corporation	
		April 2010	Managing Executive Officer, Executive Vice President, ITOCHU China Bloc (in charge of East China), ITOCHU Corporation	
		April 2011	Managing Executive Officer and CEO, ITOCHU East Asia Bloc, ITOCHU Corporation	
		April 2015	Managing Executive Officer and President, (Textile) Company, ITOCHU Corporation	
		April 2016	Director, Senior Managing Executive Officer and President, (Textile) Company, ITOCHU Corporation	
		April 2017	Senior Managing Executive Officer and President, (Textile) Company, ITOCHU Corporation	
		April 2019	Advisor, DESCENTE LTD.	
June 2019	President and Representative Director, DESCENTE LTD. (current position)			
<p>(Reason for nomination of candidate for director)</p> <p>Since joining ITOCHU Corporation, Mr. Shuichi Koseki has primarily engaged in the textile-related business. He was involved in the general management of the East Asia business, centered on the China business and, in April 2015, he assumed the position of President of the Textile Company. He has acquired wide-ranging knowledge of the textile industry through his extensive experience, as well as outstanding management skills. Since June 2019, as the Company's President and Representative Director, he has executed important business matters such as China business and profit improvement of Japan business, which enhancement is considered to be essential for the Company and he has executed the strategy steadily based on our mid-term management plan. As mentioned above, in view of his extensive management skills, professional expertise and ample experience, the Company considers that he is the most appropriate person to whom to entrust the future leadership of the Company, which is pursuing realization on its corporate philosophy and improved corporate value, so it is requested that he is re-elected as a director.</p>				


No.	Name (Date of Birth)	Brief personal history	Number of shares of the Company held	
2	 Masahiro Morofuji (December 10, 1960)  Special interest in the Company -None-		5,800	
		April 1983		Joined ITOCHU Corporation
		April 2008		General Manager, Brand Marketing Division 2, ITOCHU Corporation
		April 2010		Chief Operating Officer, Brand Marketing Division 1, ITOCHU Corporation
		April 2014		Executive Officer, Chief Operating Officer, Brand Marketing Division 1, ITOCHU Corporation
		April 2016		Executive Officer, Executive Vice President, (Textile) Company, Chief Operating Officer, Brand Marketing 1 Division, ITOCHU Corporation
		April 2017		Managing Executive Officer, Executive Vice President, (Textile) Company, Chief Operating Officer, Brand Marketing 1 Division, ITOCHU Corporation
		April 2019		Managing Executive Officer, Executive President, (Textile) Company, Executive Advisory Officer for Osaka Headquarters, ITOCHU Corporation
		April 2023		Vice President, Executive Officer, DESCENTE LTD.
		June 2023		Director, Vice President, Managing Executive Officer, DESCENTE LTD. (current position)
December 2023	Director, DESCENTE JAPAN LTD. (current position)			
<p>(Reason for nomination of candidate for director)</p> <p>Mr. Masahiro Morofuji has been primarily engaged in textile-related businesses since joining ITOCHU Corporation and was appointed President of the Textile Company in April 2019, which he was responsible for the company's management. He has also been involved in brand marketing for a long time, and since June 2023, as a director of the Company, he has advised and supervised our branding, which is essential to be strengthened in the Company. Since December 2023, as a Director of DESCENTE JAPAN LTD., he has contributed to strengthening branding in Japan business. Based on the above, we believe that he can contribute to the enhancement of the Company's corporate value due to his outstanding management skills, specialized knowledge, and extensive experience in the brand business, and we therefore request his election as a director.</p>				


No.	Name (Date of Birth)	Brief personal history	Number of shares of the Company held																				
3	<div data-bbox="181 330 344 557" data-label="Image"> </div> <p data-bbox="174 571 351 613">Motonari Shimizu (February 3, 1962)</p> <p data-bbox="152 641 358 677">Special interest in the Company - None-</p>	<table border="1"> <tr> <td data-bbox="384 151 512 173">April 1984</td> <td data-bbox="512 151 897 173">Joined ITOCHU Corporation</td> </tr> <tr> <td data-bbox="384 179 512 201">April 2008</td> <td data-bbox="512 179 897 249">General Manager, Textile Material &amp; Fabric Department, ITOCHU Corporation</td> </tr> <tr> <td data-bbox="384 254 512 277">April 2011</td> <td data-bbox="512 254 897 299">Managing Director, ITOCHU Textile Prominent (Asia) Ltd.</td> </tr> <tr> <td data-bbox="384 305 512 327">April 2016</td> <td data-bbox="512 305 897 375">Executive Officer, Chief Operating Officer, Fashion Apparel Division 2, ITOCHU Corporation</td> </tr> <tr> <td data-bbox="384 380 512 403">April 2019</td> <td data-bbox="512 380 897 473">Managing Executive Officer, Executive Vice President, (Textile) Company, Chief Operating Officer, Fashion Apparel Division, ITOCHU Corporation</td> </tr> <tr> <td data-bbox="384 478 512 501">May 2021</td> <td data-bbox="512 478 897 571">Senior Managing Executive Officer, Assistant to the President, DESCENTE LTD. Director, DESCENTE JAPAN LTD.</td> </tr> <tr> <td data-bbox="384 576 512 599">April 2022</td> <td data-bbox="512 576 897 599">Chairman, DESCENTE KOREA LTD.</td> </tr> <tr> <td data-bbox="384 604 512 627">June 2022</td> <td data-bbox="512 604 897 697">Director, Senior Managing Executive Officer, DESCENTE LTD. Director, DESCENTE JAPAN LTD. (current position)</td> </tr> <tr> <td data-bbox="384 702 512 725">April 2023</td> <td data-bbox="512 702 897 772">President and Representative Director, DESCENTE GLOBAL RETAIL LTD. (current position)</td> </tr> <tr> <td data-bbox="384 778 512 823">October 2023</td> <td data-bbox="512 778 897 842">Chairman, Representative Director, DESCENTE KOREA LTD. (current position)</td> </tr> </table>	April 1984	Joined ITOCHU Corporation	April 2008	General Manager, Textile Material & Fabric Department, ITOCHU Corporation	April 2011	Managing Director, ITOCHU Textile Prominent (Asia) Ltd.	April 2016	Executive Officer, Chief Operating Officer, Fashion Apparel Division 2, ITOCHU Corporation	April 2019	Managing Executive Officer, Executive Vice President, (Textile) Company, Chief Operating Officer, Fashion Apparel Division, ITOCHU Corporation	May 2021	Senior Managing Executive Officer, Assistant to the President, DESCENTE LTD. Director, DESCENTE JAPAN LTD.	April 2022	Chairman, DESCENTE KOREA LTD.	June 2022	Director, Senior Managing Executive Officer, DESCENTE LTD. Director, DESCENTE JAPAN LTD. (current position)	April 2023	President and Representative Director, DESCENTE GLOBAL RETAIL LTD. (current position)	October 2023	Chairman, Representative Director, DESCENTE KOREA LTD. (current position)	20,400
		April 1984	Joined ITOCHU Corporation																				
		April 2008	General Manager, Textile Material & Fabric Department, ITOCHU Corporation																				
		April 2011	Managing Director, ITOCHU Textile Prominent (Asia) Ltd.																				
		April 2016	Executive Officer, Chief Operating Officer, Fashion Apparel Division 2, ITOCHU Corporation																				
		April 2019	Managing Executive Officer, Executive Vice President, (Textile) Company, Chief Operating Officer, Fashion Apparel Division, ITOCHU Corporation																				
		May 2021	Senior Managing Executive Officer, Assistant to the President, DESCENTE LTD. Director, DESCENTE JAPAN LTD.																				
		April 2022	Chairman, DESCENTE KOREA LTD.																				
		June 2022	Director, Senior Managing Executive Officer, DESCENTE LTD. Director, DESCENTE JAPAN LTD. (current position)																				
		April 2023	President and Representative Director, DESCENTE GLOBAL RETAIL LTD. (current position)																				
October 2023	Chairman, Representative Director, DESCENTE KOREA LTD. (current position)																						
<p data-bbox="161 851 560 873">(Reason for nomination of candidate for director)</p> <p data-bbox="161 873 1011 1159">Since joining ITOCHU Corporation, Mr. Motonari Shimizu has been involved in purchasing and selling apparel and textile materials at the Textile Company of ITOCHU Corporation. In addition, he was stationed in Hong Kong for 11 years, in London and Milan for 4 years and was involved not only in trading operations but also in the management of overseas operating companies. In 2019, he was responsible for the management as Managing Executive Officer, (Textile) Company Executive Vice President and Chief Operating Officer of Fashion Apparel Division in ITOCHU Corporation. Since May 2021, as Senior Managing Executive Officer of DESCENTE., he has been advising and supervising Japan business. Since April 2022, as Chairman of DESCENTE KOREA LTD and since April 2023, as Representative Director of DESCENTE GLOBAL RETAIL LTD., and since October 2023, not only as Chairman but also as Representative Director of DESCENTE KOREA LTD., he has also been responsible for South Korea business. He has abundant knowledge in the textile industry and experience as an executive and is the right person to execute not only Japan but also Asian business strategies, so it is requested that he is elected as a director.</p>																							

No.	Name (Date of Birth)	Brief personal history		Number of shares of the Company held
4	 <p data-bbox="180 537 348 579">Takeshi Shimada (May 31, 1969)</p> <p data-bbox="161 603 367 645">Special interest in the Company - None-</p>			7,100
		April 1992	Joined DESCENTE LTD.	
		April 2013	Managing Director, SHANGHAI DESCENTE COMMERCIAL CO., LTD	
		April 2018	Manager, le coq sportif BM, DESCENTE LTD.	
		April 2019	Executive Officer, Manager, le coq sportif BM, DESCENTE LTD.	
		April 2020	Executive Officer, Division Manager, le coq sportif Marketing Division, DESCENTE JAPAN LTD.	
		April 2021	Executive Officer, Division Manager, le coq sportif / arena Marketing Division, DESCENTE JAPAN LTD.	
		September 2022	Managing Director, LE COQ SPORTIF (NINGBO) CO., LTD.	
		April 2023	Senior Executive Officer, Division Manager, Brand Marketing Division	
June 2023	Director, Managing Executive Officer, DESCENTE LTD. (current position) President and Representative Director, DESCENTE JAPAN LTD. (current position)			
<p data-bbox="161 781 561 802">(Reason for nomination of candidate for director)</p> <p data-bbox="161 802 1011 1024">After joining the company, Mr. Takeshi Shimada was in charge of domestic sales and corporate planning before being stationed in China for a total of 12 years from 2005. In 2013, he was appointed as General Manager of SHANGHAI DESCENTE COMMERCIAL CO., LTD. which is the core of our China business, and was involved in product planning, production, wholesale, and retail business of "Munsingwear" and "arena" brands. After returning to Japan in 2018, he was responsible for the Japan, South Korea, and China business of "le coq sportif" and "arena" brands, which are important to our brand strategy, and has improved profitability of both brands. Since June 2023, as a Director and Managing Executive Officer of DESCENTE LTD., and President and Representative Director of DESCENTE JAPAN LTD., he is responsible to improve profitability of our group, especially in Japan business. We request his election as a director of the Company, as we believe that he has abundant overseas experience as well as the ability to realize the improvement of profitability of the Japanese business as an executive of the Company.</p>				



No.	Name (Date of Birth)	Brief personal history		Number of shares of the Company held
5	 <p data-bbox="176 495 350 540">Yasuyo Kasahara (July 20, 1961)</p> <p data-bbox="152 565 359 603">Special interest in the Company -None-</p>			-
		April 1984	Joined Daimaru Matsuzakaya Department Stores Co., Ltd. (Formerly Daimaru Department Stores Co., Ltd.)	
		November 1999	Joined World Co., Ltd.	
		November 2005	President, artemis Inc. (current position)	
		April 2017	Expert member of Japan Fashion Color Association, Ladies Wear Section (current position)	
		June 2022	Outside Director, DESCENTE LTD. (current position)	
		<p data-bbox="161 697 822 716">(Reason for nomination as candidate for outside director and roles to be expected)</p> <p data-bbox="161 719 1011 937">Yasuyo Kasahara was involved in sales, buyer assistant and sales promotion of women's apparel at Daimaru Matsuzakaya Department Store Co., Ltd. After 3 years of stationing in Milan, she worked as a central buyer of women's apparel and goods. Since then, in World Co., Ltd. She has not only worked as an Aqua Girl senior buyer, but was also involved in the branding and management business of multi brand stores and expanded its insight. Currently, she is independent and performs apparel branding, buying direction, and other functions as a fashion director, including being involved in the planning and operation of the women's floor in SIXIEME GINZA. She is an expert member of Japan Fashion Color Association, Ladies Wear Section. Her extensive experience and knowledge in women's apparel and retail business has provided appropriate advice and supervision of the execution in the expansion of the DTC business, which we are aiming for in Japan business, and so it is requested that she is elected as a director.</p>		

No.	Name (Date of Birth)	Brief personal history		Number of shares of the Company held
6	 <p data-bbox="180 473 347 515"><b>Koichi Yoshioka</b> (September 3, 1968)</p> <p data-bbox="152 540 359 578">Special interest in the Company -None-</p>			-
		April 1995	Registered as a lawyer (Tokyo Bar Association) and joined Ozawa & Akiyama	
		May 2000	Registered as a lawyer in New York State	
		July 2000	Paul Hastings LLP (U.S.)	
		July 2001	Returned to Ozawa & Akiyama (current position)	
		June 2019	Outside Auditor, DESCENTE LTD. (current position)	
<p data-bbox="163 711 822 732">(Reason for nomination as candidate for outside director and roles to be expected)</p> <p data-bbox="163 733 1009 869">Mr. Koichi Yoshioka possesses many years' experience as a lawyer, during which he has accumulated expertise and extensive knowledge of corporate legal affairs. Since June 2019, he has properly audited execution of duties by directors as our outside auditor. He is well versed in the Company's management strategies, as well as the current status and issues at each operating company. We request his election as an outside director so that he can provide accurate advice and supervise the Company's business execution not only from the viewpoint of legality but also from the viewpoint of appropriateness.</p>				


No.	Name (Date of Birth)	Brief personal history		Number of shares of the Company held
7	 Miho Takizawa (June 27th, 1979)  Special interest in the Company -None-			-
		April 2007	Research Fellowships for Young Scientists, PD, JSPS (Japan Society for the Promotion of Science)	
		April 2008	Senior Lecturer, Faculty of Economics, Toyo University	
		April 2011	Associate Professor, Faculty of Economics, Toyo University	
		April 2017	Professor, Faculty of Economics, Toyo University	
		April 2019	Associate Professor, Faculty of Economics, Gakushuin University	
		April 2020	Professor, Faculty of Economics, Gakushuin University (current position)	
		April 2023	Outside Director, Human Technologies, Inc. (current position)	
<p>(Reason for nomination as candidate for outside director and roles to be expected)</p> <p>Miho Takizawa has been a professor in the Faculty of Economics at Gakushuin University since 2020. Her areas of expertise include macroeconomics, Japanese economic theory, productivity analysis, economic analysis of intangible assets including human capital investment, and data analysis. She has served as a member of the Council for Small and Medium Enterprise Policy, an ad-hoc member of the Social Security Council, and an expert of the Special Session of the Council on Economic and Fiscal Policy. Since April 2023, she has served as an outside director of Human Technologies Inc., providing accurate advice on the company's management and appropriate supervision of its business execution. We request her election as an outside director because her extensive experience and high-level insight in economics can be expected to provide accurate advice on improving the profitability of the Company and appropriate supervision of the execution of its business operations.</p>				


(NOTES)

1. Koichi Yoshioka and Miho Takizawa are newly appointed Directors.
2. Yasuyo Kasahara, Koichi Yoshioka and Miho Takizawa are the 3 candidates for Outside Directors.
3. Followings are notes on candidates of Outside Directors:
  - I. Outline of Limited Liability Contract  
We have entered into an agreement with Yasuyo Kasahara and Koichi Yoshikawa limiting our liability for damages in accordance with the provisions of Paragraph 1 of Article 427 of the Corporate Law. The maximum amount of liability under such agreement is the amount stipulated by law. Once they are elected, we plan to continue the agreement with the same terms. Same agreement will be entered with Miho Takizawa on her appointment.
  - II. Yasuyo Kasahara and Koichi Yoshioka are independent directors registered with the Tokyo Stock Exchange, Inc. in accordance with its regulations. Once they are reappointed, the Company plans to continue to designate them as independent directors.
  - III. Miho Takizawa meets the requirement as an independent director defined by Tokyo Stock Exchange and the Company is to register her as an independent director on her appointment.
4. In order to secure high-quality human resources and prevent the shrinkage of the execution of duties, we have entered liability insurance (D&O insurance) contracts with directors of us and our subsidiaries directors (including outside directors), Corporate Auditor (including outside auditors), executive officers, managers, employees, and officers dispatched to outside corporations as insured persons. The insurance contract covers damages caused by insured persons taking responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibilities. However, there is a reason to exempt employees from liability, such as failure to compensate for damages caused by willful misconduct. In the event each of the above candidates assumes the post of director, he/she shall be the insured under the relevant insurance contract. The insurance premiums are borne entirely by the Company, including the rider portion, and there is no substantial burden on the insured. We plan to update the content at the next update.
5. Yasuyo Kasahara is our Outside Director at present, and the number of years of the appointment has been 2 years since the conclusion of this annual general meeting of shareholders.
6. Koichi Yoshioka is our Outside Auditor at present, and the number of years of the appointment has been 5 years since the conclusion of this annual general meeting of shareholders.

### Proposal 3: Election of Two (2) Auditors

At the conclusion of this General Meeting, our auditors Koichi Yoshioka and Akira Matsumoto will expire their terms of office, so we would like to appoint two (2) directors. When this proposal is approved, two (2) of them are the independent outside auditors out of the three (3) auditors. We have received an agreement on this proposal with the Audit & Supervisory Board.

No.	Name (Date of Birth)	Brief personal history		Number of shares of the Company held
1	 <p data-bbox="176 589 351 631">Akira Matsumoto (April 21, 1971)</p> <p data-bbox="150 655 359 697">Special interest in the Company -None-</p>	October 1999	Joined KPMG Century Audit Corporation	-
		April 2003	Representative Director, MIT Corporate Advisory Services CO., LTD. (current position)	
		May 2003	Registered as Certified Public Accountant	
		June 2008	Outside Auditor, Duskin Co., Ltd.	
		March 2011	Chairman and Representative Director, OPAL K.K.	
		June 2020	Outside Auditor, DESCENTE LTD. (current position)	
		June 2020	Outside Director, FANCL CORPORATION. (current position)	
		June 2023	Outside Director, POPLAR.CO.,LTD. (current position)	
		<p data-bbox="161 775 561 796">(Reason for nomination of candidate for director)</p> <p data-bbox="161 799 1009 943">Akira Matsumoto is a certified public accountant and, therefore, has expert knowledge of finance and accounting, and has conducted appropriate audits of the directors' performance of their duties. As an outside director of FANCL CORPORATION since June 2020 and of POPLAR CO., LTD. since June 2023, he provided appropriate advice on the company's management and supervised the execution of its operations, in addition to auditing. The Company considers that he will be able to properly execute duties as an outside auditor, including properly auditing execution of duties by directors, so it is requested that he be elected as an outside auditor.</p>		

No.	Name (Date of Birth)	Brief personal history	Number of shares of the Company held						
2	 <p data-bbox="185 389 340 435"><b>Norihiro Kakita</b> (March 2, 1978)</p> <p data-bbox="160 463 367 501">Special interest in the Company -None-</p>	<table border="1" data-bbox="393 221 897 393"> <tr> <td data-bbox="393 221 544 305">April 2004</td> <td data-bbox="544 221 897 305">Registered as a lawyer (Tokyo Bar Association) and joined Ozawa &amp; Akiyama</td> </tr> <tr> <td data-bbox="393 305 544 333">October 2007</td> <td data-bbox="544 305 897 333">Joined Kitamura &amp; Hiraga</td> </tr> <tr> <td data-bbox="393 333 544 393">April 2012</td> <td data-bbox="544 333 897 393">Co-Partner, Keyakisougou Law Office (current position)</td> </tr> </table>	April 2004	Registered as a lawyer (Tokyo Bar Association) and joined Ozawa & Akiyama	October 2007	Joined Kitamura & Hiraga	April 2012	Co-Partner, Keyakisougou Law Office (current position)	-
April 2004	Registered as a lawyer (Tokyo Bar Association) and joined Ozawa & Akiyama								
October 2007	Joined Kitamura & Hiraga								
April 2012	Co-Partner, Keyakisougou Law Office (current position)								
<p data-bbox="176 519 574 537">(Reason for nomination of candidate for director)</p> <p data-bbox="176 540 997 683">Norihiro Kakita is a licensed lawyer and has been a co-partner of Keyakisougou Law Office since April 2012, where he has demonstrated his expertise in corporate legal affairs, including guidance on shareholder meetings, M&amp;A matters, labor trials, contract reviews, and civil matters, including legal advice and litigation services in general civil and criminal fields. We believe that his extensive experience and deep insight in legal affairs will enable him to conduct appropriate audits of the execution of duties by the Company's directors, and we therefore request his election as an outside auditor.</p>									

(NOTES)

1. Norihiro Kakita is newly appointed Auditor.
2. Akira Matsumoto and Norihiro Kakita are 2 candidates for Outside Auditors.
3. Followings are notes on candidates of Outside Auditors:
  - I. Outline of Limited Liability Contract  
We have entered into an agreement with Akira Matsumoto limiting our liability for damages in accordance with the provisions of Paragraph 1 of Article 427 of the Corporate Law. The maximum amount of liability under such agreement is the amount stipulated by law. Once they are elected, we plan to continue the agreement with the same terms. Same agreement will be entered with Norihiro Kakita on his appointment.
  - II. Akira Matsumoto are independent directors registered with the Tokyo Stock Exchange, Inc. in accordance with its regulations. Once they are reappointed, the Company plans to continue to designate them as independent directors.
  - III. Norihiro Kakita meets the requirement as an independent director defined by Tokyo Stock Exchange and the Company is to register her as an independent director on her appointment.
4. In order to secure high-quality human resources and prevent the shrinkage of the execution of duties, we have entered liability insurance (D&O insurance) contracts with directors of us and our subsidiaries directors (including outside directors), Corporate Auditor (including outside auditors), executive officers, managers, employees, and officers dispatched to outside corporations as insured persons. The insurance contract covers damages caused by insured persons taking responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibilities. However, there is a reason to exempt employees from liability, such as failure to compensate for damages caused by willful misconduct. In the event each of the above candidates assumes the post of director, he/she shall be the insured under the relevant insurance contract. The insurance premiums are borne entirely by the Company, including the rider portion, and there is no substantial burden on the insured. We plan to update the content at the next update.
5. Akira Matsumoto is our Outside Director at present, and the number of years of the appointment has been 4 years since the conclusion of this annual general meeting of shareholders.

(Skill Matrix)

Once the proposal is approved, the executive skill matrix is as follows:

(○ shows outstanding knowledge and/or experience)

Name	A	B	C	D	E	F	G	H	I	J	K
Shuichi Koseki		○	○	○	○	○		○		○	○
Masanori Morofuji		○		○	○	○		○		○	○
Motonari Shimizu		○	○	○	○	○		○	○		○
Takeshi Shimada		○	○	○	○	○		○	○	○	○
Yasuyo Kasahara	○			○	○	○		○	○		
Koichi Yoshioka	○					○	○	○			
Miho Takizawa	○		○					○		○	○
Mikio Nakajima		○		○		○	○	○			
Akira Matsumoto	○	○	○			○		○			
Norihiro Kakita	○						○	○		○	

A : Independence (For outside directors / outside auditors only)

B : Experience of Corporate Management

C : Finance and Accounting

D : Knowledge on the Industry

E : Sales and Marketing

F : Global Business

G : Legal Affairs

H : Risk and Compliance

I : Retail Business

J : Society and Environment

K: Human Resource Development



#### **Proposal 4: Revision of Remuneration Amounts for Auditors**

The amount of remuneration for corporate auditors of the Company was approved as “up to 40 million yen per year” at the 49th Ordinary General Meeting of Shareholders held on June 21, 2006. Since then, however, it has been a number of years since the last revision, during which time the duties of corporate auditors have become more diversified and their responsibilities have increased, and in light of the changes in economic conditions and other various circumstances, we are proposing to revise the amount of remuneration for corporate auditors to “up to 50 million yen per year”.

The number of corporate auditors at present is 3 (including 2 outside auditors), and there will be no change in the number of corporate auditors after Proposal 3 is approved and adopted as originally proposed.

-End-