### Disclaimer

This is a partial English translation of the Japanese original. This translation is prepared and provided only for the purpose of the reader's convenience. All readers are recommended to refer to the original version in Japanese of the document for complete information. The Japanese original shall take precedence in the case of any discrepancies between this translation and the original. The Company assumes no responsibility for direct, indirect or any other forms of damages arising from this translation.

## < Request for shareholders to refrain from attending the meeting in person and to attend online>

- Please refrain from attending this General Meeting of Shareholders in person, to prevent the spread of COVID-19.
- Shareholders are requested to attend this General Meeting of Shareholders via the Internet.
- An advance application is required, regardless of whether you plan to attend this General Meeting of Shareholders in person or online. Please see pages 2-4 for details.
- Please note that shareholders without the application in advance will not be admitted to the venue.
- If changes are made to the operation of this General Meeting of Shareholders, details will be posted on the Company's website (https://www.askul.co.jp/kaisya/english/ir/). Please check the website for any updates.

(Securities code: 2678) July 19, 2021

# To Shareholders with Voting Rights:

Akira Yoshioka Representative Director, President and Chief Executive Officer ASKUL Corporation 3-2-3 Toyosu, Koto-ku, Tokyo 135-0061, JAPAN

#### NOTICE OF

### THE 58TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

**1. Date and Time:** Wednesday, August 4, 2021, at 10:00 a.m.

**2. Place:** B2F Daigo, Sheraton Miyako Hotel Tokyo

1-1-50, Shirokanedai, Minato-ku, Tokyo, Japan

The venue is different from that of the previous year's meeting. Please refer to the map for the General Meeting of Shareholders Venue on the final page of the

Japanese original.

We have stopped distributing souvenirs which were previously given to shareholders in attendance on the day of the General Meeting of Shareholders.

Your kind understanding on this would be appreciated.

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company's 58th Fiscal Year

(May 21, 2020 – May 20, 2021)

2. Results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Proposals to be resolved:

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Partial Amendment to the Articles of Incorporation

**Proposal 3:** Election of 11 Directors

**Proposal 4:** Election of 1 Audit & Supervisory Board Member

#### **■** Online attendance

"Online attendance" is a method of attending a General Meeting of Shareholders whereby shareholders may exercise their voting rights and ask questions, etc., in a similar manner as those attending the General Meeting of Shareholders in person, while watching a live broadcast of the General Meeting of Shareholders on the day of the General Meeting of Shareholders. Shareholders who attend the meeting by "online attendance" will be treated as "in attendance" in the same manner as those attending the General Meeting of Shareholders in person.

Website for the General Meeting of Shareholders of ASKUL Corporation https://2678.ksoukai.jp

Period for logging into the "Website for the General Meeting of Shareholders of ASKUL Corporation" From 12:00 p.m. (noon) on Tuesday, July 20, 2021 to the conclusion of the General Meeting of Shareholders on Wednesday, August 4, 2021

- Step 1: Please access the abovementioned "Website for the General Meeting of Shareholders of ASKUL Corporation" (the "Website").
- Step 2: Please log in by entering the ID and password provided on the enclosed "Notice of ID and Password for Online Attendance at the 58th Annual General Meeting of Shareholders of ASKUL Corporation."

(This password is different from the "Password" for exercising voting rights provided on the Voting Right Exercise Form.)

Enter the "パスワード ID" (ID and password)
Press the "ログイン" (Log in) button

# **Guide to "online attendance"**

- Step 1: After logging in, please press the "出席を申し込む" (Apply for attendance) button, select "インターネット出席" (Online attendance), and press the "申し込む" (Apply) button.
- Step 2: Beginning at 9:30 a.m. on the day of the General Meeting of Shareholders, the "インターネット出席" (Online attendance) button will appear. Please press the button to attend the meeting.
- (Note) The wording in the abovementioned screens is subject to change.

### **■** Exercise of voting rights when "attending online"

- 1. If you "attend online" after exercising your voting rights in advance and exercise your voting rights on the Website
  - → The exercise of voting rights on the day of the General Meeting of Shareholders will be valid (the advance exercise of voting rights will be void)
- 2. If you "attend online" after exercising your voting rights in advance but do not exercise your voting rights on the Website
  - → The advance exercise of voting rights will be valid
- 3. If you "attend online" without exercising your voting rights in advance but do not exercise your voting rights
  - → Abstained

# ■ Methods for raising questions on the day of the meeting or in advance and submitting motions

- Shareholders who are "attending online" on the day of the General Meeting of Shareholders may submit their questions by entering text through the Website. Questions through the Website on the day of the meeting will be limited to two questions per shareholder (up to 200 characters each in Japanese only).
- Because the time for questions and answers is limited, we may not be able to answer all of the questions received.
- We may not be able to answer some questions depending on their contents, including questions not related to the meeting agenda of the General Meeting of Shareholders.
- Ahead of the meeting, shareholders may submit their questions related to the Meeting Agenda of this General Meeting of Shareholders through the Website. (From 12:00 p.m. (noon) on Tuesday, July 20, 2021 to 12:00 p.m. (noon) on Friday, July 30, 2021.) After logging in to the Website, please press the "事前質問を行う" (Submit advance questions) button and send your questions. We plan to answer such questions when they relate to matters that are of high interest to shareholders at the General Meeting of Shareholders.
- With regard to all motions, including those regarding procedures for the General Meeting of Shareholders and those regarding proposals, we will only discuss those submitted by shareholders attending the meeting in person and will not accept submissions from shareholders attending online. Furthermore, with regard to voting on motions, shareholders attending online will be deemed as not in attendance for voting on motions regarding procedures for the General Meeting of Shareholders, and as abstaining from voting on motions regarding proposals. We appreciate your understanding.
  - We would like to request shareholders who wish to submit motions or participate in voting on them to consider attending the meeting in person.

### ■ Notes on "online attendance"

- Please note that telecommunication equipment and all expenses required for "online attendance" must be borne by shareholders.
- The language available for "online attendance" is Japanese only.
- Telecommunication breakdowns, such as disruptions of the broadcast video and audio or temporary

interruptions, may occur due to the impact of factors including the telecommunication environment. Please note that the Company does not assume any liability for disadvantages suffered by shareholders "attending online" due to these telecommunication breakdowns.

• If changes are made to the operation of this General Meeting of Shareholders, details will be posted on the Company's website (https://www.askul.co.jp/kaisya/english/ir/). Please check the website for any updates.

### ■ Attending the meeting in person (advance application prioritized by order of receipt)

Shareholders are requested not to attend this General Meeting of Shareholders in person, to prevent the spread of COVID-19.

Shareholders who wish to attend the meeting in person for unavoidable reasons are required to apply in advance. Please refer to the "Application method" below and complete your application.

#### **■** Application method

• Please log in to the Website, press the "出席を申し込む" (Apply for attendance) button, and select "会場出席" (Attend in person) to apply.

# **Application period**

From 12:00 p.m. (noon) on Monday, July 26, 2021 to 12:00 p.m. (noon) on Tuesday, August 3, 2021 Applications will no longer be accepted after the maximum number of attendees (30 persons) is reached.

• Telecommunication equipment required for the advance application must be furnished by shareholders.

#### ■ Notes on attendance in person

- Please note that shareholders without the application in advance will not be admitted to the venue.
- Although officers are scheduled to attend the meeting in person, they may attend via the Internet depending on the circumstances.

## **■** Precautions when attending in person

- Please refrain from attending if you have a fever or feel unwell.
- Please comply with body temperature measurements before reception.
- Attendees with a body temperature of 37.5 degrees Celsius or higher, as well as those deemed unwell by the Company's staff, will not be permitted entry to the venue. Even after entering the venue, we may request such attendees to leave the venue.
- Please make sure to wear a mask when attending in person. Those who refuse to wear a mask after entering the venue may be requested to leave.
- Alcohol-based hand sanitizer will be provided at the entrance to the venue. Please cooperate with hand sanitization.
- Please bring the Notice of the 58th Annual General Meeting of Shareholders and the Voting Right Exercise Form.

## **■** Exercise of voting rights in advance by mail or via the Internet

# To exercise voting rights in advance by mail:

Please indicate your approval or disapproval for each of the proposals on the enclosed Voting Right Exercise Form and send it back to the Company.

If there is no indication regarding your approval or disapproval for respective proposals on the Voting Right Exercise Form, it shall be deemed as an approval.

Voting right exercise deadline:	Must be delivered by 5:30 p.m. on Tuesday, August 3, 2021
---------------------------------	---

### To exercise voting rights in advance via the Internet:

Please enter your approval or disapproval for each of the proposals on the website for exercising voting rights (https://soukai.mizuho-tb.co.jp/).

Please see below for details.

Voting right exercise deadline:	Must be exercised by 5:30 p.m. on Tuesday, August 3, 2021
---------------------------------	---

## ■ Methods of exercising voting rights in advance via the Internet

If you choose to exercise voting rights in advance via the Internet, please first read the following items, access the website for exercising voting rights, enter the "Voting Rights Exercise Code" and "Password" provided on the right section of the Voting Right Exercise Form, and then follow the guide on the screen to exercise your voting rights.

#### 1. Access the website for exercising voting rights

Website for exercising voting rights: https://soukai.mizuho-tb.co.jp/; available only in Japanese

Please read "Voting Rights Exercise Online," and then click "Next."

#### 2. Login

Please enter the "Voting Rights Exercise Code," and then click "Login."

\* The "Voting Rights Exercise Code" and "Password" are provided on the right section of the "Voting Right Exercise Form" enclosed with this Notice.

### 3. Enter your Password

A password change page opens. Please type in your initial Password, and then register a new password that you will use.

Next, please follow the instructions on the screen to enter approval or disapproval for each proposal.

## Notes

- ➤ Passwords serve as a means of checking that the person voting is actually a legitimate shareholder. Please keep your password safe until the end of this General Meeting of Shareholders. We cannot answer inquiries about your password made by telephone, etc.
- ➤ If you enter wrong Password more than a certain number of times, the session will be locked and will become unavailable. If the session is locked, please follow the instructions on the screen.
- > We have confirmed that the website for exercising voting rights operates normally with a typical Internet connection environment, but you may not be able to use it depending on the device that you are using.

- ➤ If you exercise your voting rights both by mail and via the Internet, the vote via the Internet will be deemed as valid.
- ➤ If you exercise your voting rights via the Internet multiple times, only the last vote will be deemed as valid.

If you have questions about how to use your computer to exercise voting rights via the Internet, etc., please inquire at the phone number below.

Inquiries about use of the website for exercising voting rights

Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd. [Telephone] 0120-768-524 (toll free only from Japan)

Operating hours: 9:00 a.m. to 9:00 p.m. (Except for weekends and public holidays)

# **Electronic voting platform for institutional investors**

Institutional investors may also utilize an electronic voting platform operated by ICJ, Inc., in addition to the options above, if they have applied to use the platform in advance.

## **Reference Documents for the General Meeting of Shareholders**

# **Proposal 1:** Appropriation of Surplus

Matters concerning year-end dividend

As for the distribution of profits, the Company's policy is to pay dividends by comprehensively considering the balance of "securing internal reserves as funds for capital investment aiming at enhancing corporate value over medium to long term" and "dividend policies as return to shareholders to respond to the shareholders' requirements," while maintaining sound cash flows and a stable financial structure.

For further enhancement of its unique competitive advantage, which is the most important strategy in the medium-term management plan, the Company is accelerating its growth by expanding its product lineup and renewing its websites, while working on a platform reform to evolve the Company's overwhelming strength of high-speed logistics, thereby achieving "ASUKURU (tomorrow arrives)" in the long tail in an aim to maximize corporate value going forward.

For the fiscal year under review, consolidated net sales grew steadily, as a result of making up for the drop in sales of conventional office products with infection countermeasure products. The Company also strived to improve the gross profit margin and the ratio of logistics costs to net sales. As a result, consolidated net sales, consolidated operating profit, and consolidated profit marked historical highs.

Accordingly, the Company would like to propose 30 yen per share as dividend for the fiscal year under review, increasing by 11 yen from 19 yen per share announced at the beginning of the fiscal year.

- (1) Type of property for dividend
- (2) Matters concerning allotment of dividend property to shareholders and the total amount of dividend
  - 30 yen per share of common stock of the Company

Total amount: 1,537,153,890 yen

(3) Effective date of distribution of surplus

August 5, 2021

Total dividend for the fiscal year under review will be 49 yen per share, an increase of 11 yen from the previous fiscal year, with an interim dividend of 19 yen per share, which has already been paid.

# **Proposal 2:** Partial Amendment to the Articles of Incorporation

#### 1. Reason for the Proposal

The Act of Partial Revision of the Industrial Competitiveness Enhancement Act, etc. (hereinafter referred to as the "Revised Industrial Competitiveness Enhancement Act") came into force on June 16, 2021. This enables listed companies to hold general meetings of shareholders without a designated location (shareholders' meeting where directors, shareholders, and others attend using means such as the Internet, without having a physical venue, or in other words "a virtual-only shareholders' meeting"), under certain conditions by stipulating it in the Articles of Incorporation. The Company has decided to amend its Articles of Incorporation so as to abolish the current limitations on venue for general meetings of shareholders and enable holding general meetings of shareholders without designating the location, which would make it easier for a large number of shareholders to attend, including those in remote areas, and thus make the shareholders' meeting more active, efficient, and smooth, while reducing risks from infections and large disasters including natural disasters.

#### 2. Details of the Amendment

The details of the amendment are as follows:

In addition to the resolution at this General Meeting of Shareholders, the amendment is subject to the confirmation (hereinafter referred to as "the Confirmation") of both the Minister of Economy, Trade and Industry and the Minister of Justice under the Revised Industrial Competitiveness Enhancement Act which confirms that the virtual-only shareholders meeting held by the Company conforms to the criteria stipulated by the ordinance of the Ministry of Economy, Trade and Industry and the Ministry of Justice required to be deemed as an opportunity to strengthen industrial competitiveness, with consideration for securing interests of shareholders, and the amendment will come into effect on the day the Company obtains the Confirmation.

	(The amended section is underlined.)
<b>Current Articles of Incorporation</b>	Proposed Amendment
(Ordinary General Shareholders' Meeting Venue)	(Ordinary General Shareholders' Meeting Without
Article 15 The venue for the Company's Ordinary General Shareholders' Meeting shall be within any of the wards of the Metropolis of Tokyo.	Designated Venue) Article 15 The Company may hold its Ordinary General Shareholders' Meeting without a designated location.
(Newly established)	Supplementary Provision (Interim measure related to Ordinary General Shareholders' Meeting Venue) The changes to Article 15 (Ordinary General Shareholders' Meeting Venue) shall come into effect on the date the Company obtains the confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that the fully electronic Ordinary General Shareholders' Meeting, held by the Company in accordance with the Act of Partial Revision of the Industrial Competitiveness Enhancement Act, etc., satisfies the criteria stipulated by the ordinance of the Ministry of Economy, Trade and Industry and the Ministry of Justice. This supplementary provision shall be removed when the effective date has passed.

# **Proposal 3:** Election of 11 Directors

The terms of office of all 11 current Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 11 Directors, including 5 Outside Directors, is proposed. The candidates are as follows:

No.			Name	Current positions at the Company
1.	[Reappointment]	Akira Yoshioka		Representative Director, President and CEO
2.	[Reappointment]	Hitoshi Yoshida		Director and Vice President
3.	[Reappointment]	Hironori		Director, Executive Officer
		Koshimizu		
4.	[Reappointment]	Miyoko Kimura		Director
5.	[Reappointment]	Tsuguhiro Tamai		Director, CFO
6.	[Reappointment]	Takao Ozawa	[Outside Director]	Outside Director
7.	[Reappointment]	Yumiko Ichige	[Outside Director]	Outside Director
			[Independent Director]	
8.	[Reappointment]	Genri Goto	[Outside Director]	Outside Director
			[Independent Director]	
9.	[Reappointment]	Iwao Taka	[Outside Director]	Outside Director
			[Independent Director]	
10.	[Reappointment]	Kazuo Tsukahara	[Outside Director]	Outside Director
			[Independent Director]	
11.	[Reappointment]	Tadahisa		Director
		Imaizumi		

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1.	Akira Yoshioka (January 12, 1968) [Reappointment]	April 1992 January 2001 August 2005 August 2006 August 2011 July 2012 August 2012 July 2017 August 2019 February 2020 March 2020 [Significant concedure of Alph	Joined The Seiyo Corporation Joined the Company Business Leader, Medical & Care Chief General Manager, Medical & Care Executive Officer in charge of Medical & Care Executive Officer, Chief Operating Officer (COO), B-to-C Company Director, Chief Operating Officer (COO), B-to-C Company Representative Director and Chairman of charm Inc. Representative Director, President and Chief Executive Officer (CEO) of the Company (to present) Director and Chairman of charm Inc. Director of AlphaPurchase Co., Ltd. (to present)	3,124 shares

Since joining the Company, Mr. Akira Yoshioka has served as Chief General Manager and Executive Officer of the Company's Medical & Care Business division, and Chief Operating Officer (COO) of B-to-C Company as a Director. Currently, he leads the sustainable growth of ASKUL business as Representative Director, President and Chief Executive Officer (CEO). From his extensive business experience and track records in the Company, the knowledge he possesses on e-commerce business operations, and his appropriate fulfillment of his duties as President, the Company has deemed that he is suitable as a candidate for Director, and renominated him as a candidate for Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2.	Hitoshi Yoshida (January 20, 1958) [Reappointment]	April 1980 December 2000 March 2004  August 2006 March 2008 August 2009 August 2011  July 2012  August 2012 August 2017  March 2020  August 2020  [Significant concentration of applicable	Joined Victoria Inc. Joined the Company Business Leader, Catalogue Planning Operation, Office Life Creation Manager, Living Supplies Division, Office Life Creation Chief General Manager, Office Life Creation Executive Officer in charge of Products Executive Officer in charge of ECR of the Company Representative Director and Chairman of Bizex Corporation (current ASKUL LOGIST Corporation) Executive Officer, Chief Operating Officer (COO), B-to-B Company of the Company Director, Chief Operating Officer (COO), B-to-B Company Director, Chief Operating Officer (COO), B-to-B Company Director in charge of risk management Director and Vice President, Director in charge of risk management Director and Vice President (to present)	3,473 shares

Since joining the Company, Mr. Hitoshi Yoshida has served as Chief General Manager and Executive Officer of products division, Executive Officer of logistics division, Director of ASKUL Group companies and Director and Chief Operating Officer (COO), B-to-B Company. Currently, he contributes to the sustainable growth of ASKUL business as Director and Vice President. He possesses extensive business experience and track records in the Company, as well as knowledge on B-to-B business operations. Furthermore, based on his appropriate fulfillment of his supervisory function over business execution and duties as Vice President of the Company, the Company has deemed that he is suitable as a candidate for Director, and renominated him as a candidate for Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3.	Hironori Koshimizu (October 31, 1977) [Reappointment]	February 2000 September 2001 February 2006 December 2006 August 2009 November 2013 October 2014 November 2014 March 2016 August 2016 March 2017 February 2019 March 2020 [Significant concurve applicable]	Joined e-Group Co., Ltd. Joined Yahoo Japan Corporation (current Z Holdings Corporation) Joined Hatena Co., Ltd. Executive Officer in charge of Advertising Business Director Joined GREE, Inc. General Manager, Platform Division, WebGame Business Unit Joined Yahoo Japan Corporation (current Z Holdings Corporation), seconded to the Company Executive Officer, Executive Officer of LOHACO Advertising and Sales Promotion Division, B-to-C Company of the Company Executive Officer, Executive Officer of LOHACO Publicity and Sales Promotion Unit and Chief General Manager, LOHACO Lifestyle Research Laboratory, B-to-C Company Director of the Company Director, Executive Officer, Executive Officer of EC Marketing Unit, B-to-C Company Director, Executive Officer, Executive Officer of LOHACO Growth Unit, B-to-C Company Director, Supervisor of LOHACO Business Unit, Executive Officer (to present)	

Mr. Hironori Koshimizu possesses advanced expertise on the Internet business and e-commerce business, and experience in corporate management. After he was seconded to the Company in October 2014, he led the Company to growth of e-commerce business as Executive Officer of B-to-C Company. Currently as a Director, Executive Officer of the Company, he has been utilizing his advanced expertise in e-commerce business operations, extensive experience and track records, and appropriately fulfilling his duties in the Company. Therefore, the Company has deemed that he is suitable as a candidate for Director, and renominated him as a candidate for Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4.	Miyoko Kimura (current surname: Sakagawa) (June 12, 1964) [Reappointment]	April 1988 May 1999 August 2005 February 2010 September 2012 May 2017  August 2017  March 2020  May 2021  June 2021  [Significant concuoutside Director	Joined PLUS Corporation Joined the Company Executive Officer, Office Life Creation Representative Director and President of ASMARU Corporation Executive Officer, Executive Officer of Living Supplies Business Unit, B-to-C Company of the Company Chief Marketing Officer (CMO), Executive Officer, Executive Officer of Life Creation Unit and Value Creation Center Unit, B-to-C Company Director, Chief Marketing Officer (CMO), Executive Officer, Executive Officer of Life Creation Unit and Value Creation Center Unit, B-to-C Company Director, Supervisor of Merchandising Unit, Chief Marketing Officer (CMO), Executive Officer Director, In Charge of Branding, Design and Supplier-relations (to present) Outside Director of Asahi Holdings, Inc. (to present)	12,965 shares
	Descen for remination as andidate for Directors			

Since joining the Company, Ms. Miyoko Kimura has contributed to the launch of ASKUL business as its founding member. Thereafter she has served as Chief General Manager of products division and Representative Director of ASMARU Corporation, a subsidiary, engaging in Internet mail order sales to consumers (the predecessor company of B-to-C Company of the Company). Currently, she contributes to the significant growth of B-to-B as well as B-to-C (LOHACO) businesses as Director of the Company. From her extensive business experience in the Company and the knowledge and track records she possesses in the areas of marketing, along with her performance in the promotion of the diversity-oriented management of the Company and her appropriate fulfillment of her duties, the Company has deemed that she is suitable as a candidate for Director, and renominated her as a candidate for Director.

April 1991 November 2007 July 2012 September 2012 September 2012 September 2014 March 2014 May 2014 November 2015 Tsuguhiro Tamai (June 26, 1967) [Reappointment]  May 2018  May 2018  Tsugust 2020  May 2018  May 2018  May 2018  May 2018  May 2018  May 2010  May 2011  May 2010  May 2011  May 2021  May 2021	No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
[Significant concurrent positions] Director of AlphaPurchase Co., Ltd.	5.	(June 26, 1967)	November 2007 July 2012 September 2012  March 2014 May 2014 November 2014  August 2015 September 2015 February 2016  May 2018  August 2020  February 2021 May 2021  [Significant concurrences	Joined the Company Executive Officer of Finance and Public Relations Unit Executive Officer, Executive Officer of Finance and Public Relations Unit Director of AlphaPurchase Co., Ltd. (to present) Director of Soloel Corporation Director of Bizex Corporation (current ASKUL LOGIST Corporation) Director of Tsumagoimeisui Corporation (to present) Director of ecohai Co., Ltd. Chief Financial Officer (CFO), Executive Officer, Executive Officer of Corporate Planning Unit, and Executive Officer of Finance and Public Relations Unit of the Company Chief Financial Officer (CFO), Executive Officer, Executive Officer of Corporate Unit Director, Chief Financial Officer (CFO), In charge of risk management, finance and accounting and information disclosure, Executive Officer, Executive Officer of Corporate Unit Director, Chief Financial Officer (CFO), In charge of risk management, finance and accounting, information disclosure, management and quality KPIs, Executive Officer of Corporate Unit (to present)	932 shares

Since joining the Company, Mr. Tsuguhiro Tamai has served as Chief General Manager of the finance and public relations division, Executive Officer, and Director of ASKUL Group companies. Currently, he contributes to the sustainable growth of ASKUL business as Executive Officer of the Corporate Unit, responsible for corporate planning, public relations, investor relations, etc., and as Chief Financial Officer (CFO) and Director in charge of risk management. Based on his extensive business experience and track records in the Company, and the knowledge he possesses on finance, public relations, investor relations, etc., the Company has determined that he is suitable as a candidate for Director of the Company working to strengthen corporate governance and achieve sustainable corporate value enhancement, and renominated him as a candidate for Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6.	Takao Ozawa (February 29, 1972)  [Reappointment] [Outside Director]  Years of service as Outside Director (as of the conclusion of this General Meeting of Shareholders): 8 years	March 2003  January 2005 September 2006 April 2013  July 2013  August 2013 September 2015 March 2016 April 2018  June 2019  October 2019  October 2019  June 2020  [Significant concurr Director, EVP, Seni of Yahoo Japan Cor Executive Director	for Managing Corporate Officer (in charge of commerce domain) oration for Managing Corporate Officer, COO (Chief Operating Officer) reporation of ZOZO, Inc.	932 shares
		Director of Ozawa I		

Mr. Takao Ozawa possesses advanced insight and wide-ranged knowledge in the fields of the Internet business and e-commerce, as well as corporate management and management experience of public service corporations for social activities. Since his appointment as Outside Director of the Company in August 2013, he has fulfilled important roles, such as creating group synergies, in the course of making management judgements and decisions of the Board of Directors, greatly contributing to the enhancement of corporate value and management supervisory function of the Company. Accordingly, the Company expects him to continue providing supervision and suggestions that make use of his extensive experience and knowledge after his election, and has renominated him as a candidate for Outside Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7.	Yumiko Ichige (March 13, 1961)  [Reappointment] [Outside Director] [Independent Director]  Years of service as Outside Director (as of the conclusion of this General Meeting of Shareholders): 1 year and 5 months	·	Registered as an attorney Joined IBM Japan, Ltd. Partner, Nozomi Sogo Attorneys at Law (to present) Outside Director, NEC Networks & System Integration Corporation Outside Audit & Supervisory Board Member, Aeon Mall Co., Ltd. Outside Director, Sanyo Trading Co., Ltd. Outside Director, Sushiro Global Holdings Ltd. (current FOOD & LIFE COMPANIES LTD.) (to present) Outside Director, Itoham Yonekyu Holdings Inc. Director, Japan International Dispute Resolution Center, a general incorporated association (to present) Outside Director of the Company (to present)  urrent positions] Sogo Attorneys at Law FOOD & LIFE COMPANIES LTD.	435 shares

Ms. Yumiko Ichige started out her career as a corporate attorney and possesses highly specialized expertise and work experience in the fields of corporate governance, including group governance, compliance, and intellectual property, gained through her experience as a lawyer. She has served as Outside Director and Outside Audit & Supervisory Board Member at multiple companies, including listed subsidiary companies, as well as been an officer of the bar association, federation of bar associations, and public-interest corporations in the past. Although Ms. Yumiko Ichige does not have experience of being involved in corporate management other than as an outside officer, due to the reasons described above the Company has deemed that she will appropriately execute her duties as Outside Director. Since her appointment as Outside Director of the Company in March 2020, she has not only fulfilled important roles in the course of making management judgements and decisions of the Board of Directors, but also stated opinions taking into account minority shareholders' standpoint and, at the voluntary Nomination and Compensation Committee, stated opinions taking into account diversity from an independent standpoint as its member, greatly contributing to the enhancement of corporate value and management supervisory function of the Company. Accordingly, the Company expects her to continue providing supervision and suggestions that make use of her extensive experience and knowledge after her election, and has renominated her as a candidate for Outside Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8.	Genri Goto (February 4, 1967)  [Reappointment] [Outside Director] [Independent Director]  Years of service as Outside Director (as of the conclusion of this General Meeting of Shareholders): 1 year and 5 months	April 1989 May 1994 November 1994  July 1997 July 2006 February 2009 October 2016  October 2016  March 2017 June 2019 March 2020  [Significant concured CEO, Kotozna, In Chairman, Kotoz	*	290 shares

Mr. Genri Goto possesses the experience and track record of starting up an innovative business of online sales of pharmaceutical products, being involved in managing the business as CEO for many years, and leading the growth of the company in the e-commerce market. In addition, he has extensive work experience and advanced insights and knowledge not only in the e-commerce field but also in the digital services field. Since his appointment as Outside Director of the Company in March 2020, he has not only fulfilled important roles, such as making suggestions on medium- to long-term management strategies, in the course of making management judgements and decisions of the Board of Directors, but also stated opinions at the voluntary Nomination and Compensation Committee as its member from an independent standpoint based on his extensive management experience, greatly contributing to the enhancement of corporate value and management supervisory function of the Company. Accordingly, the Company expects him to continue providing supervision and suggestions that make use of his extensive experience and knowledge after his election, and has renominated him as a candidate for Outside Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
No. 9.	- 1111	University Professor, Gradua University Outside Director,	Instructor, The Faculty of International Economics, Reitaku University Professor, The Faculty of International Economics (current The Faculty of Economics and Business Administration) (to present) Professor, Graduate School of International Economics (current Graduate School of Economics and Business Administration) (to present) Outside Director, Mitsui Sumitomo Insurance Group Holdings, Inc. (current MS&AD Insurance Group Holdings, Inc.) Outside Director, NH Foods, Ltd. Outside Director, Mitsubishi Estate Co., Ltd. (to present) Visiting Professor, The Inamori Academy of Kagoshima University (to present) Outside Director, The Shoko Chukin Bank, Ltd. Chairperson, Consumer Commission, Cabinet Office Outside Director of the Company (to present) Outside Audit and Supervisory Board Member, The Dai-ichi Life Insurance Company, Limited (to present)	shares of the
		Outside Audit an Company, Limite	d Supervisory Board Member, The Dai-ichi Life Insurance	

Mr. Iwao Taka possesses highly specialized expertise and a research track record based on his long-years of research work in fields including corporate ethics, corporate social responsibility, compliance, and corporate governance, at universities and graduate schools. He has experience in a broad range of activities gained through serving as Outside Director and Outside Audit & Supervisory Board Member of multiple companies, a member of an independent investigation committee, and Chairman of the Consumer Commission of the Cabinet Office. Although Mr. Iwao Taka does not have experience of being involved in corporate management other than as an outside officer, due to the reasons described above the Company has deemed that he will appropriately execute his duties as Outside Director. Since his appointment as Outside Director of the Company in March 2020, he has not only fulfilled important roles in the course of making management judgements and decisions of the Board of Directors, but also stated opinions taking into account minority shareholders' standpoint and, at the voluntary Nomination and Compensation Committee, stated objective opinions from an independent standpoint as its member, greatly contributing to the enhancement of corporate value and management supervisory function of the Company. Accordingly, the Company expects him to continue providing supervision and suggestions that make use of his extensive experience and knowledge after his election, and has renominated him as a candidate for Outside Director.

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
10.	Kazuo Tsukahara (April 17, 1950)  [Reappointment] [Outside Director] [Independent Director]  Years of service as Outside Director (as of the conclusion of this General Meeting of Shareholders): 1 year and 5 months	April 1974 April 2008 April 2009 April 2012 February 2015 March 2017 March 2020 [Significant concuroutside Director,	DIC Corporation	145 shares

Mr. Kazuo Tsukahara served as Executive Vice President of a heavy industrial manufacturer with global operations after engaging in extensive operations, including the experience of overseas assignment, at the company. He possesses extensive experience, track record, as well as high levels of knowledge and ethics, regarding corporate management based on his experience of serving as Outside Director at multiple companies up until now. Furthermore, since his appointment as Outside Director of the Company in March 2020, he has not only fulfilled important roles in the course of making management judgements and decisions of the Board of Directors, but also led the active dialogue of the voluntary Nomination and Compensation Committee from an independent standpoint as its chairperson, greatly contributing to the enhancement of corporate value and management supervisory function of the Company. Accordingly, the Company expects him to continue providing supervision and suggestions that make use of his extensive experience and knowledge after his election, and has renominated him as a candidate for Outside Director.

No.	Name (Date of birth)		Number of shares of the Company held		
		June 2005 August 2011	Joined the Company Executive Officer responsible for human resources and		
		July 2013	President's Office Joined PLUS Corporation Executive Officer, JOINTEX Company		
	Tadahisa Imaizumi	March 2016	Director and Deputy General Manager of Business Development Department, JOINTEX Company		
	(October 25, 1973)	April 2016	Director and General Manager of Human Resources Management Department, Corporate Headquarters	790,400 shares	
	[Reappointment]	April 2017	Managing Director and General Manager of Human Resources Management Department, Corporate Headquarters	750,100 shares	
		January 2018 July 2020	Managing Director and Company President, JOINTEX Company President & Chief Operating Officer (to present)		
11.		August 2020	Director of the Company (to present)		
		[Significant concurrent positions] President & Chief Operating Officer of PLUS Corporation			

Mr. Tadahisa Imaizumi has worked to stabilize management by strengthening the relationship between the Company and its major shareholders. He also possesses a deep understanding of the Company's corporate and organizational culture from his experience as an employee, extensive management experience concerning human resources development, and a youthful approach to management. Since his appointment as Director of the Company in August 2020, he has fulfilled important roles in the course of making management judgements and decisions of the Board of Directors, greatly contributing to the enhancement of corporate value and the establishment of a sound governance system of the Company. Accordingly, the Company expects him to continue providing supervision and suggestions that make use of his extensive experience and knowledge after his election, and has renominated him as a candidate for Director.

(Notes)

- 1. There are no special interests between any of the candidates, excluding Mr. Tadahisa Imaizumi, and the Company.
- Mr. Takao Ozawa, Ms. Yumiko Ichige, Mr. Genri Goto, Mr. Iwao Taka, and Mr. Kazuo Tsukahara are candidates for Outside Director. The Company has registered each of them, except for Mr. Takao Ozawa, with the Tokyo Stock Exchange as an Independent Director as prescribed by the Exchange.
- 3. The Company has entered into a directors and officers liability insurance agreement with an insurance company, to insure its Directors. The agreement will cover damages that may arise due to the insured Directors assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If the candidates for Director are appointed as Directors, they will be insured under the insurance agreement, which is to be renewed during their terms of office in October 2021.
- 4. Outline of agreement to limit liability between the Company and a candidate for Outside Director The Company has entered into agreements with Mr. Takao Ozawa, Ms. Yumiko Ichige, Mr. Genri Goto, Mr. Iwao Taka, and Mr. Kazuo Tsukahara to limit the amounts of their individual liabilities to 30 million yen each or the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is higher. If they are elected as Directors, the Company intends to renew such an agreement with them.
- 5. Mr. Takao Ozawa is an executive of Z Holdings Corporation, which is an entity holding the Company as an affiliate, as stated in "Career summary, positions, responsibilities" and "Significant concurrent positions."
- 6. There are sales transactions of the Company's products between the Company and Nozomi Sogo Attorneys at Law, at which Ms. Yumiko Ichige, a candidate for Director, serves as Partner, and between the Company and FOOD & LIFE COMPANIES LTD., at which she serves as Outside Director. However, the transaction amounts each accounted for less than 0.1% of the Company's consolidated net sales in the most recent fiscal year and therefore there is no impact on her independence.
  - The Company has not concluded any legal advisory contract, litigation representation contract, or similar contract with, and has no related transactions with, Nozomi Sogo Attorneys at Law, at which Ms. Yumiko Ichige serves as Partner. There are no transactions from FOOD & LIFE COMPANIES LTD. to the Company.
- 7. There are sales transactions of the Company's products between the Company and Kotozna, Inc., at which Mr. Genri Goto, a candidate for Director, serves as CEO. However, the transaction amounts accounted for less than 0.1% of the Company's consolidated net sales in the most recent fiscal year and therefore there is no impact on his independence. There are no transactions from Kotozna, Inc. to the Company.
  - There are no transactions between the Company and Kotozna (China Office), at which Mr. Genri Goto serves as Chairman.
- 8. There are sales transactions of the Company's products between the Company and Reitaku University, Graduate School of Reitaku University, and Kagoshima University, at which Mr. Iwao Taka, a candidate for Director, serves as Professor, between the Company and Mitsubishi Estate Co., Ltd., at which he serves as Outside Director, and between the Company and The Dai-ichi Life Insurance Company, Limited, at which he serves as Outside Audit and Supervisory Board Member. However, the transaction amounts each accounted for less than 0.1% of the Company's consolidated net sales in the most recent fiscal year and therefore there is no impact on his independence.
  - There are also transactions related to real-estate lending and borrowing between the Company and Mitsubishi Estate Co., Ltd., and the Company and The Dai-ichi Life Insurance Company, Limited. However, the transaction amounts each accounted for less than 0.3% of the Company's consolidated purchase of goods in the most recent fiscal year, and therefore there is no impact on Mr. Iwao Taka's independence.
  - There are also transactions related to outsourcing of administrative work on insurance between the Company and The Dai-ichi Life Insurance Company, Limited. However, the transaction amounts accounted for less than 0.1% of the Company's consolidated net sales in the most recent fiscal year, and therefore there is no impact on Mr. Iwao Taka's independence.
  - There are no transactions from Reitaku University, Graduate School of Reitaku University, or Kagoshima University to the Company.
- 9. There are sales transactions of the Company's products between the Company and DIC Corporation, at which Mr. Kazuo Tsukahara, a candidate for Director, serves as Outside Director. However, the transaction amounts accounted for less than 0.1% of the Company's consolidated net sales in the most recent fiscal year and therefore there is no impact on his independence. There are no transactions from DIC Corporation to the Company.
- 10. The Company has a recurring business contract regarding sales and purchase of stationery, office supplies, office furniture, and other products with PLUS Corporation, at which Mr. Tadahisa Imaizumi, a candidate for Director, serves as Representative Director.
- 11. The number of shares of the Company held by each candidate for Director is as of May 20, 2021. Although the Company has carried out a two-for-one stock split of its common stock as of May 21, 2021, the number of shares before the said stock split is stated.

# **Proposal 4:** Election of 1 Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Toshio Imamura will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 1 Audit & Supervisory Board Member is proposed. The Audit & Supervisory Board has given its consent to this proposal.

The name and career summary of the candidate are as follows:

Name (Date of birth)		Career summary, positions and significant concurrent positions	Number of shares of the Company held
Toshio Imamura (March 28, 1953) [Reappointment]	March 1977 November 1995 May 1997 August 1999 July 2003 August 2004 May 2005 February 2010 August 2012  December 2012 August 2014  June 2015 June 2015 August 2017	Joined PLUS Corporation Section Chief of ASKUL Business Division General Manager, Planning Business of the Company Director Manager, Corporate Service Office Director of ASKUL e-Pro Service Corporation (current Soloel Corporation) Director of BUSINESSMART CORPORATION President of ASKUL (Shanghai) Trading Co., Ltd. Director in charge of finance and accounting, Director in charge of information disclosure, Chief Security Officer (CSO) of the Company Director of AlphaPurchase Co., Ltd. Director in charge of risk management of the Company, responsible for storage and management of information regarding the execution of duties by Directors Director in charge of human resources Director of Bizex Corporation (current ASKUL LOGIST Corporation) Audit & Supervisory Board Member of the Company (to present)	Company held 97,479 shares
	[Significant conci	urrent positions]	

[Reason for nomination as candidate for Audit & Supervisory Board Member]

Since his appointment as Director of the Company in August 1999, Mr. Toshio Imamura has served as Director of the Company in charge of finance and accounting, information disclosure, risk management and human resources and as Chief Security Officer (CSO), as well as Director of ASKUL Group companies. He has a wealth of operational experience within the ASKUL Group as well as knowledge on management. As he has appropriately fulfilled the supervisory function over the execution of business as Full-time Audit & Supervisory Board Member of the Company since August 2017, the Company has deemed that he is suitable as a candidate for Audit & Supervisory Board Member, and renominated him as a candidate for Audit & Supervisory Board Member.

#### (Notes)

- 1. There are no special interests between Mr. Toshio Imamura and the Company.
- 2. The Company has entered into a directors and officers liability insurance agreement with an insurance company, to insure its Audit & Supervisory Board Members. The agreement will cover damages that may arise due to the insured Audit & Supervisory Board Members assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If the above candidate for Audit & Supervisory Board Member is appointed as Audit & Supervisory Board Member, he will be insured under the insurance agreement, which is to be renewed during his term of office in October 2021.
- 3. Outline of agreement to limit liability between the Company and a candidate for Audit & Supervisory Board Member The Company has entered into an agreement with Mr. Toshio Imamura to limit the amount of his liability to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. If he is elected as an Audit & Supervisory Board Member, the Company intends to renew such agreement with him.
- 4. The number of shares of the Company held by the above candidate for Audit & Supervisory Board Member is as of May 20, 2021. Although the Company has carried out a two-for-one stock split of its common stock as of May 21, 2021, the number of shares before the said stock split is stated.

End.

(Reference) Expected Composition of Directors and Audit & Supervisory Board Members (on and after August 4, 2021)

Subject to the approval of Proposal 3 and Proposal 4, capabilities possessed by Directors and Audit & Supervisory Board Members of the Company will be as follows.

The following table indicates the fields in which particular contribution is expected, and does not represent all the knowledge possessed by each person.

Name		Skills and experience					
		Positions at the Company	Management strategy	ESG and sustainability	E-commerce	Products	Logistics
Akira Yoshioka		Representative Director, President and CEO	•		•	•	
Hitoshi Yoshida		Director and Vice President	•		•	•	•
Hironori Koshimizu		Director, Executive Officer			•		
Miyoko Kimura		Director			•	•	
Tsuguhiro Tamai		Director, CFO	•	•			
Takao Ozawa	[Outside]	Outside Director	•		•	•	•
Yumiko Ichige	[Outside] [Independent]	Outside Director		•			
Genri Goto	[Outside] [Independent]	Outside Director	•		•	•	•
Iwao Taka	[Outside] [Independent]	Outside Director		•			
Kazuo Tsukahara	[Outside] [Independent]	Outside Director	•				
Tadahisa Imaizumi		Director	•				
Toshio Imamura		Audit & Supervisory Board Member	•				
Mikinao Kitada	[Outside] [Independent]	Outside Audit & Supervisory Board Member		•			
Yoshitaka Asaeda	[Outside] [Independent]	Outside Audit & Supervisory Board Member					

Name			Skills and experience				
		Positions at the Company	International experience	Accounting and finance	IT and digital transformation	Human resources, labor affairs and human resource development	Legal affairs and intellectual property risk management
Akira Yoshioka		Representative Director, President and CEO					
Hitoshi Yoshida		Director and Vice President					•
Hironori Koshimizu		Director, Executive Officer					
Miyoko Kimura		Director					
Tsuguhiro Tamai		Director, CFO		•			•
Takao Ozawa	[Outside]	Outside Director			•		
Yumiko Ichige	[Outside] [Independent]	Outside Director			•	•	•
Genri Goto	[Outside] [Independent]	Outside Director			•		
Iwao Taka	[Outside] [Independent]	Outside Director					•
Kazuo Tsukahara	[Outside] [Independent]	Outside Director	•			•	
Tadahisa Imaizumi		Director				•	
Toshio Imamura		Audit & Supervisory Board Member				•	
Mikinao Kitada	[Outside] [Independent]	Outside Audit & Supervisory Board Member	•				•
Yoshitaka Asaeda	[Outside] [Independent]	Outside Audit & Supervisory Board Member	•	•			

(Note) The Company intends to register Ms. Yumiko Ichige, Mr. Genri Goto, Mr. Iwao Taka, Mr. Kazuo Tsukahara, Mr. Mikinao Kitada and Mr. Yoshitaka Asaeda with the Tokyo Stock Exchange as Independent Officers as prescribed by the Exchange.

End.