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(Stock Exchange Code 3179)

January 7, 2026

(Commencement date of measures for electronic provision: December 26, 2025)

**To Shareholders with Voting Rights:**

Naohiko Ono  
CEO and Representative Director  
Syuppin Co., Ltd.  
1-14-11, Nishi-Shinjuku, Shinjuku-ku, Tokyo

**NOTICE OF  
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

You are cordially notified that an Extraordinary General Meeting of Shareholders of Syuppin Co., Ltd. (the “Company”) will be held for the purposes as described below.

This Extraordinary General Meeting of Shareholders is held upon request from a shareholder, and the proposals to be resolved include the Company’s proposals (Proposal 1 and Proposal 2) and a proposal from the shareholder (Proposal 3). The details of the proposals are as described in the Reference Documents for the General Meeting of Shareholders provided below. **The Board of Directors of the Company opposes Proposal 3. For the opposing opinion of the Board of Directors of the Company, please refer to page 10.**

In convening this Extraordinary General Meeting of Shareholders, the Company has taken measures for electronic provision. The Company has posted the matters subject to measures for electronic provision as the “NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS” on the following website on the Internet.

[The Company’s website]

<https://www.syuppin.co.jp/en/ir/>

(Please access the above website and refer to the “NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS.”)

In addition to the above, the information is also available on the following website on the Internet.

[Tokyo Stock Exchange website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Please access the above website, enter “Syuppin” in the “Issue name (company name)” field or the Company’s stock exchange code “3179” in the “Code” field to run a search, and select “Basic information” and then “Documents for public inspection/PR information” to review the details in the section of “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”)

**If you are unable to attend the meeting in person, you can exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders provided in the matters subject to measures for electronic provision, and exercise your voting rights by indicating your approval or disapproval for the proposal on the enclosed Voting Rights Exercise Form and returning it, or by entering your approval or disapproval for the proposal on the website for exercising voting rights designated by the Company (<https://evote.tr.mufg.jp/>) (in Japanese), no later than 5:00 p.m. on Wednesday, January 21, 2026, Japan time.**

- 1. Date and Time:** Thursday, January 22, 2026, at 10:00 a.m. Japan time  
(Reception will start at 9:30 a.m.)
- 2. Place:** Conference Room 1202, 12F, Shinjuku Maynds Tower located at  
2-1-1 Yoyogi, Shibuya-ku, Tokyo, Japan  
Please note that the venue of this Extraordinary General Meeting of  
Shareholders is different from the venue of the Annual General Meeting of  
Shareholders held on June 25, 2025.
- 3. Meeting Agenda:**  
**Proposals to be resolved:**  
**<Company Proposals>**  
**Proposal 1:** Partial Amendments to the Articles of Incorporation (Change in Term of Office  
of Directors)  
**Proposal 2:** Election of 1 Director  
**<Shareholder Proposal>**  
**Proposal 3:** Election of 3 Outside Directors

**4. Points of Attention for Exercising Voting Rights**

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If you do not indicate your vote of approval or disapproval for any proposal on the Voting Rights Exercise Form, we will consider you to have approved it if it is a Company Proposal and disapproved it if it is a Shareholder Proposal.
- If you exercise your voting rights both in writing and via the Internet, etc., the latter will be deemed valid.
- If you exercise your voting rights more than once via the Internet, the last vote will be deemed valid.
- In the event that a shareholder exercises his/her voting rights by proxy, in accordance with Article 16 of the Articles of Incorporation of the Company, the shareholder shall designate one other shareholder with voting rights of the Company as a proxy, and the proxy shall submit a document proving the authority of the proxy (such as a letter of proxy) at the reception desk.  
As a further means to prove the authority of the proxy, the proxy is required to submit one of the following documents, in addition to the relevant document, such as a letter of proxy signed and sealed by the proxy grantor.
  - 1) Voting Rights Exercise Form sent from the Company to the proxy grantor
  - 2) The seal registration certificate of the proxy grantor (The proxy grantor is required to affix the seal registered in the seal registration certificate to the relevant document, such as a letter of proxy.)
  - 3) A copy of an official identification document, such as a driver's license or a health insurance certificate, of the proxy grantor, by which the name and address of the proxy grantor can be confirmed

**<Measures for electronic provision>**

Should the matters subject to measures for electronic provision require revisions, the revised matters will be posted on each of the websites on which they are posted.

**<Other>**

If you need any special assistance at the venue, please contact the following department in charge by 5:00 p.m. on Tuesday, January 13, 2026, to give us time to make necessary arrangements.

General Affairs Department, Syuppin Co., Ltd.

Phone: +81-3-3342-0088

Email: [info@syuppin.com](mailto:info@syuppin.com)

# Reference Documents for the General Meeting of Shareholders

## <Company Proposal>

**Proposal 1:** Partial Amendments to the Articles of Incorporation (Change in Term of Office of Directors)

### 1. Reasons for amendments

To further clarify the accountability of Directors and to establish a management structure capable of responding swiftly to changes in the business environment, the Company proposes to change the term of office of Directors from the current two years to one year. In addition, to clarify that the current provisions shall continue to apply to Directors elected at the Annual General Meeting of Shareholders held on June 28, 2024, the Company proposes to add transitional measures to the supplementary provisions.

If this proposal is approved, the term of office of the six incumbent Directors elected at the Annual General Meeting of Shareholders held on June 28, 2024, as well as the Directors who are scheduled to be newly elected at this Extraordinary General Meeting of Shareholders, will expire at the conclusion of the Annual General Meeting of Shareholders scheduled to be held in June 2026 for the 21st fiscal year.

### 2. Details of amendments

The details of the amendments are as follows.

(Underlined portions indicate the amended sections.)

Current Articles of Incorporation	Proposed Amendments
<p>(Term of Office of Directors)</p> <p>Article 21</p> <p>The term of office of Directors shall be until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year ending within <u>two</u> years after their election.</p> <p>2. The term of office of a Director elected due to an increase in the number of Directors or as a substitute shall be until the expiration of the term of office of the other incumbent Directors.</p>	<p>(Term of Office of Directors)</p> <p>Article 21</p> <p>The term of office of Directors shall be until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year ending within <u>one</u> year after their election.</p> <p>2. The term of office of a Director elected due to an increase in the number of Directors or as a substitute shall be until the expiration of the term of office of the other incumbent Directors.</p>
<p>(Newly established)</p>	<p><u>Supplementary Provisions</u></p> <p><u>(Transitional Measures for the Term of Office of Directors)</u></p> <p><u>Article 1</u></p> <p><u>Notwithstanding Article 21 (Term of Office of Directors), the term of office of Directors elected at the Annual General Meeting of Shareholders held on June 28, 2024, for the 19th fiscal year shall be until the conclusion of the Annual General Meeting of Shareholders for the 21st fiscal year ending on March 31, 2026.</u></p> <p><u>Article 2</u></p> <p><u>These Supplementary Provisions shall be deleted upon the conclusion of the Annual General Meeting of Shareholders for the 21st fiscal year.</u></p>

**<Company Proposal>****Proposal 2:** Election of 1 Director

In order to further strengthen the management structure, the Company proposes the election of a Director, increasing the number of Directors by one.

The candidate for Director is as follows:

**1. Name, past experience, and other information of the candidate for Director**

Name (Date of birth)	Past experience, positions and responsibilities at the Company [Significant concurrent positions]	Number of shares of the Company held
Katsuya Nobuzane (July 30, 1987)	<p>April 2010      Joined Mizuho Financial Group, Global Coverage, Asia Investment Banking Division</p> <p>November 2012      Joined Dodge &amp; Cox</p> <p>December 2016      Joined Fidelity Management &amp; Research (Japan)</p> <p>September 2023      Founded Strategic Engagement Inc., Representative Director (current position)</p> <p>July 2024      Founded Capital Growth Strategies Co., Ltd., Representative Director (current position)</p> <p>September 2024      Appointed Outside Director, &amp;Do Holdings Co., Ltd. (current position)</p>	3,300

(Notes)

1. The above candidate is a new candidate for Director.
2. There are no special interests between the above candidate and the Company.
3. Mr. Katsuya Nobuzane (hereinafter referred to as “Mr. Nobuzane”) is a candidate for Outside Director. If Mr. Nobuzane is elected as a Director, the Company will designate him as an Independent Director pursuant to the stipulations of the Tokyo Stock Exchange.
4. If Mr. Nobuzane takes office, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company will enter into a liability limitation agreement with him to limit his liability to the amount set forth by laws and regulations.
5. The Company has entered into a directors and officers liability insurance contract with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, to cover damages that arise when the insured assumes liability for the execution of their duties or receives a claim related to the pursuit of such liability. The candidate will be included in the insured of said insurance contract. The insurance premiums are borne in their entirety by the Company.

**2. Reasons for nomination and expected roles**

Mr. Nobuzane has long been engaged in long-term investment in global companies, including Japanese equities, at two of the world’s leading institutional investors, Dodge & Cox and Fidelity Management & Research (FMR LLC). During his tenure at FMR, he was recognized as a top performer in long-term investment and has developed a deep understanding of the mindset of international institutional investors and the evaluation perspectives of global capital markets. He currently serves as an Outside Director of &Do Holdings Co., Ltd. (listed on the TSE Prime Market), where he provides advice and oversight on initiatives to promote transformation toward optimizing business portfolio management based on ROIC-driven management from an investor’s perspective and to enhance fundamental cash flow generation through improved capital allocation and other financial strategies. Based on his outstanding expertise and proven achievements, the Company expects Mr. Nobuzane to provide advice and oversight on the optimization of capital allocation, promotion of ROIC-oriented management from an investor’s standpoint, and development of business portfolio strategies, as well as to contribute to the enhancement of IR strategies for all shareholders, including overseas investors.

The Company believes that inviting Mr. Nobuzane to the Board of Directors represents one of the most effective steps in responding to the expectations of global capital markets. By incorporating his investor-oriented perspective directly into the Board’s decision-making process, the Company will decisively implement transformation toward maximizing its corporate value.

<Reference>

**Composition of the Board of Directors and the Members' Experience, Expertise, etc. if Proposal 2 is Approved at This Extraordinary General Meeting of Shareholders**

The Company will ensure a balance of the expertise and experience necessary for the Board of Directors to enable the Board of Directors to perform its functions more effectively.

The Company selects and appoints Outside Directors who have experience in corporate management at other companies and who are experts in legal or accounting affairs, as well as who have the experience and expertise necessary to implement the growth strategy.

Name	Position	Corporate management experience	Web/Marketing	IT/Security	DX promotion	Finance Accounting Tax affairs	Capital Markets	Sustainability SDGs	Legal affairs/Risk management	Internal control/Governance	HR management/development
Naohiko Ono	President and Representative Director	●	●		●		●	●			●
Masashi Saito	Managing Director	●	●	●				●			●
Risa Okabe	Director	●			●	●	●	●	●	●	●
Shinichi Murata	Independent Outside Director	●							●	●	
Yuji Takigasaki	Independent Outside Director	●				●				●	●
Chisaki Kusajima	Independent Outside Director	●	●	●	●						●
Katsuya Nobuzane	Independent Outside Director	●				●	●				
Chikako Morizono	Full-time Corporate Auditor					●				●	
Naohito Endo	Independent Outside Corporate Auditor	●				●			●	●	●
Keiko Yokoyama	Independent Outside Corporate Auditor	●				●		●	●	●	●

### <Shareholder Proposal>

Proposal 3 was submitted by a shareholder.

The details of the proposal, the reasons for the proposal, and other information included in the Request for Convening a General Meeting of Shareholders submitted by the shareholder are presented below as they were, excluding certain adjustments in formatting.

The Board of Directors of the Company **opposes** Proposal 3.

For the opinions of the Board of Directors of the Company on Proposal 3, please refer to page 10 and onward.

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

#### **1. Outline of the proposal**

To elect Mr. Yuji Nishimura, Ms. Alicia Ogawa, and Mr. Tomoyuki Izumi as Outside Directors

#### **2. Reason for convening**

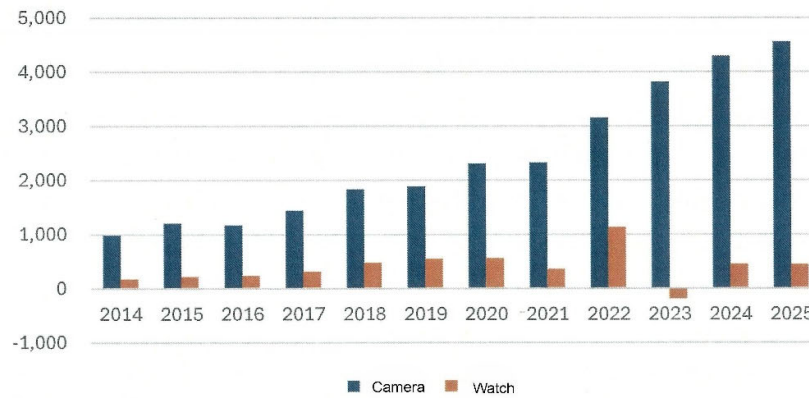
Since the listing in December 2012, the Company has been continuously growing while maintaining high capital efficiency (ROA of 10–15% and ROE of 20–30%) through highly effective purchase and selling operations via the Internet. The Company has been showing sufficient capital efficiency on a company-wide basis. However, looking at the situation of each business of the Company, a business with a high capital efficiency, the flagship camera business, coexists with a business with a low capital efficiency, the watch business, as shown in the figures below. Although the growth of the camera business has been steady before and after the appointment of Mr. Naohiko Ono as the Representative Director in 2018, the capital efficiency of the watch business has not reached the acceptable level for a listed company, excluding 2022 in which the market environment was highly favorable. Nevertheless, active capital investment has been continuously made in the watch business, whose capital efficiency is low, for five years since the fiscal year ended March 31, 2021. We must say that the Company's decision-making on capital allocation has lacked awareness of the cost of capital.

The large amount of cash generated by the camera business, which is operated in a stable market environment with a leading position in the industry and a high capital efficiency, should have been utilized for further growth of the camera business and shareholder returns. Doing so would have generated additional returns from the cash and increased the intrinsic value of the Company with a strong compounding effect. However, much of the cash has actually been allocated to securing inventory for the watch business, which has extremely high price volatility, many strong competitors, and low capital efficiency. As a result, past capital investment has not led to an increase in intrinsic value. In addition to missing the opportunity that was available for the camera business to grow further, the Company failed to expand shareholder returns. We believe that this situation has created a large gap between the intrinsic value that the flagship camera business could have achieved and the share price of the Company.

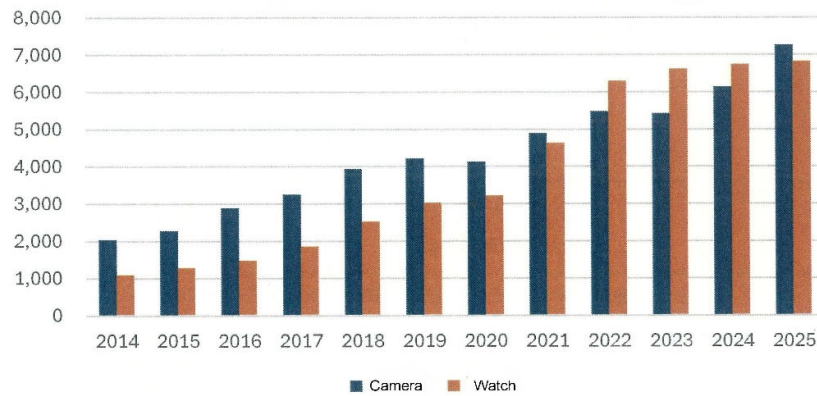
We have held the Company's shares continuously for more than ten years since 2014 and have been watching and supporting the Company's growth as a major shareholder. For the issue of decision-making on capital allocation mentioned above as well, we have had discussions with the Company's management for some years through the IR meeting, which is held several times a year, but unfortunately, we are seeing no major improvement. In the IR meetings, the Company justified the continuation of the watch business, citing that ROA and ROE are high on a company-wide basis. However, in considering the capital allocation of a listed company, we believe that such a stance would need to be redressed. It is needless to say that the management of a listed company needs to make decisions intending to maximize shareholders' interest. In other words, investment should always be made in opportunities that will generate profit exceeding the cost of capital. More specifically, a company should grow by focusing on profitable businesses in which it can fully exert its strength and thereby continuously increase its power. Management that is operating the business on behalf of the shareholders cannot fulfill its responsibilities if it fails to utilize limited capital effectively to the maximum extent. The Company needs to focus on the camera business, which is the flagship business with an evident strength, in allocating capital investments, human resources, and management's time as soon as possible.

We hereby submit a proposal for the election of Outside Directors. To ensure that discussions at the meetings of the Board of Directors reflect the shareholders' standpoint, the Company needs to have personnel with deep insights into businesses and knowledge and experience of appropriate corporate governance. We believe that adding appropriate personnel as Outside Directors will facilitate swift and appropriate decision-making, leading to an increase in corporate value.

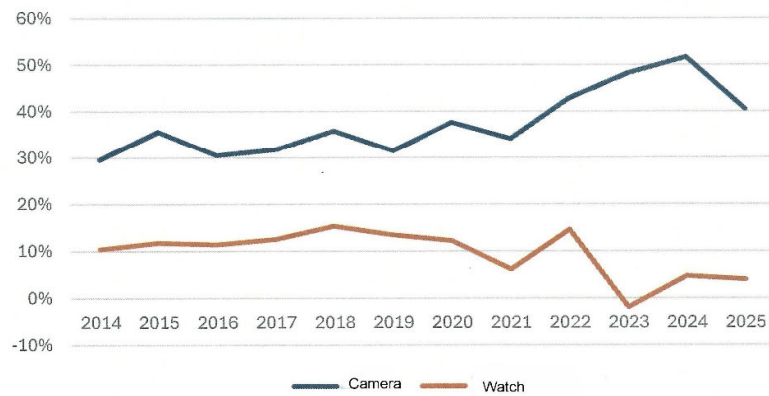
Trends in Operating Profit by Segment (Unit: million yen)



Trends in Assets by Segment (Unit: million yen)



ROA by Segment (Adjusted segment profit ÷ segment assets)



\* "Adjusted segment profit" = operating profit by segment × (company-wide net income ÷ company-wide operating profit)

\* Years in the graphs above indicate fiscal years ended March 31 ("2025" = "fiscal year ended March 31, 2025")

\* Operating profit and assets by segment are based on the figures presented in the annual securities report.

### 3. Name, past experience, and other information of the candidates for Outside Directors

No.	Name (Date of birth)	Past experience	Number of shares of the Company held
1	Yuji Nishimura (November 2, 1963)	1986 Joined Mitsubishi Rayon Co., Ltd. (currently Mitsubishi Chemical Corporation) 1990 Joined Andersen Consulting Japan Ltd (currently Accenture Japan Ltd) 2013 Founded PROfusion Inc., Representative Director (current position) 2013 Director, Asuka Corporate Advisory Co., Ltd. (current position) 2017 Founded DYArt Inc., Representative Director (current position)	11,500
2	Alicia Ogawa (February 9, 1954)	1987 Joined S.G. Warburg Securities Tokyo 1992 Joined Salomon Brothers Tokyo 1994 Joined Salomon Smith Barney Tokyo 1999 Joined Nikko Salomon Smith Barney Tokyo 2000 Joined Lehman Brothers Inc. 2007 Adjunct Faculty Member, Columbia University School of International and Public Affairs 2016 Director, Columbia Business School 2017 Director, Misaki Capital Inc. 2020 Member of the Board, Nippon Active Value Fund plc (current position)	0
3	Tomoyuki Izumi (January 25, 1974)	1997 Joined Andersen Consulting Japan Ltd (currently Accenture Japan Ltd) 2001 Joined Roland Berger Ltd. 2004 Joined Accenture Japan Ltd 2008 Joined Equinox Partners, LLC 2014 Founded VIS Advisors, LP, Founder and Portfolio Manager (current position)	0

(Notes)

1. There are no special interests between the candidates and the Company.
2. The candidates are candidates for Outside Directors pursuant to Article 2, Paragraph 3, Item 7 of the Regulations for Enforcement of the Companies Act.
3. Mr. Tomoyuki Izumi, the candidate for Outside Director, is a member with unlimited liability (general partner) of the requester and a representative of VIS Advisors, LP, which holds a total 1,873,992 shares of the Company, including shares held by the requester, which is a private fund, and shares in its investment discretionary account, as of October 21, 2025. VIS Advisors, LP holds less than 10% of the Company's shares and is not a major shareholder of the Company.
4. The candidates satisfy the requirements for Independent Director, pursuant to the stipulations of the Tokyo Stock Exchange. The candidates have agreed that the Company will register them as Independent Directors if their election is approved.
5. Mr. Tomoyuki Izumi will decline to receive any compensation for being a Director of the Company, even if he is elected as a Director of the Company, to avoid a substantial conflict of interest between shareholders and Directors.
6. The past experience of the candidates provided above is as of October 21, 2025.

### 4. Reasons for nominating the candidates

Mr. Yuji Nishimura is one of the leading management consultants in Japan, in deeds as well as in name. At Accenture Japan Ltd, he took the position of the managing partner of the entire Asia Pacific region as a management consultant. At an investment fund, he was involved in the operation and investment decisions of the fund as its management. In the course of his career, he has been involved in many cases of corporate strategy planning and business structural reform, supporting the development of many companies in the capital market. Mr. Nishimura has abundant experience and deep knowledge that will enable him to provide ideas on business operations and investment discipline at the global standard level to the Board of Directors of the Company. In addition, he is expected to greatly contribute to the planning and implementation of growth strategies of the Company by leveraging his abundant experience in consulting and supporting projects, including those for M&A and overseas expansion.

Ms. Alicia Ogawa is an authority on corporate governance who has been contributing to the sound development of capital markets in both Japan and the United States. At the Columbia Business School, she directed the "Japanese Corporate Governance and Stewardship Project." In recent years, she has been serving as an adviser for funds investing in Japanese equities and law firms in the United States. Through her career, Ms. Ogawa has developed abundant business experience in conducting business analysis and macro-economic analysis for financial institutions



and investment funds in Japan and overseas, as well as supporting the strategy planning of many Japanese companies that have business locations in the United States. By inviting her as an Outside Director, it is expected that the Company will be able to swiftly establish an appropriate and effective governance structure that is oriented to the improvement of corporate value.

Mr. Tomoyuki Izumi has experience in supporting the transformation of many Japanese companies as a management consultant. In addition, since his founding of VIS Advisors, LP, an independent asset management company, in 2014, he has been making long-term investments in listed companies in Japan as a portfolio manager. With his experience of analyzing the financial and strategic aspects of many excellent listed companies and watching the growth of the investees, we believe that he will be able to provide advice on various matters, including capital allocation that considers shareholders' interests and best practices to earn a higher evaluation from the capital market. Furthermore, as the representative of VIS Advisors, LP, which holds more than 8% of the issued shares of the Company, he is strongly incentivized to improve the corporate value of the Company over the medium to long term.

If the Company implements appropriate corporate governance and leverages its strength in business execution, which it has accumulated till today, the Company will be able to make a leap forward again as a rare and excellent company that has very high capital efficiency, as well as high growth potential. To achieve this, we request that the Company implement management that is conscious of capital costs. What is necessary for transformation into a management conscious of capital cost is the decisive implementation of appropriate decisions, rather than developing strategies and executing businesses that are difficult. This is an issue not solely for the Company, since similar issues have remained unsolved at many listed companies in Japan for a long time. The problem is deep-rooted because it requires a paradigm shift in the judging criterion from that of the "traditional Japanese capital market" to that of the "fundamental capital market" to solve it. The problem is difficult to solve but not unsolvable. We strongly expect that the Company will accomplish this shift and transform itself into an excellent company ahead of others by utilizing new perspectives that will be provided by the Outside Directors we have nominated. We believe that the transformation will be a best practice for many listed companies in Japan and will contribute to the sound evolution of the capital market in Japan and the restoration of the dynamism of the Japanese economy.

Please note that the Company has declared in its Medium-term Management Plan disclosed on May 9, 2025, that it will "continuously aim for ROE of 30% or more," and it clearly stated in its disclosure of the evaluation results of the effectiveness of the Board of Directors disclosed on May 16, 2025, that it will "conduct discussions with an awareness of the cost of capital, return on capital, and shareholder returns and stimulate discussions on mid- to long-term issues (in the meetings of the Board of Directors)." This proposal is on the same trajectory as the Company's issue identification and direction of initiatives, and we believe that it will gain the approval of the management of the Company.

## **The Board of Directors' Opinion on the Shareholders Proposal**

### **The Company's Board of Directors opposes Agenda Item 3 for the following reasons:**

- 1. The composition of the management team, together with the director nominee to be proposed by the Company under Agenda Item 2, is best positioned to maximize the Company's corporate value.**

As announced in the Company's notice dated May 9, 2025, titled "Notice of Update Medium-Term Management Plan," the Company formulated a medium-term management plan (the "Medium-Term Management Plan") covering the fiscal years ending March 31, 2026 through March 31, 2028. Under the Mid-Term Management Plan, the Company set targets to expand net sales and operating profits and adopted management metrics with a focus on capital efficiency, and has been working to enhance its corporate value over the medium to long term.

In light of the fact that the current directors will come up for re-election at the Company's 21st Ordinary General Meeting of Shareholders scheduled for June 2026, and in order to ensure the steady and vigorous implementation of the Mid-Term Management Plan, the Company has been advancing discussions regarding the appropriate composition, role and functioning of the Board of Directors even before receiving the proposal made by TAKUMI CAPITAL MANAGEMENT MASTER FUND LP (the "Proposing Shareholder") with a view to further strengthening the Company's corporate governance.

Specifically, as one of the Company's management priorities for the fiscal year ending March 31, 2026, the Company began the selection of outside director candidates to be presented at the Company's 21st Ordinary General Meeting of Shareholders. In the course of that selection process, the Company identified Mr. Katsuya Nobuzane ("Mr. Nobuzane") as a leading candidate for outside director. In addition to possessing outstanding expertise in enhancing fundamental cash-flow generation through improvements to financial strategy, including business-portfolio optimization and capital allocation, Mr. Nobuzane has proven experience and a track record as an outside director of other listed companies. From late July through mid-September 2025, the Company conducted a series of interviews with Mr. Nobuzane, and exchanged views on the market environment and the Company's management challenges. As a result of those discussions, the Company approached Mr. Nobuzane regarding his potential appointment as an outside director. The Company believes that Mr. Nobuzane is an indispensable candidate who can provide valuable to the Board of Directors as it considers portfolio optimization and capital policy.

Furthermore, as another management priority for the fiscal year ending March 31, 2026, the Company has been considering, in order to more clearly define directors' management responsibilities and to establish a governance structure capable of responding promptly to changes in the operating environment, a proposed amendment to the Articles of Incorporation to change the director's term of office from the current two years to one year (the "AoI Amendment") to be submitted to the 21st Ordinary General Meeting of Shareholders to be held in June 2026.

On October 22, 2025, the Company established a non-compulsory Nomination Committee (the "Nomination Committee") comprised of the independent outside directors Messrs. Yuji Takigasaki and Shinichi Murata and Ms. Chisaki Kusajima, and Senior Managing Director, CFO, and CHRO Ms. Risa Okabe, with Mr. Yuji Takigasaki serving as Chairperson. The Nomination Committee was established to deliberate on the appointment or dismissal of directors of the Company and on the selection or removal of the Representative Directors and directors with specific responsibilities, and to submit its findings and recommendations to the Board of Directors. The Nomination Committee evaluated the knowledge, experience, and competence of outside director nominees from the perspective of whether they would be able to provide advice and recommendations to ensure the validity and adequacy of the Board of Directors' decision-making from an independent standpoint, while also taking diversity and skill sets into account.

Following the circumstances above, the Company had determined that the the AoI Amendment and the appointment of Mr. Nobuzane as an outside director in addition to the six incumbent directors, would constitute the optimal governance framework to achieve the targets set forth in the Medium-Term Management Plan and, ultimately, grow its business results and enhance medium to long-term corporate value, through the development of a business

model focusing on its specialization in the camera, and writing materials businesses, as well as on e-commerce. The Company therefore planned to present the proposals corresponding to Agenda Items 1 and 2 at its 21st Ordinary General Meeting of Shareholders scheduled for June 2026.

However, following the receipt of the shareholder proposal from the Proposing Shareholder, the Nomination Committee re-examined measures to strengthen the Company's governance and concluded that, because the EGM would be convened for the purpose of ascertaining shareholders' views on the Company's corporate governance, it was necessary to present Agenda Items 1 and 2 on the occasion, in order to present the Company's preferred governance framework at an early stage. Accordingly, the Nomination Committee submitted its decision to the Board of Directors to that effect on November 25, 2025.

Furthermore, as described in 3 below, the Nomination Committee also held individual interviews with each of the nominees listed in Agenda Item 3 (the "Proposing Shareholder's Nominees") and, after careful consideration of their suitability to serve as directors of the Company, determined that it is not necessary to appoint any of them.

The Proposing Shareholder's Nominees are management consultants or advisors to investment funds. While the Company assumes that Agenda Item 3 intends to incorporate a capital market perspective into the Company's management, their skill sets of the Proposing Shareholder's Nominees substantially overlap with those of Mr. Nobuzane. For this reason, appointment of the Proposing Shareholder's Nominees as directors of the Company is redundant. Please refer to the table on p. 10 for the skills matrix after adding Mr. Nobuzane's capabilities to those of the Company's six incumbent Directors.

In response to the above recommendation, the Company's Board of Directors resolved to submit Agenda Items 1 and 2 to the EGM.

**2. Agenda Item 3 demonstrates an insufficient understanding of the Company's business operations, and therefore the asserted need for the election of the Proposing Shareholder's Nominees is not justified.**

The Company's corporate philosophy is "to create a marketplace where 'valuable new and used items' can be traded safely and securely via the internet, thereby contributing to society." In its business of selling and purchasing high-value new and used goods via e-commerce, the Company's status as a publicly listed company provides high reliability and a robust financial foundation, both of which are indispensable prerequisites for providing customers with a secure and safe trading environment. Building upon this solid trust, the Company has continued to meet customer expectations and has been leading the industry through the combination of a high level of expertise as a specialist retailer and cutting-edge technology.

Furthermore, the Company regards further improvement in capital efficiency and the enhancement of shareholder returns as key management priorities. As outlined in its Medium-Term Management Plan, the Company aims to continuously maintain ROE (Return on Equity) of 30% or higher while continuing to invest in merchandise inventory, AI utilization, system enhancements, and human resources. The Company has consistently implemented management practices mindful of capital costs and stock prices, striving to enhance corporate value over the medium to long term.

Under this policy, the Company takes pride in having maintained high capital efficiency while continuing to grow since its listing in December 2012. Specifically, its core business, the camera segment, has seen revenue increase by 349.2% since listing, achieving JPY 41.23 billion in sales for the financial year ending March 31, 2025, and securing approximately 9% and 23% in market share for new and used items respectively (for details, please refer to the Company's notice dated November 10, 2025, titled "Second Quarter Financial Results for the Fiscal Year Ending March 2026 and Progress of the Mid-Term Management Plan"). When measured against the performance of competitors, the Company's performance has been exponential, and the Company believes that it has achieved sufficient growth in the camera business.

Sales for the Company's watch business have also increased by 258.7% and the Company's watch business has been

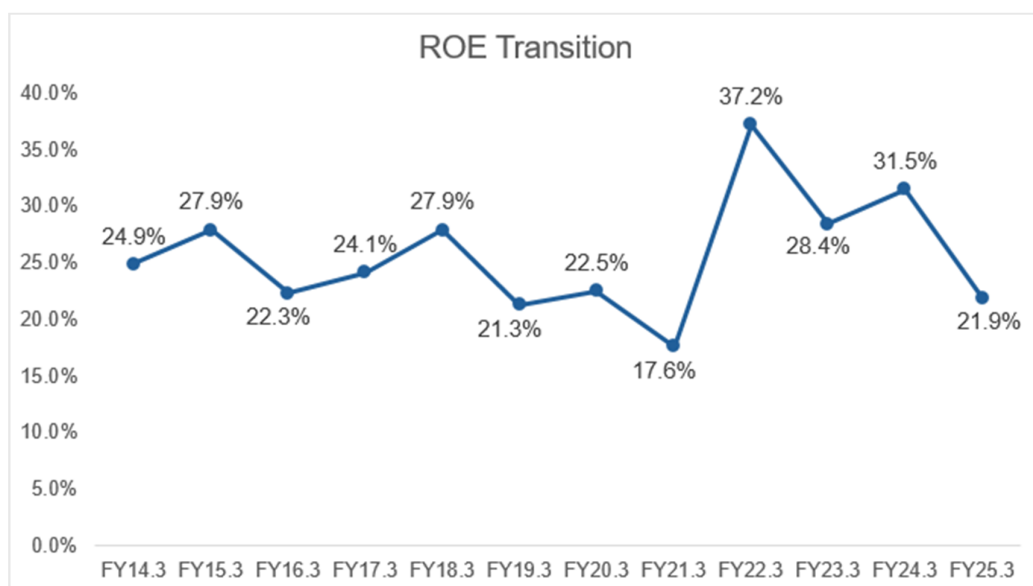
generating consistent sales since the Company's listing, with the exception of the fiscal year ending March 31, 2023 when operating profit was impacted by global decline in the watch market, and the Company believes that the business has contributed to enhancing its corporate value. The Company believes that the global pre-owned luxury watch market is a growing market with an average annual growth rate of 9.0% through to 2026, driven by the advancement of e-commerce, expansion of the luxury watch market, and growth rate of the affluent class, each element amplifying the effect of the others. In addition, by leveraging the Company's unique sales strategies and expertise cultivated through our camera business, such as customer service leveraging AI and technology centered around e-commerce, and developing a differentiated watch sales business compared to existing pre-owned watch retailers, the Company believes that it can achieve medium to long term enhancement of its corporate value.

Furthermore, the expansion of the Company's watch business is expected to synergistically increase overall Company sales by raising the e-commerce ratio for high-value products targeting affluent consumers.

As a result of operating the Company's watch business, which involves the handling and sales of luxury watches that are even higher-value and delicate than cameras, the Company has succeeded in the generation of synergies with and positive impact on its other businesses, including the camera business, through: (i) enhanced security measures relating to product storage, transportation, and payment processes; (ii) expanded expertise and customer care in after-sales services such as maintenance and repairs; and (iii) company-wide improvement in the quality of services related to sales activities achieved by comprehensive employee training. These efforts have enabled the Company to gain an edge over its competitors. Moreover, due to the compact nature of the goods in the watch business, inventory management is highly efficient, and this also contributes to standardization of operations across business divisions, such as in the reduction of transportation costs. For the Company, the experience in handling luxury watches has significantly contributed to the evolution of the branding of its camera business, enabling it to transcend the traditional "camera shop" framework as a corporation in the camera business and establish "Map Camera" as a trusted and value-oriented brand retailer. As a result, the Company has begun to pursue the provision of high-quality services with much added value as a specialty store that offers an experience not limited to the simple sales and purchases of products. The Company believes that this has elevated the overall quality of the Company's camera business and has greatly contributed to enhancing its corporate value.

Considering the aforementioned watch business' synergic effect and contribution to the Company's businesses, the Company believes that its active capital investments for expansion of the watch business since the fiscal year ended March 31, 2021, and its continued operation of this business going forward, represent a rational management decision aimed at maintaining and enhancing the Company's medium to long term corporate value.

As a result of steady growth in the Company's core businesses of camera and watch, the Company has maintained a high ROE level. The Company's ROE trend from the fiscal year ending March 31, 2014 to the fiscal year ending March 31, 2025 is shown in the graph below.



On the other hand, the Proposing Shareholder contends that the capital efficiency of the Company's watch business has not reached a level acceptable for a listed company, and that, notwithstanding this alleged shortfall, the Company has continued to make substantial capital investment in the law-efficiency watch business over the five-year period since the fiscal year ended March 31, 2021, thereby delaying enhancement of shareholder returns.

However, as stated above, the Company's watch business has consistently generated a certain level of profit, and therefore, the criteria for a capital efficiency "acceptable for a listed company" asserted by the Proposing Shareholder is unclear.

In recent years, the watch business has become increasingly susceptible to market trends and the impact of foreign exchange rates upon purchasing and selling. This is due not only to the nature of the products themselves as luxury items but also to an increase in customers trading them from speculative viewpoints. Furthermore, due to the high proportion of purchases of used goods that are high in value, flexible cash outflows based on economic and market conditions are required, and this may temporarily increase the inventory ratio on the balance sheet. However, by focusing primarily on trading in the e-commerce market without expanding to multiple physical stores, the Company has been able to minimize fixed costs such as those which would otherwise be required for physical stores and achieve efficient inventory investment without having to hold on to unnecessary stock. Therefore, judging the growth potential and significance of the watch business solely based on short-term performance or ROA is not appropriate.

Furthermore, in its Medium-Term Management Plan, the Company has established a basic policy expanding its dividend payout ratio to 40%-50% from the fiscal year ending March 31, 2026. As announced in the Company's notice dated May 9, 2025, titled "Notice Regarding Share Buyback and Cancellation of Treasury Stock" dated May 9, 2025, the Company has been appropriately considering and implementing policies regarding shareholder returns as a key management priority, including through acquisition of treasury stock targeting approximately JPY 1 billion, which is equivalent to the average free cash flow over the past three years (as announced in the Company's notice dated December 1, 2025, titled "Notice Regarding Results of Treasury Stock Acquisition, Completion of Acquisition, and Number of Shares to be Cancelled," the Company has implemented a treasury stock acquisition of approximately JPY 1 billion as of November 28, 2025, and has resolved to cancel all such shares effective December 30, 2025). The Company is therefore obliged to assert that the argument that it has been complacent in increasing shareholder returns is merely the unique view of the Proposing Shareholder.

The Proposing Shareholder asserts that the capital invested in the watch business should have been allocated to the further growth of the camera business; however, Agenda Item 3 includes no mention whatsoever of any specific utilization plan. Furthermore, as described in 3 below, the Company was unable to obtain specific answers regarding what measures the Company should have taken for the growth of the camera business, or the specific uses of capital, from Mr. Tomoyuki Izumi (“Mr. Izumi;” an individual who is simultaneously a director nominee in Agenda Item 3 and the de facto controller of the Proposing Shareholder) during an Interview (Mr. Izumi) (defined in 3 below) held with him. Furthermore, during this Interview (Mr. Izumi), Mr. Izumi stated, “[the Company] should return the surplus cash to shareholders,” and “instead of spending time on the watch business, [the Company] should focus on cameras,” while also remarking that “it’s difficult to find opportunities (to grow the camera business) every year, so cash tends to accumulate.” and “I believe overseas investments should be made cautiously.” Considering these statements, it can be inferred that the Shareholder Proposal was made with the intent to pursue the Proposing Shareholder’s short-term interests by diverting capital that should be invested in the Company’s watch business towards shareholder returns, under the guise of improving capital efficiency, and not actually to investments in the camera business. The Company believes that Agenda Item 3 lacks any intention to pursue its medium to long term growth.

As described above, the Company views capital efficiency as a critical management priority and has been implementing various measures while maintaining a high level of ROE (Return on Equity). Therefore, it believes the criticism raised by the Proposing Shareholder—that “decision-making regarding capital allocation” are “lack awareness of the cost of capital”—is unfounded. Consequently, it has determined that Agenda Item 3 requesting the election of the Proposing Shareholder’s Nominees as Directors of the Company cannot be justified. The Company believes that, should they become involved in management decisions as directors, there is a risk that such Candidates may pursue the Proposing Shareholder’s short-term interests, the result of which could cause the unique business model the Company has built upon through its status as a listed company to collapse, and undermine its corporate value.

### **3. The Proposing Shareholder’s Nominees are Not Appropriate as the Company’s Directors**

Based on deliberations by the Nomination Committee, the Company has determined that the Proposing Shareholder’s Nominees are unqualified to serve as the Company’s directors for the following reasons.

#### **(a) Mr. Yuji Nishimura (“Mr. Nishimura”)**

The Nomination Committee conducted an interview with Mr. Nishimura on October 28, 2025 (the “Interview (Mr. Nishimura)”) to assess his suitability as a director of the Company, and submitted a written questionnaire for further inquiry, to which a written response was received (the “Response (Mr. Nishimura)”).

According to the Interview (Mr. Nishimura), the Response (Mr. Nishimura), and the Interview (Mr. Izumi), Mr. Nishimura has invested approximately JPY 400 million in the Proposing Shareholder and has no plans to request a return of this contribution in the future.

Considering the above fact, there is a structural conflict of interest between Mr. Nishimura and the Company. Should Mr. Nishimura be appointed to the Company’s Board of Directors, there is a substantial risk that he would prioritize the short-term interests of the Proposing Shareholder over the enhancement of the Company’s medium to long term corporate value and the collective interests of its shareholders.

#### **(b) Ms. Alicia Ogawa (“Ms. Ogawa”)**

The Nomination Committee conducted an interview with Ms. Ogawa on October 28, 2025 (the “Interview (Ms. Ogawa)”) to assess her suitability as a director of the Company, and submitted a written questionnaire for further inquiry, to which a written response was received (the “Response (Ms. Ogawa)”).

Ms. Ogawa has no experience as an officer or director of a listed company in Japan. During the Interview (Ms. Ogawa), when asked how she could contribute to enhancing the Company’s corporate value if appointed as an

outside director, Ms. Ogawa merely provided abstract impressions and expressions of interest regarding the Company, without offering any specific measures whatsoever. Ms. Ogawa's statements strongly suggest a limited understanding of the Company's business and indicate that it is unlikely she would be able to provide concrete proposals or advice regarding its operations when appointed as its director.

(c) Mr. Izumi

As stated in 2 above, the Nomination Committee submitted a written questionnaire to assess his suitability as a director of the Company, to which a written response was received (the "Response (Mr. Izumi)"), and thereafter conducted an interview on December 2, 2025 (the "Interview (Mr. Izumi)") with him.

As Mr. Izumi is the "Founder and Portfolio Manager" of VIS Advisors, LP, the investment manager of the Proposing Shareholder, there is a significant risk that he will prioritize the short-term interests of the Proposing Shareholder over the enhancement of the Company's medium to long term corporate value and the collective interests of shareholders. Furthermore, the risk of confidential information, including the Company's trade secrets, being leaked to the Proposing Shareholder through him to be used in an inappropriate manner cannot be ruled out.

During this Interview (Mr. Izumi), Mr. Izumi initially stated that he had not requested the acquisition of the Company's shares by another major shareholder. However, when the Nomination Committee pointed out that the said major shareholder claimed to have purchased the shares at his request, he abruptly changed his statement to: "I arranged for the sale (of the Company's shares) to the major shareholder off-market (via a block trade)." While the intent behind Mr. Izumi's changing statements remains unclear, it is evident that at the initial stage, he intended to conceal his relationship with this major shareholder.

Furthermore, when the attorney representing the Proposing Shareholder visited the Company on October 21, 2025 to submit the "Request for an Extraordinary General Meeting of Shareholders," the attorney stated: "other major shareholders have been informed about this proposal and they have expressed their intention to approve" "the other major shareholders have been informed that [the Proposing Shareholder] is considering submitting this proposal, and a number of them has expressed support. I would not be here today in this manner otherwise." These statements indicate that prior consultations were held with other shareholders and their support was secured before the submission of the request for the convening of an Extraordinary General Meeting of Shareholders (the "Request"). When the Company sought confirmation of the intent behind such expressions by the attorney from Mr. Izumi during the Interview (Mr. Izumi), he merely stated that "[the expressions] are misleading," and made no explicit statement denying having held prior consultation with other major shareholders. If the Proposing Shareholder has discussed the Request with other major shareholders of the Company beforehand and submitted the Request with their approval, then, even if the Request is formally presented as an action by the Proposing Shareholder alone, it is substantively a joint proposal with those other major shareholders. It must then be concluded that there is a substantial possibility that an agreement exists for the joint exercise of the right to request a shareholders' meeting, or at the very least, that an agreement was formed to jointly exercise voting rights in favor of Agenda Item 3.

Thus, given Mr. Izumi's conduct of taking actions which may not be in strict compliance with the Financial Instruments and Exchange Act, and his attitude during questioning by the Nomination Committee where he changed his statements, circumvented clear denials, and consistently provided ambiguous explanations, it is only reasonable to assume that he would be unable to faithfully fulfill his fiduciary duty to the Company. Serious doubts must be expressed regarding whether he possesses an in-depth understanding of compliance required of an officer of a listed company. From this perspective, in addition to the preceding facts, the Company has determined that it is inappropriate to appoint Mr. Izumi as its director.

Based on the foregoing, the Board of Directors opposes the appointment of the three Proposing Shareholder's Nominees in Agenda Item 3.

End