

Note: This English translation is an abridged version of the original notice in Japanese. In the event of a discrepancy, the Japanese version shall prevail.

TO OUR SHAREHOLDERS

June 9, 2025

(Start date of electronic provision of materials: June 3, 2025)

Securities code: 3205

Daidoh Limited

1-16 Sotokanda 3-chome, Chiyoda-ku, Tokyo

**NOTICE OF THE 102nd ORDINARY GENERAL MEETING OF
SHAREHOLDERS**

Dear Shareholder:

Please be informed that the 102nd Ordinary General Meeting of Shareholders of Daidoh Limited (the “Company”) will be held at 10:00 a.m. (the reception is scheduled to open at 9:00 a.m.) on Friday, June 27, 2025, at Kanda Myoujin Hall on the 2nd floor of EDOCCO EDO Culture Complex, at 16-2 Sotokanda 2-chome, Chiyoda-ku, Tokyo.

When arriving at the meeting venue, please submit the enclosed Voting Form at the reception desk.

When convening this Ordinary General Meeting of Shareholders, the Company has taken measures for electronic provision of materials, and has posted the matters to be provided electronically as the “Notice of the 102nd Ordinary General Meeting of Shareholders” on the website at the link below.

Our website: <https://www.daidoh-limited.com/english/ir/meeting.html>

In addition to the above, the information is also available on the following website. Please access the Tokyo Stock Exchange website below, enter “DAIDOH LIMITED” in “Issue name (company name)” or “3205” in “Code,” click “Search” and select “Basic information,” “Documents for public inspection/PR information,” “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting,” and then confirm the information.

Tokyo Stock Exchange (TSE-Listed Company Search) Website:

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

If you do not attend the Meeting in person, you can exercise your voting rights via the Internet or in writing. Please kindly review the “Reference Materials for the Ordinary General Meeting of Shareholders” and exercise your voting rights no later than 6:30 p.m. on Thursday, June 26, 2025.

Souvenirs will not be provided to the shareholders attending the meeting. We appreciate your understanding.

Sincerely,

Koichiro Naruse
Representative Director
President & COO

MEETING AGENDA

Items to be Reported:

1. The Business Report, the Consolidated Financial Statements and the Report of the Audit of the Consolidated Financial Statements by Accounting Auditors and the Board of Corporate Auditors for the 102nd term from April 1, 2024, to March 31, 2025, will be reported at the meeting.
2. The Non-consolidated Financial Statements for the 102nd term from April 1, 2024, to March 31, 2025, will be reported at the meeting.

Items to be Resolved:

Item 1: Appropriation of Surplus

Item 2: Election of Seven (7) Directors

Item 3: Election of Two (2) Corporate Auditors

Item 4: Election of Two (2) Corporate Auditor Substitutes

Matters decided for the convening of the General Meeting of Shareholders

- (1) If you are exercising your voting rights by proxy, one shareholder with voting rights may attend the General Meeting of Shareholders as your proxy. In this case, (i) a document certifying the proxy's power of representation (a letter of proxy) and (ii) the shareholder's Voting Form, and (iii) a certificate of the seal stamped on the letter of proxy, or a copy of passport, driver's license, health insurance card or any other document that identifies the shareholder must be submitted along with the Voting Form of the proxy. Please note that persons other than shareholders, such as proxies and accompanying persons who are not shareholders, are not permitted to attend the General Meeting of Shareholders.
- (2) If voting rights are exercised in duplicate, in writing (by postal mail) and via the Internet, the vote exercised via the Internet will be deemed valid.
- (3) If you exercise your voting rights more than once via the Internet, the last exercise of your voting rights will be deemed valid.

Among the matters subject to electronic provision measures, the following matters will not be provided in the paper copy to shareholders who made a request for delivery of documents in accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company. Accordingly, the paper copy to be delivered to shareholders who made a request for delivery of documents constitutes only part of the documents audited by the Corporate Auditors and Accounting Auditors in preparation of audit reports.

- (1) "Consolidated Statement of Changes in Equity" in the Consolidated Financial Statements
- (2) "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
- (3) "Non-consolidated Statement of Changes in Equity" in the Non-consolidated Financial Statements
- (4) "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

In the event of any amendments to the electronic materials, a notice to that effect and details of such amendments will be posted on each of the websites where the materials are posted as mentioned above.

CONSOLIDATED BALANCE SHEETDaidoh Limited

As of March 31, 2025

	Millions of yen
Assets:	
Current assets:	
Cash and deposits	7,878
Notes receivable - trade	135
Accounts receivable - trade	2,361
Inventories	7,777
Other	1,697
Allowance for doubtful accounts	(114)
Total current assets	19,736
Non-current assets:	
Property, plant and equipment:	11,019
Buildings, net	7,068
Structures, net	163
Machinery and equipment, net	15
Vehicles, net	6
Tools, furniture and fixtures, net	169
Land	3,577
Leased assets, net	7
Construction in progress	10
Intangible assets:	411
Software	303
Leased assets	0
Other	107
Investments and other assets:	6,228
Investment securities	4,282
Leasehold and guarantee deposits	1,507
Deferred tax assets	342
Other	379
Allowance for doubtful accounts	(283)
Total non-current assets	17,659
Total assets	37,395

CONSOLIDATED BALANCE SHEET

Daidoh Limited

As of March 31, 2025

	Millions of yen
Liabilities:	
Current liabilities:	
Notes and accounts payable - trade	1,413
Short-term borrowings	6,677
Current portion of long-term borrowings	672
Lease liabilities	102
Income taxes payable	40
Contract liabilities	404
Deposits received	995
Provision for bonuses	288
Other	3,346
Total current liabilities	13,940
Non-current liabilities:	
Long-term borrowings	5,130
Lease liabilities	1,461
Asset retirement obligations	381
Long-term guarantee deposits	2,088
Deferred tax liabilities	1,703
Retirement benefit liability	163
Other	332
Total non-current liabilities	11,259
Total liabilities	25,200
Net assets:	
Shareholders' equity:	8,507
Share capital	100
Capital surplus	11,294
Retained earnings	(775)
Treasury shares	(2,111)
Accumulated other comprehensive income	2,895
Valuation difference on available-for-sale securities	1,340
Foreign currency translation adjustment	1,554
Share acquisition rights	142
Non-controlling interests	650
Total net assets	12,195
Total liabilities and net assets	37,395

CONSOLIDATED STATEMENT OF INCOME

Daidoh Limited

For the year ended March 31, 2025

	Millions of yen
Net sales	28,609
Cost of sales	13,105
Gross profit	15,503
Selling, general and administrative expenses	15,568
Operating profit (loss)	(64)
Non-operating income:	391
Interest income	32
Dividend income	147
Foreign exchange gains	2
Commission income	81
Other	127
Non-operating expenses:	560
Interest expenses	288
Commission expenses	90
Other	181
Ordinary profit (loss)	(233)
Extraordinary income:	872
Gain on sale of non-current assets	668
Gain on sale of investment securities	67
Gain on reversal of deposits received	131
Other	4
Extraordinary losses:	3,979
Loss on sale and retirement of non-current assets	11
Impairment losses	2,927
Business restructuring expenses	232
Restoration cost	27
Contribution payments	780
Profit (loss) before income taxes	(3,340)
Income taxes - current	40
Income taxes - deferred	(898)
Profit (loss)	(2,481)
Profit (loss) attributable to non-controlling interests	1
Profit (loss) attributable to owners of parent	(2,483)

NON-CONSOLIDATED BALANCE SHEET

Daidoh Limited

As of March 31, 2025

	Millions of yen
Assets:	
Current assets:	
Cash and deposits	5,401
Notes receivable - trade	77
Short-term loans receivable	6,000
Other	176
Allowance for doubtful accounts	(163)
Total current assets	11,493
Non-current assets:	
Property, plant and equipment:	33
Buildings, net	17
Other, net	15
Intangible assets:	42
Software	1
Other	40
Investments and other assets:	11,387
Investment securities	4,058
Shares of subsidiaries and associates	7,260
Other	224
Allowance for doubtful accounts	(155)
Total non-current assets	11,463
Total assets	22,956

NON-CONSOLIDATED BALANCE SHEET

Daidoh Limited

As of March 31, 2025

	Millions of yen
Liabilities:	
Current liabilities:	
Short-term borrowings	5,300
Current portion of long-term borrowings	672
Accounts payable - other	60
Accrued expenses	48
Income taxes payable	1
Deposits received	11
Provision for bonuses	35
Other	19
Total current liabilities	6,149
Non-current liabilities:	
Long-term borrowings	5,130
Long-term accounts payable - other	241
Provision for loss on business of subsidiaries and associates	232
Deferred tax liabilities	554
Other	1
Total non-current liabilities	6,159
Total liabilities	12,309
Net assets:	
Shareholders' equity:	9,022
Share capital	100
Capital surplus	11,704
Legal capital surplus	25
Other capital surplus	11,679
Retained earnings	(669)
Legal retained earnings	—
Other retained earnings	(669)
Retained earnings brought forward	(669)
Treasury shares	(2,111)
Valuation and translation adjustments	1,482
Valuation difference on available-for-sale securities	1,482
Share acquisition rights	142
Total net assets	10,647
Total liabilities and net assets	22,956

NON-CONSOLIDATED STATEMENT OF INCOME

Daidoh Limited

For the year ended March 31, 2025

	Millions of yen
Operating revenue	1,040
Selling, general and administrative expenses	1,124
Operating profit (loss)	(84)
Non-operating income:	361
Interest and dividend income	343
Other	17
Non-operating expenses:	297
Interest expenses	187
Provision of allowance for doubtful accounts	48
Other	62
Ordinary profit (loss)	(20)
Extraordinary income:	491
Gain on sale of property, plant and equipment	422
Gain on sale of investment securities	64
Other	4
Extraordinary losses:	3,963
Loss on sale of investment securities	238
Loss on valuation of shares of subsidiaries and associates	3,436
Business restructuring expenses	5
Provision of allowance for doubtful accounts	50
Provision for loss on business of subsidiaries and associates	232
Profit (loss) before income taxes	(3,492)
Income taxes - current	1
Income taxes - deferred	36
Profit (loss)	(3,530)

REFERENCE MATERIALS FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

Item 1: Appropriation of Surplus

The Company recorded a loss of 669,703,435 yen in retained earnings brought forward in the fiscal year ended March 31, 2025. The Company, in accordance with Article 452 of the Companies Act, proposes to transfer part of other capital surplus to retained earnings brought forward with the aim to cover this loss and to improve financial soundness by ensuring agile and flexible capital policies for the future. The year-end dividend is paid using 2,829,477,200 yen out of other capital surplus.

1. Year-end dividends

The Company considers the returning of profits to shareholders to be one of its most important tasks. As a basic policy, the Company has implemented a performance-related dividend policy under which the basic rate of dividends is 30% of the Company's consolidated ordinary profit, with the aim of sharing the effects of increased profits through a flexible profit-sharing scheme. Additionally, 30% of the Company's extraordinary income or losses that generate cash flow, such as gain on sale of securities and non-current assets, are added to the source of basic dividend payments for future years to provide a stable, continuous dividend while comprehensively taking into consideration the business environment and other matters such as the necessity of bolstering of internal reserves.

We consider that enhancement of shareholder returns will contribute to further increase shareholder value, and have decided to pay annual dividend of 100 yen per share as our basic dividend policy during the three-year period of the Medium-term Management Plan from FY2024 to FY2026. We will pay the following year-end dividend for the fiscal year under review out of other capital surplus as dividend resource.

1) Type of dividends to be paid

Dividends shall be paid in cash.

2) Amount of dividend per share and total amount of dividends to be allocated

One hundred (100) yen shall be paid per common share of the Company as a dividend, which brings the total amount of dividends to 2,829,477,200 yen.

3) Effective date of dividend payment

The effective date of dividend payment shall be June 30, 2025.

2. Appropriation of other surplus

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

669,703,435 yen out of other capital surplus of 11,679,450,194 yen

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

Retained earnings brought forward 669,703,435 yen

Item 2: Election of Seven (7) Directors

As the terms of office of all the current seven (7) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders, the Company is requesting electing seven (7) Directors.

The candidates for Directors are as follows:

Candidate number	Name		Current position and responsibilities at the Company, and significant concurrent occupations or positions at other organizations
1	Masahiro Yamada	Reappointment	Representative Director, Chairman & CEO of the Company in charge of business strategy planning and promotion of the Medium-term Management Plan Director and Chairman of PONTETORTO S.p.A. Representative Director and CEO of Gemini Strategy Group Inc. Representative Director of Gemini Solutions Inc. Professor of Tourism Management, Ritsumeikan University Graduate School of Management
2	Koichiro Naruse	Reappointment	Representative Director and President & COO of the Company in charge of Domestic Sales Business in charge of Overseas Business in charge of DX Promotion Representative Director and President of DAIDOH FORWARD LTD. Representative Director and Chairman of Brooks Brothers (Japan), Ltd.
3	Keiichi Shirokoda	Reappointment	Director and Senior Executive Officer of the Company in charge of Corporate Administration in charge of Diversity Promotion Director of Brooks Brothers (Japan), Ltd. Director of PONTETORTO S.p.A.
4	Kazutoshi Imai	Reappointment	Director and Executive Officer of the Company in charge of Real Estate and Leasing Business General Manager of Business Promotion Office for China and Asia Representative Director and Executive Vice President of DAIDOH FORWARD LTD.
5	Taise Kuboki	Reappointment External Director Independent Officer	External Director of the Company Representative Partner of Walls and Bridges Consulting firm LLC.
6	Michio Osawa	Reappointment External Director Independent Officer	External Director of the Company Auditor of Taisei Printing Co., Ltd.
7	Maako Kido	New appointment External Director Independent Officer	External Corporate Auditor of the Company Outside Director of Gakken Holdings Co., Ltd. Outside Board Member of CENTRAL JAPAN INTERNATIONAL AIRPORT COMPANY, LIMITED Councilor of Tanaka Chiyo Gakuen Educational Corporation Principal Artist of Gakken Kido Maako Art School

Candidate number	Name (date of birth)	Career summary, position and responsibilities at the Company, and significant concurrent occupations or positions at other organizations	Number of shares of the Company held
1	Masahiro Yamada (July 28, 1977)	<p>April 2000 Joined The Chuo Mitsui Trust and Banking Company, Limited. (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>June 2001 Joined PricewaterhouseCoopers Consultants Co., Ltd. (currently IBM Japan, Ltd.)</p> <p>April 2010 Director in charge of Revitalization of SHINKO SENI CO., LTD.</p> <p>June 2011 Representative Director and CEO of Strategyx Partners, Inc. (currently Gemini Strategy Group Inc.) (current)</p> <p>September 2015 Representative Director and CEO of AKAKURA Co., Ltd.</p> <p>June 2018 Representative Director of Gemini Solutions Inc. (current)</p> <p>April 2024 Professor of Tourism Management, Ritsumeikan University Graduate School of Management (current)</p> <p>June 2024 Representative Director and Chairman & CEO of the Company (current) in charge of business strategy planning and promotion of the Medium-term Management Plan (current)</p> <p>February 2025 Director and Chairman of PONTETORTO S.p.A. (current)</p>	- shares
		<p>Reasons for nomination as a candidate for Director: Mr. Masahiro Yamada has extensive experience in company management through his activity as a management consultant in several consulting firms. Based on this experience, he has served not only as a representative director of consulting firms, but also as a representative director and director of many other companies. As a management expert, he has a wealth of insights and achievements in various areas including corporate reform, business strategy planning, and new business development. He was also involved in the formulation of the Medium-term Management Plan announced by the Company on May 20, 2024 and currently leads to implement and realize it as Representative Director and Chairman & CEO of the Company. Therefore, the Company requests the reelection of Mr. Yamada as a Director as he is an indispensable person to increase the medium- to long-term corporate value of the Company and to implement and realize the Medium-term Management Plan.</p>	

Candidate number	Name (date of birth)	Career summary, position and responsibilities at the Company, and significant concurrent occupations or positions at other organizations	Number of shares of the Company held
2	Koichiro Naruse (January 14, 1970)	<p>October 1997 Joined OPT, Inc.</p> <p>June 2006 Outside Director of Hotto Link Inc.</p> <p>June 2007 Executive Director and COO of Hotto Link Inc.</p> <p>June 2012 Representative Director and President of Gala Buzz Inc.</p> <p>March 2013 President & Representative Director of Hottolink Consulting Inc.</p> <p>May 2015 Director of Effyis Inc.</p> <p>September 2016 Outside Director of Visits Technology Inc.</p> <p>June 2017 Executive Vice President of Warranty technology, inc</p> <p>February 2018 Director of Warranty Solutions, Inc</p> <p>June 2019 Representative Director and CEO of Warranty Solutions, Inc</p> <p>June 2020 President and CEO of Warranty technology, inc</p> <p>March 2022 Management Partner of Gemini Strategy Group Inc.</p> <p>June 2022 Executive Director and COO of Hiramatsu Inc.</p> <p>June 2024 Representative Director and President & COO of the Company (current) In charge of Domestic Sales Business, Overseas Business, and DX Promotion (current) Representative Director and President of DAIDOH FORWARD LTD. (current) Representative Director and Chairman of Brooks Brothers (Japan), Ltd. (current)</p>	– shares

		<p>Reasons for nomination as a candidate for Director:</p> <p>Mr. Koichiro Naruse has served as the head of sales and marketing departments in digital marketing companies. As a director, he has the experience of leading the listing of an SNS marketing support company. Based on this experience, he has served as a representative director and director in many companies, including listed companies, and as a management expert, he has extensive insights and practical experience in various areas such as management strategy, marketing strategy, organizational strategy, DX, and other areas. He was also involved in the formulation of the Medium-term Management Plan announced by the Company on May 20, 2024 and currently leads the corporate reform towards realizing the Medium-term Management Plan as Representative Director and President & COO.</p> <p>Therefore, the Company requests the reelection of Mr. Naruse as a Director as he is an indispensable person to increase the medium- to long-term corporate value of the Company and implement and realize the Medium-term Management Plan.</p>
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Candidate number	Name (date of birth)	Career summary, position and responsibilities at the Company, and significant concurrent occupations or positions at other organizations	Number of shares of the Company held
3	Keiichi Shirokoda (December 31, 1967)	<p>April 1990 Joined the Company</p> <p>June 2013 General Manager, Accounting and Finance Department of the Company (currently Management Control Office)</p> <p>June 2018 Executive Officer of the Company</p> <p>January 2021 Director of Brooks Brothers (Japan), Ltd. (current)</p> <p>May 2023 Director of PONTETORTO S.p.A. (current)</p> <p>June 2023 Director and Executive Officer of the Company In charge of Corporate Administration (current) In charge of Diversity Promotion (current)</p> <p>June 2024 Director and Senior Executive Officer of the Company (current)</p>	6,000 shares
		<p>Reasons for nomination as a candidate for Director: As a Director and Senior Executive Officer, Mr. Keiichi Shirokoda carries out an appropriate role in stabilizing the financial base and strengthening governance. As a Director of Brooks Brothers (Japan), Ltd. and PONTETORTO S.p.A., he promotes the growth of the clothing business and the improvement of management efficiency. He also has a wealth of experience and knowledge of management and the Company's business, having served as the head of the Company's Corporate Administration. He was also involved in the formulation of the Medium-term Management Plan announced by the Company on May 20, 2024 and currently leads the corporate reform to towards realizing the Medium-term Management Plan as Director and Senior Executive Officer.</p> <p>Therefore, the Company requests the reelection of Mr. Shirokoda as a Director as he is an indispensable person to increase the medium- to long-term corporate value of the Company and implement and realize the Medium-term Management Plan.</p>	

Candidate number	Name (date of birth)	Career summary, position and responsibilities at the Company, and significant concurrent occupations or positions at other organizations	Number of shares of the Company held
4	Kazutoshi Imai (June 24, 1965)	<p>April 1989 Joined the Company</p> <p>April 2010 Director of NEWYORKER LTD. (currently DAIDOH FORWARD LTD.)</p> <p>April 2014 Managing Director of NEWYORKER LTD. (currently DAIDOH FORWARD LTD.)</p> <p>June 2014 Executive Officer of the Company</p> <p>January 2017 Director of DAIDOH FORWARD LTD.</p> <p>April 2022 General Manager of Business Promotion Office for China and Asia (current) In charge of Legal Affairs for Business in China Chairman and General Manager of SHANGHAI NEWYORKER CLOTHING SALES CO., LTD.</p> <p>June 2024 Director and Executive Officer of the Company (current) In charge of Real Estate and Leasing Business (current) In charge of Business Promotion in China and Asia and General Manager of Business Promotion Office for China and Asia (current) Representative Director and Executive Vice President of DAIDOH FORWARD LTD. (current)</p>	8,600shares
		<p>Reasons for nomination as a candidate for Director: As Director and Executive Officer of the Company and serving as a head of the Company's retail division, Mr. Kazutoshi Imai carries out an appropriate role in promoting the improvement of management efficiency and profitability of the Real Estate and Leasing Business. He also has a wealth of knowledge and practical experience of management and the Clothing Business. He currently serves as Representative Director and Executive Vice President of DAIDOH FORWARD LTD. and leads the corporate reform towards realizing the Medium-term Management Plan announced by the Company on May 20, 2024. Therefore, the Company requests the reelection of Mr. Imai as a Director as he is an indispensable person to increase the medium- to long-term corporate value of the Company and implement and realize the Medium-term Management Plan.</p>	

Candidate number	Name (date of birth)	Career summary, position and responsibilities at the Company, and significant concurrent occupations or positions at other organizations	Number of shares of the Company held
5	Taise Kuboki (September 11, 1959)	<p>April 1982 Joined World Co., Ltd.</p> <p>June 2005 Executive Officer and Manager of Commodity Business of World Co., Ltd.</p> <p>June 2008 Members of the Board and Managing Executive Officer of World Co., Ltd. President & Representative Director of the Board of World Store Partners Co., Ltd.</p> <p>May 2010 Director, Senior Managing Executive Officer, and Executive General Manager of Sales Headquarters of Adastria Co., Ltd.</p> <p>April 2014 Representative Director and President of Yu-Shin Creation Co., Ltd.</p> <p>July 2016 Representative Director and President of BASE Co., Ltd.</p> <p>January 2019 Established Walls and Bridges Consulting firm LLC. Representative Partner (current)</p> <p>June 2024 External Director of the Company (current)</p>	– shares
		<p>Reasons for nomination as a candidate for External Director and expected roles:</p> <p>Having served as a director of several listed apparel companies and EC service companies, Mr. Taise Kuboki has a wealth of experience and knowledge in the business domain of the Company. Based on his practical experience and knowledge of brand management and product planning and design, the Company expects him to contribute to strengthening the supervisory function of the Board of Directors and securing the transparency of the management by giving opinion and advice beneficial to the management of the Company and taking a supervisory role at the Board of Directors from an independent standpoint.</p> <p>Therefore, the Company requests the reelection of Mr. Kuboki as an External Director as he is an indispensable person to increase the medium-to long-term corporate value of the Company and implement and realize the Medium-term Management Plan announced by the Company on May 20, 2024.</p>	

Candidate number	Name (date of birth)	Career summary, position and responsibilities at the Company, and significant concurrent occupations or positions at other organizations	Number of shares of the Company held
6	Michio Osawa (February 2, 1956)	<p>April 1978 Joined Kashiyama Co., Ltd. (currently Onward Holdings Co., Ltd.)</p> <p>March 2006 Executive Officer of Onward Kashiyama Co., Ltd. (currently Onward Holdings Co., Ltd., omitted below)</p> <p>September 2007 Managing Director of Onward Trading Co., Ltd. (currently Onward Corporate Design Co., Ltd., omitted below)</p> <p>March 2009 Representative Director and President of Onward Trading Co., Ltd.</p> <p>September 2012 Managing Executive Officer of Onward Holdings Co., Ltd.</p> <p>March 2015 Representative Director and Chairman of Onward Trading Co., Ltd.</p> <p>September 2015 Representative Director and President of Onward J Bridge Co., Ltd.</p> <p>March 2016 Director and Senior Managing Executive Officer of Onward Kashiyama Co., Ltd. Director and Chairman of Onward Trading Co., Ltd.</p> <p>March 2017 Representative Director and President, and Executive Officer of Onward Kashiyama Co., Ltd.</p> <p>May 2018 Senior Managing Director of Onward Holdings Co., Ltd.</p> <p>May 2019 Representative Senior Managing Director of Onward Holdings Co., Ltd.</p> <p>March 2020 Chairman and Director of Onward Kashiyama Co., Ltd.</p> <p>June 2020 Chairperson of Fashion Industry SCM Promotion Association</p> <p>June 2021 Chairman of Japan Apparel Fashion Industry Council</p> <p>September 2021 Auditor of Taisei Printing Co., Ltd. (current)</p> <p>September 2022 Special Advisor of Across Transport Corp. Special Advisor of Tokyo Nohin Daiko Co., Ltd.</p> <p>June 2024 External Director of the Company (current)</p>	– shares

		<p>Reasons for nomination as a candidate for External Director and expected roles:</p> <p>After joining a listed apparel company, Mr. Michio Osawa has held representative director and director positions at the company and its affiliated companies, and has extensive experience and achievements in the apparel business and corporate management, as well as a broad range of knowledge and expertise. He also has vast knowledge and experience in the textile and distribution industries in general. The Company expects him to contribute to strengthening the supervisory function of the Board of Directors and securing the transparency of the management by giving opinion and advice beneficial to the management of the Company and taking a supervisory role at the Board of Directors from an independent standpoint.</p> <p>Therefore, the Company requests the reelection of Mr. Osawa as an External Director as he is an indispensable person to increase the medium- to long-term corporate value of the Company and implement and realize the Medium-term Management Plan announced by the Company on May 20, 2024.</p>
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Candidate number	Name (date of birth)	Career summary and position at the Company, and significant concurrent occupations or positions at other organizations	Number of shares of the Company held
7	Maako Kido (August 28, 1961)	<p>February 1979 Joined Hirofumi Yoshida Office Co. Ltd.</p> <p>April 1997 Member of the Traditional Craft Industries Council, Ministry of Economy, Trade and Industry</p> <p>September 2006 Principal Artist of Gakken Maako Kido Art School (current)</p> <p>April 2007 Member of the Broadcasting Program Advisory Council, TV TOKYO Corporation</p> <p>July 2007 CSR Roundtable Member of Central Nippon Expressway Company Limited</p> <p>October 2007 Advisor of CENTRAL JAPAN INTERNATIONAL AIRPORT COMPANY, LIMITED</p> <p>December 2012 Outside Director of Gakken Holdings Co., Ltd.(current)</p> <p>April 2015 Member of the Broadcast and Human Rights / Other Related Rights Committee, Broadcasting Ethics & Program Improvement Organization</p> <p>June 2017 Director of Incorporated Educational Institution of Tanaka Chiyo Gakuen</p> <p>June 2021 External Corporate Auditor of the Company (current)</p> <p>June 2023 Outside Board Member of CENTRAL JAPAN INTERNATIONAL AIRPORT COMPANY, LIMITED (current)</p> <p>May 2025 Councilor of Incorporated Educational Institution of Tanaka Chiyo Gakuen (current)</p>	– shares
		<p>Reasons for nomination as a candidate for External Director and expected roles:</p> <p>Ms. Maako Kido has performed appropriate audits from an objective standpoint as External Corporate Auditor of the Company. She also has served as an external director of other companies and a director of an educational institution, through which she gained knowledge and experience in overall management. Based on such achievements, the Company expects her to contribute to strengthening the supervisory function of the Board of Directors and securing the transparency of the management by giving opinion and advice beneficial to the management of the Company and taking a supervisory role at the Board of Directors from an independent standpoint.</p> <p>Therefore, the Company requests the election of Ms. Kido as a new External Director as she is an indispensable person to increase the medium-to long-term corporate value of the Company and implement and realize the Medium-term Management Plan announced by the Company on May 20, 2024.</p>	

- Notes:
1. Mr. Masahiro Yamada concurrently serves as Representative Director and CEO of GEMINI Strategy Group Inc., and the Company has signed a consulting agreement with GEMINI Strategy Group Inc.
 2. No special relationship exists between the Company and the other candidates.
 3. Ms. Maako Kido (Maako Yoshida on the family register) is a candidate for a new External Director.
 4. Mr. Taise Kuboki and Mr. Michio Osawa are candidates for External Directors.
 5. Mr. Taise Kuboki and Mr. Michio Osawa are currently External Directors of the Company. Each of them will have served as an External Director for one (1) year at the conclusion of this Ordinary General Meeting of Shareholders.
 6. Ms. Maako Kido is currently External Corporate Auditor of the Company. She will have served as an External Corporate Auditor for four (4) years at the conclusion of this Ordinary General Meeting of Shareholders.
 7. The Company's Articles of Incorporation provide that the Company may enter into a contract for limitation of liability with its External Directors. Pursuant to this provision, if Mr. Taise Kuboki and Mr. Michio Osawa assume office as Directors, the Company plans to continue the said contract for limitation of liability with each of them. Under the said contract, the amount of liability for damages is up to the minimum liability amount provided by law.
 8. The Company's Articles of Incorporation provide that the Company may enter into a contract for limitation of liability with its External Directors. Pursuant to this provision, if Ms. Maako Kido assumes office as Director, the Company plans to enter into the said contract for limitation of liability with her. Under the said contract, the amount of liability for damages is up to the minimum liability amount provided by law.
 9. Mr. Taise Kuboki and Mr. Michio Osawa have been registered as independent directors as set forth by the provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. If their reelection as External Directors is approved, they will continue to be independent directors.
 10. Ms. Maako Kido meets the requirements for independent directors as set forth by the provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. If her election as External Director is approved, she will be registered as an independent director.
 11. The Company shall enter into a directors and officers liability insurance contract, as stipulated under Article 430-3, Paragraph 1 of the Companies Act, with an insurance company, designating all of its Directors as the insured. The contract shall cover potential compensation for damages, litigation costs, etc. that the insured may incur in the course of performing their duties. Each candidate will be included as the insured under this contract if they assume office. The Company plans to renew the contract with the same terms and conditions at the time of the next renewal.

Item 3: Election of Two (2) Corporate Auditors

Of the incumbent three (3) Corporate Auditors of the Company, the term of office of Mr. Kanai Tozawa and Ms. Maako Kido will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company is requesting the election of two (2) Corporate Auditors. The Board of Corporate Auditor has given its consent to this item.

The candidates for Corporate Auditor are as follows:

Candidate number	Name (date of birth)	Career summary and position at the Company, and significant concurrent occupations or positions at other organizations		Number of shares of the Company held
1	Kiyokazu Naito (April 4, 1963)	April 1986	Joined the Company	8,100 shares
		March 2016	General Manager, Public Relations Office of the Company	
April 2019	Executive Officer and General Manager of Management Planning Office of the Company			
October 2021	Internal Auditor, Internal Audit Office of the Company (current)			
August 2022	Assistant Corporate Auditor of the Company (current)			
April 2025	Corporate Auditor of Brooks Brothers (Japan), Ltd. (current)			
May 2025	Corporate Auditor of DAIDOH FORWARD LTD. (current)			
		Reasons for nomination as a candidate for Corporate Auditor: Mr. Kiyokazu Naito has held responsibility for the Management Planning Department and Public Relations Department as an Executive Officer, and has worked to enhance the corporate value in the medium to long term. He currently serves as an Internal Auditor and Assistant Corporate Auditor, and has extensive experience and achievements, as well as a broad knowledge and insight related to the Company’s business domain. His experience and achievements qualify him to conduct appropriate audits from an objective standpoint and take a role in strengthening supervision and compliance of the management. Therefore, the Company requests the election of Mr. Naito as Corporate Auditor.		

Candidate number	Name (date of birth)	Career summary and position at the Company, and significant concurrent occupations or positions at other organizations	Number of shares of the Company held
2	Tomoko Shimada (October 31, 1977)	<p>April 2000 Joined Century Ota Showa & Co. (currently Ernst & Young ShinNihon LLC) Tokyo Office</p> <p>September 2017 Established Shimada Certified Public Accountant Office (current)</p>	– shares
		Reasons for nomination as a candidate for External Corporate Auditor: Ms. Tomoko Shimada has never been directly involved in corporate management. However, she has experienced audits of many listed companies and advisory business at a major audit firm, and currently represents her own certified public accountant office, through which she gained knowledge and experience in overall management. In addition, she has a broad knowledge and expertise as a certified public accountant. Such experience and achievements qualify her to conduct appropriate audits from an objective and independent standpoint and take a role in strengthening supervision and compliance of the management. Therefore, the Company requests the election of Ms. Shimada as External Corporate Auditor.	

- Notes:
1. No special relationship exists between the Company and the above candidates.
 2. Ms. Tomoko Shimada is a candidate for a new External Corporate Auditor.
 3. The Company's Articles of Incorporation provide that the Company may enter into a contract for limitation of liability with its Corporate Auditors. Pursuant to this provision, if Mr. Kiyokazu Naito and Ms. Tomoko Shimada assume office as Corporate Auditors, the Company plans to enter into the said contract for limitation of liability with each of them. Under the said contract, the amount of liability for damages is up to the minimum liability amount provided by law.
 4. Ms. Tomoko Shimada meets the requirements for independent auditors as set forth by the provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. If her election as External Corporate Auditor is approved, she will be registered as an independent auditor.
 5. The Company shall enter into a directors and officers liability insurance contract, as stipulated under Article 430-3, Paragraph 1 of the Companies Act, with an insurance company, designating all of its Corporate Auditors as the insured. The contract shall cover potential compensation for damages, litigation costs, etc. that the insured may incur in the course of performing their duties. Each candidate will be included as the insured under this contract if they assume office. The Company plans to renew the contract with the same terms and conditions at the time of the next renewal.

Item 4: Election of Two (2) Corporate Auditor Substitutes

The effect of the election of Mr. Kiyokazu Naito and Mr. Akito Takahashi, who were elected Corporate Auditor substitutes at the 100th Ordinary General Meeting of Shareholders held on June 29, 2023, shall expire at the beginning of the Ordinary General Meeting of Shareholders pertaining to the last fiscal year ending within two years of their election, as stipulated in Article 30, Paragraph 2 of the Company's Articles of Incorporation. To prepare for a potential shortfall in the number of Corporate Auditors below the minimum limit stipulated by laws and regulations or the Articles of Incorporation, the Company requests the election of Mr. Hidetoshi Hagiwara as a substitute for Full-time Corporate Auditor and Mr. Akito Takahashi as a substitute for External Corporate Auditor.

The Board of Corporate Auditors have given its consent to this Item.

The candidates for Corporate Auditor substitutes are as follows:

The candidates for Corporate Auditor substitutes are as follows:			
Candidate number	Name (date of birth)	Career summary and position at the Company, and significant concurrent occupations or positions at other organizations	Number of shares of the Company held
1	Hidetoshi Hagiwara (June 23, 1965)	April 1989 Joined the Company April 2014 Director of NEWYORKER LTD. (currently DAIDOH FORWARD LTD.) June 2019 Executive Officer and General Manager, Personnel Administration Office of the Company January 2021 Director of Brooks Brothers (Japan), Ltd. April 2022 Representative Director and President of DAIDOH FORWARD LTD. June 2023 Director and Executive Officer of the Company May 2024 Manager of Human Resources & General Affairs Office of the Company (current)	6,100 shares
		Reasons for nomination as a candidate for Full-time Corporate Auditor substitute: As Director and Executive officer of the Company and having served as President and Representative Director of DAIDOH FORWARD LTD, Mr. Hidetoshi Hagiwara, has carried out an appropriate role in promoting the improvement of profitability of the Clothing Business and Real Estate and Leasing Business. He also has a wealth of experience and knowledge as the head of the Company’s Corporate Administration. Such experiences qualify him to conduct appropriate audits from an objective standpoint and take a role in strengthening supervision and compliance of the management. Therefore, the Company requests the election of Mr. Hagiwara as a substitute for Full-time Corporate Auditor.	

Candidate number	Name (date of birth)	Career summary and position at the Company, and significant concurrent occupations or positions at other organizations	Number of shares of the Company held
2	Akito Takahashi (March 30, 1975)	<p>April 2000 Attorney (registered with the Daini Tokyo Bar Association)</p> <p>April 2005 Registered as attorney in the state of New York</p> <p>December 2015 Outside Director of ACK Group Co., Ltd. (currently Oriental Consultants Holdings Company Limited) (current)</p> <p>February 2018 Outside Director (Audit and Supervisory Committee Member) of OSG Corporation (current)</p>	- shares
		<p>Reasons for nomination as a candidate for External Corporate Auditor substitute:</p> <p>Mr. Akito Takahashi has never been involved in corporate management except as outside director, but he is capable of conducting appropriate audits from an objective standpoint based on the considerable experience and achievements, as well as a broad range of knowledge and insight, that he developed as an attorney versed in law. His experience and achievements qualify him to take a role in strengthening supervision and compliance of the management. Therefore, the Company requests the election of Mr. Takahashi as a substitute for External Corporate Auditor.</p>	

- Notes:
1. No special relationship exists between the Company and the above candidates.
 2. The Company's Articles of Incorporation provide that the Company may enter into a contract for limitation of liability with its Corporate Auditors. Pursuant to this provision, if the number of Corporate Auditors falls below the statutory minimum and the above candidates assume office as Corporate Auditors, the Company plans to enter into the said contract for limitation of liability with the Full-time Corporate Auditor and External Corporate Auditor. Under the said contract, the amount of liability for damages is up to the minimum liability amount provided by law.
 3. Mr. Akito Takahashi meets the requirements for independent auditors as set forth by the provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. If his election as External Corporate Auditor is approved, he will be registered as an independent auditor.
 4. If the above candidates assume office as Corporate Auditors, the Company shall enter into a directors and officers liability insurance contract, as stipulated under Article 430-3, Paragraph 1 of the Companies Act, with an insurance company, designating its Corporate Auditors as the insured. The contract shall cover potential compensation for damages, litigation costs, etc. that the insured may incur in the course of performing their duties, and they will be included as the insured under this contract.

(Reference) The skill matrix of the Directors and Corporate Auditors, in the event that Items 2 and 3 are approved at this Ordinary General Meeting of Shareholders, is as follows:

	Name	Current position at the Company	Knowledge and experience expected of the Directors and Corporate Auditors						
			Company Management Corporate Strategy	Retail, Sales, Marketing	Finance and Accounting	Legal Risk Management	IT Digital	International Experience Overseas Business	ESG, Sustainability, Diversity
Director	Masahiro Yamada	Representative Director and Chairman & Group CEO	●	●	●		●		
	Koichiro Naruse	Representative Director and President & Group COO	●	●	●		●	●	
	Keiichi Shirokoda	Director and Senior Executive Officer & Group CFO	●		●	●	●		●
	Kazutoshi Imai	Director and Executive Officer	●	●				●	●
	Taise Kuboki	External Director	●	●			●		
	Michio Osawa	External Director	●	●				●	●
	Maako Kido	External Director				●	●		●
Corporate Auditor	Kiyokazu Naito	Full-time Corporate Auditor	●	●	●	●		●	
	Masakuni Takeda	External Corporate Auditor			●	●	●		●
	Tomoko Shimada	External Corporate Auditor	●		●	●			●

Note: The above contents are not an exhaustive indication of each person's insights and experience.

End