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Securities Code: 3415

April 8, 2025

Start date of measures for electronic provision: April 1, 2025

To our shareholders:

Masato Tani, Representative Director and CEO

TOKYO BASE CO., LTD.

3-11-13, Minami-Aoyama, Minato-ku, Tokyo

Notice of the 17th Annual General Meeting of Shareholders

We would like to inform you that the 17th Annual General Meeting of Shareholders of TOKYO BASE CO., LTD. (the “Company”) will be held as follows.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the websites below. Please access any of those websites to review the information.

The Company’s website:

<https://tokyobase.co.jp/> (in Japanese)

(From the above website, select “IR,” and then select “株主総会” (General Meeting of Shareholders) in “IR MENU.”)

Tokyo Stock Exchange website (Listed Company Search):

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

(Access the website of Tokyo Stock Exchange, Inc. by using the Internet address shown above, enter “TOKYO BASE” in “Issue name (company name)” or the Company’s securities code “3415” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

You may exercise your voting rights in writing (by postal mail) or via the Internet instead of attending the meeting in person. Please review the Reference Documents for the General Meeting of Shareholders, refer to the “Guide to Exercising Voting Rights” (in Japanese only), and exercise your voting rights by 6:30 p.m. on Tuesday, April 22, 2025 (JST).

- 1. Date and Time:** Wednesday, April 23, 2025 at 10:30 a.m. (JST)
(Reception start time: 10:00 a.m.)
- 2. Venue:** Press Room, Head Office, TOKYO BASE CO., LTD., Shin-Aoyama Tokyu Building
11F
3-11-13, Minami-Aoyama, Minato-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. Report on the Business Report, Consolidated Financial Statements and results of audits of the Consolidated Financial Statements by the financial auditors and the Audit & Supervisory Committee for the 17th fiscal year (from February 1, 2024 to January 31, 2025)
2. Report on the Non-consolidated Financial Statements for the 17th fiscal year (from February 1, 2024 to January 31, 2025)

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Four Directors (Excluding Directors Who Are Audit & Supervisory Committee Members) |
| Proposal No. 3 | Election of Four Directors Who Are Audit & Supervisory Committee Members |

For this General Meeting of Shareholders, the Company shall send paper-based documents stating items subject to measures for electronic provision to all shareholders regardless of whether or not delivery of paper-based documents has been requested. Among items for which measures for providing information in electronic format are to be taken, the following items are not provided in the documents to be delivered as provided for by the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company.

■Business Report

- System to ensure the properness of operations and the status of operations of the system
- Basic policy on the control of the company
- Policy on the determination of dividends of surplus, etc.

■Consolidated Financial Statements

- Consolidated Statements of Changes in Net Assets
- Notes to Consolidated Financial Statements

■Non-consolidated Financial Statements

- Statement of Changes in Net Assets
- Notes to Non-consolidated Financial Statements

Consequently, the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements provided in the said documents consist of part of the documents that were audited by the financial auditors or the Audit & Supervisory Committee in preparing financial audit report or audit report. In addition, if revisions to the items for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website and the Tokyo Stock Exchange website shown above.

The Company will provide gifts to shareholders attending the meeting in person. (Regardless of the number of voting cards submitted, there will be one gift for each shareholder attending the meeting in person.)

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company believes that continuously working for stable dividends, while giving overall consideration to consolidated business results, internal reserves to prepare for future business development and other factors, is a key management issue.

The Company hereby proposes the year-end dividend for the fiscal year under review as follows based on this policy and after taking into consideration business results, etc. for the fiscal year under review in order to respond to the consistent support of its shareholders.

Year-end dividends

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and their aggregate amount
¥5 per common share of the Company
Total dividends: ¥217,297,345
- (3) Effective date of dividends of surplus
April 24, 2025

Proposal No. 2 Election of Four Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

At the conclusion of this meeting, the terms of office of all four Directors (excluding Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire. Therefore, the Company proposes the election of four Directors.

Furthermore, in regard to this proposal, the Audit & Supervisory Committee of the Company has determined that all candidates qualify as Director.

The candidates for the role of a Director are as follows:

Candidate No.	Name	Position	Candidate attributes
1	Masato Tani	Representative Director and CEO	Reelection
2	Katsu Takagi	Director and CFO	Reelection
3	Ayushi Kubo	Director	Reelection
4	Hiroaki Takashita	Outside Director	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

Outside: Candidate for outside Director

Independent: Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masato Tani (October 12, 1983) Reelection	Apr. 2006 Joined DAYTONA INTERNATIONAL Co., Ltd. Apr. 2007 Manager, Business Department of the firm Dec. 2008 Founded the Company Representative Director and CEO of the Company (current position) Sept. 2016 Director of TOKYO BASE HONG KONG., Ltd. (current position) Mar. 2019 Executive Director of TOKYO BASE CHINA CO., LTD. Oct. 2021 Director of TOKYO BASE CHINA CO., LTD. (current position)	10,417,500 shares
Reasons for nomination as candidate for Director Mr. Masato Tani is the founding Representative Director and CEO of the Company, and he has driven the Company's growth to date. The Company believes that Mr. Tani will contribute to the Company's further growth going forward by leveraging his knowledge and experience nurtured through engaging in management thus far, demonstrating leadership to all officers and employees, and supervising important decision-making and business execution, and nominates him as a candidate for Director again. Attendance at Board of Directors meetings (number of times): 100% (20 of 20 meetings)			
2	Katsu Takagi (June 26, 1973) Reelection	Apr. 1996 Joined WORLD TEXTILE Co., Ltd. (currently World Co., Ltd.) Sept. 2005 Seconded to WORLD Fashion (China) Co., Ltd. General Manager of Corporate Planning Office Sept. 2012 Joined POINT Co., Ltd. (currently Adastria Co., Ltd.) Oct. 2012 Seconded to POINT (Shanghai) Co., Ltd. General Manager of North China region Feb. 2014 Seconded to Adastria Korea Co., Ltd. President and Director Apr. 2016 Seconded to Adastria (Shanghai) Co., Ltd. President and Director Apr. 2019 Joined the Company Jan. 2020 President and Director of TOKYO BASE CHINA CO., LTD. June 2020 Director of TOKYO BASE HONG KONG., Ltd. (current position) Oct. 2021 Executive Director of TOKYO BASE CHINA CO., LTD. (current position) Apr. 2022 Director of the Company (current position)	5,000 shares
Reasons for nomination as candidate for Director Mr. Katsu Takagi has experience in overseas business development, including China, and through his knowledge, experience, and leadership toward all officers and employees, as well as important decision-making and supervision of business execution, accumulated so far in such areas as store opening strategies and store development for the expansion of the Company's overseas business, as well as the establishment and operation of local organizations as general manager, the Company believes that he will contribute to the further growth of the Company going forward, and nominates him as a candidate for Director again. Attendance at Board of Directors meetings (number of times): 100% (20 of 20 meetings)			

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Ayushi Kubo (July 2, 1988) Reelection	Mar. 2011 Joined the Company Dec. 2012 Store Manager, STUDIOUS Minamihorie Store Sept. 2019 General Manager, STUDIOUS Sales Division Mar. 2020 General Manager, Education Promotion Office Dec. 2020 General Manager, A+ TOKYO Business Division Dec. 2022 General Manager, Sales Division Apr. 2024 Director of the Company (current position)	11,000 shares
<p>Reasons for nomination as candidate for Director Since joining the Company as one of the Company's first hired new graduates, Mr. Ayushi Kubo cultivated a wide-ranging career through serving as a store manager, merchandiser and education promoter. From December 2022, he was appointed General Manager, Sales Division, to be in charge of physical stores of all labels in Japan and overseas. The Company believes that Mr. Kubo will contribute to the Company's further growth going forward by leveraging his knowledge and experience nurtured thus far, demonstrating leadership to all officers and employees, and supervising important decision-making and business execution, and nominates him as a candidate for Director again.</p> <p>Attendance at Board of Directors meetings (number of times): 100% (16 of 16 meetings)</p>			
4	Hiroaki Takashita (February 21, 1962) Reelection Outside Independent	Feb. 1986 Representative Director of LE CIEL BLEU Co., Ltd. (currently RESTIR Inc.) June 2005 Representative Director of BALENCIAGA JAPAN LIMITED Apr. 2007 Representative Director of RESTIR Investment Co., Ltd. Aug. 2021 Representative Director of 246 Co., Ltd. (current position) Apr. 2024 Outside Director of the Company (current position)	- shares
<p>Reasons for nomination as candidate for outside Director and overview of the role expected Mr. Hiroaki Takashita has abundant and long-standing experience as a representative director at select shop companies and in a joint venture with a luxury brand. The Company anticipates that he can provide meaningful opinions on a wide range of issues, particularly in the creative areas, and nominates him as a candidate for outside Director again. At the conclusion of this meeting, Mr. Takashita's tenure as outside Director of the Company will have been one year.</p> <p>Attendance at Board of Directors meetings (number of times): 100% (16 of 16 meetings)</p>			

- Notes:
1. Mr. Hiroaki Takashita is a candidate for outside Director, and the Company has registered Mr. Takashita as an independent officer with the Tokyo Stock Exchange.
 2. Pursuant to the Company's Articles of Incorporation, the Company has entered into an agreement with Mr. Hiroaki Takashita to limit his liability for damages to the amount stipulated by laws and regulations. If the election of Mr. Hiroaki Takashita is approved, the Company plans to enter into an agreement having comparable contents with the said agreement with the candidate again.
 3. The Company will enter into a directors and officers liability insurance policy provided for under Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages, such as compensation for damages and litigation expenses that insureds are liable for, by means of the insurance policy in the event a shareholder or a third party, etc. raises a claim for compensation for damages. If the election of each candidate is approved and they assume the office of Director, they shall be included as the insured under the said insurance policy. Furthermore, the Company plans to renew the aforementioned policy having comparable contents at the time of next renewal.
 4. There is no special interest between any of the candidates and the Company.

Proposal No. 3 Election of Four Directors Who Are Audit & Supervisory Committee Members

The terms of office of all three Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this meeting. Accordingly, the Company proposes the election of four Directors who are Audit & Supervisory Committee Members, increasing the number of Directors who are Audit & Supervisory Committee Members by one to strengthen and enhance its audit system.

The consent of the Audit & Supervisory Committee has been obtained for this proposal.

The candidates for the role of a Director who is an Audit & Supervisory Committee Member are as follows:

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Yozaburo Sasaki (November 5, 1971) Reelection Outside Independent	<div> <div>Apr. 1994</div> <div>Joined Japan Asia Investment Co., Ltd.</div> </div> <div> <div>Apr. 2000</div> <div>Joined Synox Inc.</div> </div> <div> <div>Apr. 2001</div> <div>Joined Dream Incubator Inc.</div> </div> <div> <div>Jan. 2004</div> <div>Joined Art Food International Inc.</div> </div> <div> <div>June 2004</div> <div>Joined REINS international inc.</div> </div> <div> <div>Apr. 2011</div> <div>Registered as a Small and Medium Enterprise Management Consultant</div> </div> <div> <div>May 2014</div> <div>Full-time outside Audit & Supervisory Board Member of the Company</div> </div> <div> <div>May 2017</div> <div>Outside Director and full-time Audit & Supervisory Committee Member of the Company (current position)</div> </div> <div> <div>June 2024</div> <div>Corporate Auditor of KYCC Corporation (current position)</div> </div>	18,000 shares
	<p>Reasons for nomination as candidate for outside Director who is an Audit & Supervisory Committee Member and overview of the role expected</p> <p>Mr. Yozaburo Sasaki has consulting experience relating to small- and medium-sized enterprises as a Small and Medium Enterprise Management Consultant. The Company expects that Mr. Sasaki will contribute to resolving issues before problems arise in organizational development and governance in the course of the Company's growth and nominates him again as a candidate for outside Director who is an Audit & Supervisory Committee Member. At the conclusion of this meeting, Mr. Sasaki's tenure as outside Director of the Company will have been seven years and 11 months. Mr. Sasaki has never in the past been involved in the management of a company except as an outside Director or outside Audit & Supervisory Board Member. However, the Company judges that he will appropriately carry out his duties as an outside Director who is an Audit & Supervisory Committee Member based on the above reasons.</p> <p>Attendance at Board of Directors meetings (number of times): 100% (20 of 20 meetings)</p> <p>Attendance at Audit & Supervisory Committee meetings (number of times): 100% (14 of 14 meetings)</p>		

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Xu Jin (July 25, 1968) Reelection Outside Independent	Apr. 1995 Joined Mitsubishi Electric Corporation June 1996 Joined XROSS WAVE INC. Apr. 2000 Joined Access Port Co., Ltd. (currently JWord Inc.) Mar. 2003 Founder and Representative Director of Taishin LLC Feb. 2007 Standing Statutory Auditor of S-Pool, Inc. (current position) Feb. 2010 Statutory Auditor of S-Pool Human Solutions, Inc. (current position) June 2010 Statutory Auditor of Work Happiness Farm (currently S-Pool Plus, Co., Ltd.) (current position) Dec. 2013 Statutory Auditor of S-Pool Logistics, Inc. (current position) Nov. 2014 Standing Auditor of S-Pool Sales Support, Inc. (current position) Dec. 2014 Outside Audit & Supervisory Board Member of the Company May 2017 Outside Director and Audit & Supervisory Committee Member of the Company (current position) Dec. 2019 Statutory Auditor of S-Pool Link, Inc. (current position) June 2020 Statutory Auditor of blue dot green Inc. (current position) Dec. 2021 Statutory Auditor of S-Pool Glocal, Inc. (current position)	3,000 shares
Reasons for nomination as candidate for outside Director who is an Audit & Supervisory Committee Member and overview of the role expected The Company expects that Ms. Xu Jin will reflect her abundant experience and a wide range of knowledge gained as a standing statutory auditor of listed companies in the audits of the Company and nominates her again as a candidate for outside Director who is an Audit & Supervisory Committee Member. At the conclusion of this meeting, Ms. Jin's tenure as outside Director of the Company will have been seven years and 11 months. Attendance at Board of Directors meetings (number of times): 100% (20 of 20 meetings) Attendance at Audit & Supervisory Committee meetings (number of times): 100% (14 of 14 meetings)			

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Koichi Matsumoto (March 26, 1980) Reelection Outside Independent	<p>Sept. 2003 Joined AGS Consulting Co., Ltd.</p> <p>Jan. 2006 Joined Shinko Securities Co., Ltd. (currently Mizuho Securities Co., Ltd.)</p> <p>Sept. 2012 Joined Plus Alpha Consulting Co., Ltd.</p> <p>Oct. 2014 Joined SMBC Nikko Securities Inc.</p> <p>Aug. 2017 Representative Director of Ambigram Co., Ltd. (current position)</p> <p>Sept. 2017 Outside Director of Lovable Marketing Group, inc. (current position)</p> <p>Aug. 2018 Representative Director of Appia Co., Ltd. (current position)</p> <p>Dec. 2019 Outside Auditor of RICHKA Inc. (current position)</p> <p>Nov. 2020 Outside Audit & Supervisory Board Member of Future Link Network Co., Ltd. (current position)</p> <p>Dec. 2020 Outside Audit & Supervisory Board Member of AGEHA, Inc. (current position)</p> <p>June 2021 Outside Audit & Supervisory Board Member of GIMIC CO., LTD. (current position)</p> <p>Dec. 2021 Outside Audit & Supervisory Board Member of myhm, inc. (current position)</p> <p>Feb. 2022 Outside Director of KOL Technologies Co., Ltd. (current position)</p> <p>Apr. 2023 Outside Director and Audit & Supervisory Committee Member of the Company (current position)</p> <p>June 2024 Outside Audit & Supervisory Board Member of BlueMeme Inc. (current position)</p> <p>Oct. 2024 Outside Director (Audit and Supervisory Committee Member) of AI FUSION CAPITAL GROUP CORP. (current position)</p> <p>Oct. 2024 Audit & Supervisory Board Member of Future Venture Capital Co.,Ltd. (current position)</p>	- shares
<p>Reasons for nomination as candidate for outside Director who is an Audit & Supervisory Committee Member and overview of the role expected</p> <p>The Company expects that Mr. Koichi Matsumoto will reflect his abundant experience and a wide range of insight gained in consulting, mainly for corporations, and as an outside director and audit & supervisory board member in the audits of the Company and nominates him again as a candidate for outside Director who is an Audit & Supervisory Committee Member. At the conclusion of this meeting, Mr. Matsumoto's tenure as outside Director of the Company will have been two years.</p> <p>Attendance at Board of Directors meetings (number of times): 100% (20 of 20 meetings)</p> <p>Attendance at Audit & Supervisory Committee meetings (number of times): 100% (14 of 14 meetings)</p>			

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
4	Munenori Shibuya (December 12, 1977)	Sept. 2001	Joined NIPPON SYSTEM CREATE CO., LTD.	- shares
	New election Outside Independent	Apr. 2011	Registered as a Small and Medium Enterprise Management Consultant	
		Apr. 2020	Representative Member of Shinteisha LLC (current position)	
		Reasons for nomination as candidate for outside Director who is an Audit & Supervisory Committee Member and overview of the role expected Mr. Munenori Shibuya has been involved in supporting corporate management for many years, centered on building information systems, and has wide-ranging knowledge on overall corporate management as a Small and Medium Enterprise Management Consultant. The Company anticipates that he can provide meaningful opinions on IT control and other general governance, and newly nominates him as a candidate for outside Director who is an Audit & Supervisory Committee Member.		

- Notes:
1. Mr. Yozaburo Sasaki, Ms. Xu Jin, Mr. Koichi Matsumoto and Mr. Munenori Shibuya are candidates for outside Director who is an Audit & Supervisory Committee Member.
 2. The Company has registered Mr. Yozaburo Sasaki, Ms. Xu Jin and Mr. Koichi Matsumoto as independent officers with the Tokyo Stock Exchange. Mr. Munenori Shibuya satisfies the requirements for an independent officer as stipulated by the Tokyo Stock Exchange, and if his election is approved, the Company plans to designate him as an independent officer.
 3. Pursuant to the Company's Articles of Incorporation, the Company has entered into an agreement with Mr. Yozaburo Sasaki, Ms. Xu Jin and Mr. Koichi Matsumoto to limit their liability for damages to the amount stipulated by laws and regulations. If the election of Mr. Yozaburo Sasaki, Ms. Xu Jin and Mr. Koichi Matsumoto is approved, the Company plans to enter into an agreement having comparable contents with the said agreement with each candidate again. If the election of Mr. Munenori Shibuya is approved, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to Article 427, paragraph (1) of the said Act. The maximum amount of liability for damages under such agreement shall be the minimum liability amount stipulated in Article 425, paragraph (1) of the said Act.
 4. The Company will enter into a directors and officers liability insurance policy provided for under Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages, such as compensation for damages and litigation expenses that insureds are liable for, by means of the insurance policy in the event a shareholder or a third party, etc. raises a claim for compensation for damages. Each candidate shall be included as the insured under the said insurance policy. Furthermore, the Company plans to renew the aforementioned policy having comparable contents at the time of next renewal.
 5. There is no special interest between any of the candidates and the Company.

[Reference]

If Proposals No. 2 and No. 3 are approved as proposed at this Annual General Meeting of Shareholders, the composition and expertise of the Board of Directors will be as follows.

Director				Corporate Manage- ment	Mer- chandise SCM	Sales Market- ing	Over- seas Business	Organi- zation / Human Re- sources Human Re- sources Develop- ment	IT / Digital	Finance / Account- ing Financing M&A	Legal Affairs Com- pliance	ESG
	Masato Tani	Inside		•	•	•	•	•	•	•	•	•
	Katsu Takagi	Inside		•			•	•		•	•	•
	Ayushi Kubo	Inside			•	•	•	•	•			
	Hiroaki Takashita	Independent Outside		•	•	•			•	•		
	Yozaburo Sasaki	Independent Outside	Audit & Supervisory Committee Member (Full-time)	•					•	•	•	•
	Xu Jin	Independent Outside	Audit & Supervisory Committee Member	•			•				•	•
	Koichi Matsumoto	Independent Outside	Audit & Supervisory Committee Member	•				•		•	•	•
	Munenori Shibuya	Independent Outside	Audit & Supervisory Committee Member	•					•	•	•	