

Securities identification code: 7599

May 13, 2021

To our shareholders:

Yusuke Hatori  
Representative Director

**IDOM Inc.**

Tokyo Building, 2-7-3, Marunouchi,  
Chiyoda-ku, Tokyo, Japan

## **NOTICE OF THE 27TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that IDOM Inc. (the “Company”) will hold the 27th Ordinary General Meeting of Shareholders as described below.

**To help prevent the spread of COVID-19 infection, we respectfully ask that you consider exercising your voting rights by postal mail prior to the meeting, and refrain from attending the meeting, irrespective of the status of your health.**

**Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 6:30 p.m., Thursday, May 27, 2021 (Japan Standard Time).**

We may take the temperature of shareholders near the entrance. In addition, shareholders may be refused admission if they are considered to have a fever, to be physically vulnerable, or to have traveled overseas within the last 14 days. If you are a shareholder who has traveled overseas within the last 14 days, please inform us of that fact at the reception desk.

The above plan and the handling of the shareholders’ meeting may change depending on the spread of coronavirus infections and the government’s announcements and other announcements up to the date of the shareholders’ meeting. Please visit the Company’s website (<https://221616.com/idom/investor/>) for more information.

## Meeting Details

1. **Date and time:** Friday, May 28, 2021 at 10:00 a.m. (Japan Standard Time)
2. **Venue:** Hilton Tokyo Bay 2F soara III  
1-8 Maihama, Urayasu-shi, Chiba
3. **Purposes:**

### **Items to be reported:**

1. Business Report and Consolidated Financial Statements for the 27th Term (from March 1, 2020 to February 28, 2021), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors.
2. Non-Consolidated Financial Statements for the 27th Term (from March 1, 2020 to February 28, 2021)

### **Items to be resolved:**

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of five (5) Directors
- Proposal 3:** Election of three (3) Auditors

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

### **Proposal 1:** Appropriation of surplus

The Company proposes the appropriation of surplus as follows:

Matters related to year-end dividends

In light of business earnings in the current fiscal year and future business development, the year-end dividend for the 27th Term shall be as follows:

- (1) Type of dividend property  
Cash
- (2) Allocation of dividend property and total amount thereof  
5.3 yen per common share of the Company  
Total amount of dividends: 532,159,215 yen
- (3) Effective date of distribution of dividends of surplus  
May 31, 2021

**Proposal 2:** Election of five (5) Directors

The term of appointment for all five (5) Directors will expire at the conclusion of this meeting, and accordingly the Company proposes the election of five (5) new Directors, including two (2) Outside Directors.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned	Attendance of the Meetings of the Board of Directors
1	Yusuke Hatori (January 20, 1971)  Reappointment  Tenure as Director: 25 years	<p>July 1995      Company Director  March 1999      Company Executive Director  February 2001      Company Senior Executive Director  June 2008      Company President (present position)</p> <p>[Significant concurrent positions outside the Company]  Gulliver Insurance Co., Ltd. Representative Director  Motoren Global Co., Ltd. Representative Director  Motoren Glanz Co., Ltd. Representative Director  IDOM Automotive Group Pty Ltd. Director</p> <p>[Reasons for nomination as candidate for Director]  Mr. Hatori has been contributing to the development of the Company's business for many years since its startup phase and has the greatest understanding of the entire Company. The Company has therefore determined that he will contribute to the sustainable growth of the Company and the enhancement of its corporate value and has nominated him as a candidate for Director.</p>	7,039,000	100% (5 of 5)
2	Takao Hatori (June 12, 1972)  Reappointment  Tenure as Director: 25 years	<p>July 1995      Company Director  January 1996      Established Forward Co., Ltd.  Representative Director (present position)  March 1999      Company Executive Director  May 2006      Company Senior Executive Director  June 2008      Company President (present position)</p> <p>[Significant concurrent positions outside the Company]  Forward Co., Ltd. Representative Director</p> <p>[Reasons for nomination as candidate for Director]  Mr. Hatori has been contributing to the development of the Company's business for many years since its startup phase and has the greatest understanding of the entire Company. The Company has therefore determined that he will contribute to the sustainable growth of the Company and the enhancement of its corporate value and has nominated him as a candidate for Director.</p>	3,039,000	100% (5 of 5)

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned	Attendance of the Meetings of the Board of Directors
3	Masaru Ohta (September 25, 1964)  Reappointment  Tenure as Director: 5 years	<p>March 1997    Joined the Company.</p> <p>April 2008    Company Team Leader of Direct Sales Promotion</p> <p>April 2009    Executive Officer of the Company</p> <p>May 2016    Company Director Gulliver Company Team Leader</p> <p>April 2017    Company Director Team Leader of Expert Business Division</p> <p>April 2018    Company Director Team Leader of General Business Division</p> <p>April 2019    Company Director in charge of Real Sales Division (present position)</p> <p>[Significant concurrent positions outside the Company] There is no significant concurrent position.</p> <p>[Reasons for nomination as candidate for Director] Mr. Ohta joined the Company in its early days and has gained a thorough knowledge of overall operation of its directly managed stores after many years of experience. The Company has therefore determined that he will contribute to the sustainable growth of the Company and the enhancement of its corporate value and has nominated him as a candidate for Director.</p>	7,190	100% (5 of 5)

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned	Attendance of the Meetings of the Board of Directors
4	<p>Jun Sugie (June 23, 1956)</p> <p>Reappointment / Independent / Outside</p> <p>Tenure as Outside Director:4 years</p>	<p>April 1979      Joined Ministry of Finance</p> <p>July 2007      National Tax Agency Deputy Commissioner (Large Enterprise Examination and Criminal Investigation)</p> <p>July 2008      Kantoshinetsu Regional Taxation Bureau Chief</p> <p>July 2009      National Tax Agency Commissioner's Secretariat Deputy Commissioner (International Affairs)</p> <p>July 2011      Tokyo Regional Taxation Bureau Chief</p> <p>December 2012 Japan Securities Depository Center, Incorporated Inspector</p> <p>June 2014      Managing Director of Japan Securities Depository Center, Incorporated JASDEC DVP Clearing Corporation Managing Director</p> <p>June 2014      Managing Director of Japan Securities Depository Center, Incorporated JASDEC DVP Clearing Corporation Managing Director</p> <p>July 2015      Senior Executive Officer of Japan Securities Depository Center, Incorporated</p> <p>May 2017      Outside Director of the Company (present position)</p> <p>April 2018      Vice Chairman and Senior Director of the Investment Trusts Association, Japan (present position)</p> <p>June 2019      Outside Director of Sumitomo Mitsui Construction Co., Ltd. (present position)</p> <p>[Significant concurrent positions outside the Company] Vice Chairman and Senior Director of the Investment Trusts Association, Japan Outside Director of Sumitomo Mitsui Construction Co., Ltd.</p> <p>[Reasons for nomination as candidate for Outside Director and expected roles] Mr. Sugie has a high level of expertise in the tax and accounting fields and a wide range of experience and insights through many years of work experience. The Company has therefore determined that he will be able to provide useful advice on the Company's overall management by taking advantage of that expertise and experience and nominated him as a candidate for Outside Director.</p>	0	100% (5 of 5)

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned	Attendance of the Meetings of the Board of Directors
5	Kouichi Noda (January 11, 1966)  Reappointment / Independent / Outside  Tenure as Outside Director: 3 years	<p>April 1988      Joined Mitsubishi Bank, Ltd (MUFJ Bank, Ltd)</p> <p>June 1998      Graduated Harvard Business School</p> <p>July 1999      Joined Incs, Inc (SOLIZE Corporation)</p> <p>July 2004      Joined Rakuten, Inc.</p> <p>May 2005      Executive Officer, head of marketingmember services</p> <p>September 2006 Executive Officer, head of human resources</p> <p>January 2009   Executive Officer, head of financial business Office</p> <p>March 2009      Director, Rakuten Securities, Inc.</p> <p>January 2010   Auditor, Bitwallet, Inc. (Rakuten Edy, Inc.)</p> <p>February 2011   Executive Officer, head of business development office</p> <p>February 2013   Executive Officer, head of global human resources</p> <p>December 2016 Chief Human Resources Officer, Walmart Japan Holdings, K.K.</p> <p>May 2018      Outside Director of the Company (present position)</p> <p>February 2019   Chief Administrative Officer of Walmart Japan Holdings K.K.</p> <p>November 2019 Chief Human Resources Officer (CHRO) of Works Human Intelligence Co., Ltd. (present position)</p> <p>March 2020      Outside Director of OKAN Inc. (present position)</p> <p>Director of Works Business Service Inc. (present position)</p> <p>April 2021      Chief Human Resources Officer (CHRO) of WHI Holdings Co., Ltd. (present position)</p> <p>[Significant concurrent positions outside the Company] Chief Human Resources Officer (CHRO) of Works Human Intelligence Co., Ltd. Outside Director of OKAN Inc. Director of Works Business Service Inc. Chief Human Resources Officer (CHRO) of WHI Holdings Co., Ltd.</p> <p>[Reasons for nomination as candidate for Outside Director and expected roles] Mr. Noda has a wealth of experience and knowledge in corporate management through his career as an executive officer at listed companies. The Company has therefore determined that he will be able to provide useful advice on the Company's overall management by taking advantage of that experience and knowledge and nominated him as a candidate for Outside Director.</p>	60,000	100% (5 of 5)

Notes:

1. There is no special interest between the candidates and the Company.
2. Jun Sugie and Koichi Noda are candidates for Outside Director.
3. The Company has notified the Tokyo Stock Exchange (TSE) of Mr. Jun Sugie and Mr. Koichi Noda as Independent Directors pursuant to the stipulations of the TSE. If they are reappointed, the Company intends to continue to designate them as Independent Directors.
4. The Company has entered into agreements with Mr. Jun Sugie and Mr. Koichi Noda to the effect that, if they have acted in good faith and without gross negligence in performing their duties, the Company shall accept their liability up to an amount specified by relevant laws and regulations with respect to their liability under Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act. If they are reappointed, the Company intends to continue these agreements.
5. The Company has entered into a directors and officers liability insurance contract with an insurance company so that the amount of compensation for damages and litigation costs that may arise as a result of the insured person being liable in relation to the performance of his or her duties or receiving a claim concerning the enforcement of the liability will be covered by the insurance contract. If a candidate becomes a Director, he or she will be the insured person of the insurance contract. The Company also plans to renew the policy with the same content at next renewal.



**Proposal 3:** Election of three (3) Auditors

The term of appointment for all three (3) Auditors will expire at the conclusion of this meeting, and accordingly the Company proposes the election of three (3) new Auditors.

Furthermore, the Board of Auditors has given its consent to this proposal.

The candidates for Auditor are as follows:

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned	Attendance of the Meetings of the Board of Directors
1	Takenobu Sugama (February 5, 1962)  New Nomination	<p>March 1984      Joined AKATORI Shopping Department Stores Co., Ltd. (currently AKATORI Co., Ltd.)</p> <p>March 1995      Senior Managing Director of Mac Projects Co., Ltd. (currently Media Power Co., Ltd.)</p> <p>January 1996      Joined the Company</p> <p>January 2003      Executive Officer of the Company</p> <p>December 2009   Team Leader of Management Strategy Office of the Company</p> <p>August 2011      Team Leader of Vision Promotion Office of the Company</p> <p>May 2016        Team Leader of President's Office of the Company</p> <p>January 2019      Team Leader of Franchise Division of the Company (present position)</p> <p>[Significant concurrent position] There is no significant concurrent position.</p> <p>[Reasons for nomination as candidate for Corporate Auditor] Mr. Sugama has an experience of working at major departments of the Company for many years. The Company has therefore determined that he will be able to contribute to the strengthening of governance of the Company Group by taking advantage of such experience and nominated him as a candidate for Corporate Auditor.</p>	300,000	-

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned	Attendance of the Meetings of the Board of Directors
2	Tadaaki Kimura (November 5, 1980)  Reappointment / Independent / Outside  Tenure as Outside Director:1 year	<p>April 2004      Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC).</p> <p>January 2008      CEO of addlight Inc. (present position)</p> <p>May 2008      Registered as a certified public accountant</p> <p>October 2008      Outside Director at SLD Entertainment, Inc.</p> <p>August 2012      Outside Corporate Auditor at ZIGExN Co., Ltd.</p> <p>February 2015      Outside Auditor at Money Forward, Inc.</p> <p>December 2015      Outside Director at CrowdWorks Inc.</p> <p>December 2016      Outside Director and a member of the Audit and Supervisory Committee at euglena Co., Ltd.</p> <p>May 2020      Corporate Auditor of the Company (present position)</p> <p>June 2020      Part-time Director at KIMURA UNITY Co., Ltd.(present position)</p> <p>[Significant concurrent position] CEO of addlight Inc. Part-time Director at KIMURA UNITY Co., Ltd.</p> <p>[Reasons for nomination as candidate for Outside Corporate Auditor] Mr. Kimura engages in business management on his own and has experience serving as an outside officer at various companies and deep insight into business management. The Company has therefore determined that he will be able to contribute to ensuring the rationality and soundness of the business decisions of the Company by taking advantage of his experience and insight and nominated him as a candidate for Outside Corporate Auditor. He also holds the qualification as a certified public accountant.</p>	0	80% (4 of 5)

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned	Attendance of the Meetings of the Board of Directors
3	Kaoru Ninomiya (February 6, 1961)  New Nomination / Independent / Outside	<p>April 1984      Joined Tokyo Shoseki Co., Ltd.</p> <p>April 1995      Joined Calbee, Inc., Public Relations Department</p> <p>April 2006      Web Office of CRM Group of Calbee, Inc.</p> <p>April 2009      Chairperson of Social Contribution Committee of Calbee, Inc.</p> <p>April 2011      Chairperson of Social Contribution Committee and General Manager of Customer Relations Department of Calbee, Inc.</p> <p>April 2014      Chairperson of Social Contribution Committee of Calbee, Inc.</p> <p>April 2021      Social Contribution Committee of Calbee, Inc. (present position)</p> <p>[Significant concurrent position] Member of the Social Contribution Committee of Calbee, Inc.</p> <p>[Reasons for nomination as candidate for Outside Corporate Auditor] Ms. Ninomiya served as a chairperson of the Social Contribution Committee at Calbee, Inc. and has a wealth of experience and knowledge in social contribution and sustainability management. The Company has therefore determined that she will be able to contribute to ensuring the rationality and soundness of business decisions of the Company by taking advantage of that experience and knowledge and nominated her as a candidate for Outside Corporate Auditor. While Ms. Ninomiya does not have experience of being involved in corporate management, the Company has determined that she will be able to execute her duties as an Outside Corporate Auditor for the reasons above.</p>	0	-

Notes:

1. There is no special interest between the candidates and the Company.
2. Tadaaki Kimura and Kaoru Ninomiya are Outside Director candidates.
3. The Company has notified the Tokyo Stock Exchange (TSE) of Mr. Tadaaki Kimura as an Independent Officer pursuant to the stipulations of the TSE. If Mr. Kimura is reappointed, the Company will continue to designate him an Independent Officer. In addition, if Ms. Kaoru Ninomiya is elected, the Company will notify the Tokyo Stock Exchange (TSE) of her as an Independent Officer.
4. The Company has entered into an agreement with Mr. Tadaaki Kimura to the effect that, if he has acted in good faith and without gross negligence in performing his duties, the Company shall accept his liability up to an amount specified by relevant laws and regulations with respect to his liability under Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act. If he is reappointed, the Company intends to continue the agreement. In addition, if Mr. Takenobu Sugama and Ms. Kaoru Ninomiya are elected, the Company intends to enter into a similar agreement with them.
5. The Company has entered into a directors and officers liability insurance contract with an insurance company so that the amount of compensation for damages and litigation costs that may arise as a result of the insured person being liable in relation to the performance of his or her duties or receiving a claim concerning the enforcement of the liability will be covered by the insurance contract. If a candidate becomes a Corporate Auditor, he or she will be the insured person of the insurance contract. The Company also plans to renew the policy with the same content at next renewal.