Securities Code 7453 May 1, 2020

To Our Shareholders

Satoru Matsuzaki President and Representative Director **Ryohin Keikaku Co., Ltd.** 26-3, Higashi-Ikebukuro 4-chome, Toshima-ku, Tokyo, Japan

# Convocation Notice of the 41st Ordinary General Meeting of Shareholders

We would like to take this opportunity to thank you, our shareholder, for the support you provide to Ryohin Keikaku Co., Ltd. (the "Company").

Please be hereby notified that the 41<sup>st</sup> Ordinary General Meeting of Shareholders of the Company will be held as described below. You are respectfully requested to attend the meeting.

In the event that you are unable to attend the meeting, you may exercise your voting rights by written document or internet, etc. If you choose to exercise your voting rights by this method, please do so by 6:00 P.M. on Tuesday, May 26, 2020 in accordance with the guidance below, after examining the Referential Documents for the General Meeting of Shareholders set out below.

Notes

1. Date and Time: 10:00 A.M. on Wednesday, May 27, 2020 (Reception starts at 9:15 A.M.)

2. Place: Conference Room, 3<sup>rd</sup> floor, Head Office

26-3, Higashi-Ikebukuro 4-chome, Toshima-ku, Tokyo

Please refer to the attachment regarding countermeasures to prevent the spread of novel coronavirus (COVID-19). Please kindly note that we will not hold a gathering for shareholders' discussion following this year's General Meeting of Shareholders. We appreciate your understanding.

#### 3. Purposes:

- Matters to be reported:
  - The Business Report, the Consolidated Accounting Statements, and the Audit Reports for Consolidated Accounting Statements by the accounting auditor and the Board of Corporate Auditors, for the 41<sup>st</sup> business year from March 1, 2019 through February 29, 2020
  - The Accounting Statements for the 41<sup>st</sup> business year from March 1, 2019 through February 29, 2020

Matters to be resolved:

Item 1 Disposal of surplus

- Item 2 Partial amendments to the Articles of Incorporation
- Item 3 Election of four (4) directors
- Item 4 Election of two (2) corporate auditors
- 4. Instructions for Exercising Voting Rights
  - (1) Voting by attending the meeting

Please submit the enclosed voting card at the reception of the meeting. In addition, please bring this Convocation Notice of the 41<sup>st</sup> Ordinary General Meeting of Shareholders with you to the meeting.

(2) Voting by mail

Please indicate on the enclosed voting card whether you approve or disapprove each item and return the completed card to us by mail. All such completed cards must be received by the Company by 6:00 P.M. on Tuesday, May 26, 2020.

(3) Voting via the internet

Please access the website designated by the Company for voting (https://www.web54.net), and exercise your voting rights by 6:00 P.M. on Tuesday, May 26, 2020. For details, please see the following page.

When you exercise your voting rights both by written document and via the internet, etc., only the vote via the internet, etc. will be deemed as valid. In addition, when you exercise your voting rights more than once via the internet, etc., or exercise your voting rights more than once via PC, and / or smartphone, only the last vote will be deemed as valid.

If you attend the meeting in person, you do not need to follow the procedures for the exercise of voting rights by mail (voting card) or via the internet, etc.

#### To Institutional Investors

Institutional investors may use "Voting Rights Electronic Exercise Platform" operated by ICJ Co., Ltd., if application is made in advance, as a means of exercising voting rights by electromagnetic means.

- Notes: 1. If you could attend the General Meeting of Shareholders in person, please submit the enclosed voting card at the reception of the meeting and bring this Convocation Notice of the 41<sup>st</sup> Ordinary General Meeting of Shareholders with you.
  - 2. If any circumstances necessitating amendments to the contents of the Referential Documents for the General Meeting of Shareholders, Business Report, Accounting Statements and Consolidated Accounting Statements occur by the day immediately preceding the day of the General Meeting of Shareholders, notification of those amendments are provided by mailing documents or posting them on the Company's home page (https://ryohin-keikaku.jp/).
  - 3. Pursuant to the relevant laws and regulations, and Article 15 of the Company's Articles of Incorporation, the following items, among the documents to be attached to this notice, are posted on the Company's home page and are not attached to this notice. Accordingly, the attached documents to this notice should be considered as one part of the documents that were audited by the corporate auditors and the accounting auditor in preparing the Audit Reports.
    - (1) Matters Concerning Share Acquisition Rights
    - (2) Notes to the Consolidated Accounting Statements
    - (3) Notes to the Accounting Statements

# Instructions for Exercising Voting Rights via the Internet

When you exercise your voting rights for the General Meeting of Shareholders via the internet, please be aware of the following:

### **OR code method: "Smart Vote" method**

You can simply login to the voting website without entering your voting rights exercise code and password.

- (1) Please scan the QR code located on the lower right-hand side of the voting card.
- (2) Indicate your approval or disapproval by following the instructions on the screen.
- \* "OR code" is a registered trademark of DENSO WAVE INCORPORATED.

#### Note that exercising voting rights by using "Smart Vote" method is available only once.

If you need to change your votes after excising your voting rights, please use the conventional internet voting method and log in to the voting website for a PC by using your voting rights exercise code and password provided on the voting card to exercise your voting rights again.

\*If you rescan the QR code, you can access the voting website for a PC.

#### Conventional internet voting method (specifying exercise code and password)

Exercising your voting rights via the internet is available by accessing the voting website (https://www.web54.net).

#### Inquiries regarding the operation of a PC, etc. for exercising voting rights

Inquiries regarding the operation of a PC, etc. for exercising voting rights on the voting website, please contact:

Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited Tel: 0120-652-031 (toll free and available from 9:00 A.M. to 9:00 P.M., only in Japan)

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

#### Item 1 Disposal of surplus

The Company considers the return of profits to the shareholders as one of the most important matters of the management and recognizes that the Company is responsible for increasing profits per share.

#### Matters relating to the year-end dividends:

At the determination of dividends, taking into account future demands for funds, etc., the Company is to pay dividends based on its achievements on a consolidated basis and to consider an aimed dividend ratio of 30% (per year) as its standard.

We would like the year-end dividends for the current business year to be as follows, considering the position of internal reserves and the return of profits to shareholders.

(i) Kind of property for dividends:

By cash

(ii) Matters relating to allocation of property for dividends and its total amount:

Per share of common stock of the Company: 18.20 yen

Total amount of dividends: 4,797,976,092 yen \*As at September 1, 2019, the Company executed a 10-for-1 stock split. The interim dividends (182 yen per share) paid to shareholders with the record date of August 31, 2019 is equivalent to 18.20 yen on a dividend per share basis after the aforementioned stock split. Including the year-end dividends, the total dividends for the current business year is 36.40 yen per share.

(iii) Effective date of dividends from surplus: May 28, 2020

#### Item 2 Partial amendments to the Articles of Incorporation

Reasons for proposal

The Company's business year has run from March 1 every year to the last day of February in the following year. However, with the optional adoption of International Financial Reporting Standards (IFRS), the Company intends to align reporting periods within the Group, and change its business year from September 1 every year to August 31 in the following year, in order to disclose timely and accurate management information, and further improve management efficiency and transparency. Consequently, the Company proposes to make the necessary revisions to the present Articles of Incorporation. In line with the change of business year, the 42<sup>nd</sup> business year will be the six-month period from March 1,2020 to August 31, 2020. Therefore, the Company proposes to establish a supplementary provision as a transitional measure.

Contents of amendments

The contents of the amendments are as follows:	(Underlined portions show amended parts.)
Present Articles of Incorporation	Proposed Amendments
Chapter III General Meeting of Shareholders	Chapter III General Meeting of Shareholders
(Convocation period) Article 12. An ordinary general meeting of shareholders of the Company shall be convened in <u>May</u> every year.	(Convocation period) Article 12. An ordinary general meeting of shareholders of the Company shall be convened in <u>November</u> every year.
(Record date of ordinary general meeting of shareholders)	(Record date of ordinary general meeting of shareholders)
Article 13. The record date for voting rights at the Company's ordinary general meeting of shareholders shall be <u>the last day of February</u> every year.	Article 13. The record date for voting rights at the Company's ordinary general meeting of shareholders shall be <u>August 31</u> every year.
Article 14 35. (Descriptions of provisions omitted)	Article 14 35. (Same as present)
Chapter VI Accounts	Chapter VI Accounts
(Business year) Article 36. The business year of the Company shall commence on <u>March 1</u> of each year and end on <u>the last day of February</u> of the following year.	(Business year) Article 36. The business year of the Company shall commence on <u>September 1</u> of each year and end on <u>August 31</u> of the following year.
<ul> <li>(Dividends of surplus)</li> <li>Article 37.</li> <li>(1) The Company may, by resolution of the general meeting of shareholders, pay year-end dividends to shareholders and registered pledgees of shares listed or recorded in the shareholder register on the final day of each fiscal year.</li> <li>(2) In addition to the provision of the above paragraph, the Company may, by resolution of the Board of Directors of the Company, pay interim dividends to shareholders and registered pledgees of shares listed or recorded in the shareholder register on <u>August 31</u> of each year.</li> </ul>	<ul> <li>(Dividends of surplus)</li> <li>Article 37.</li> <li>(1) The Company may, by resolution of the general meeting of shareholders, pay year-end dividends to shareholders and registered pledgees of shares listed or recorded in the shareholder register on the final day of each fiscal year.</li> <li>(2) In addition to the provision of the above paragraph, the Company may, by resolution of the Board of Directors of the Company, pay interim dividends to shareholders and registered pledgees of shares listed or recorded in the shareholder register on the last day of <u>February</u> of each year.</li> </ul>
Article 38. (Descriptions of provisions omitted)	Article 38. (Same as present)
(Newly inserted)	Supplementary Provision
(Newly inserted)	(42 <sup>nd</sup> business year)         Article 1. Notwithstanding the provisions of Article 36, the 42 <sup>nd</sup> business year shall be six months from March 1, 2020 to August 31, 2020.
(Newly inserted)	(Validity of Supplementary Provisions) Article 2. This supplementary provision is effective until August 31, 2020, and will expire at the close of the same day.

#### Item 3 Election of four (4) directors

Four directors, Mr. Masaaki Kanai, Mr. Kei Suzuki, Mr. Masayoshi Yagyu and Mr. Atsushi Yoshikawa will finish their terms upon conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes to elect four directors.

The candidates for directors are as follows:

candidate for director.

No.	Name (Date of birth/ other notes)	Summary of career, position, in charge, and status of important offices concurrently served	Number of the Company's shares owned by the candidate
2	Kei Suzuki (August 4, 1964) Reelection Number of years in office: 8 years Attendance to the meetings of the Board of Directors: 16/16 (100%)	April 1987 Joined The Seibu Department Stores, Limited (presently, Sogo & Seibu Co., Ltd.) December 1995 Joined Ryohin Keikaku Co., Ltd. February 2001 General Manager of Overseas Operations Division; Ryohin Keikaku Co., Ltd. February 2005 Executive Officer; General Manager of Regional Management-Europe, Overseas Operations Division; Ryohin Keikaku Co., Ltd. February 2007 Executive Officer; General Manager of General Affairs and Human Resources and J-SOX Division; Ryohin Keikaku Co., Ltd. May 2012 Director; and Executive Officer; General Manager of Household Division; Ryohin Keikaku Co., Ltd. February 2017 Director; and Executive Officer; General Manager of East Asia Business Division; Ryohin Keikaku Co., Ltd. February 2019 Director; and Executive Officer; and in supervision of HR & General Affairs Division, Legal & Intellectual Property Division, and Internal Audit Office; Ryohin Keikaku Co., Ltd. (Present Position)	34,900 shares
Since imple		adidate for director ng significant results as a director in the globalization of op and long-term growth strategies of the Company, the Com	

	Name	Summary of career position in charge and status of	Number of the
No.	(Date of birth/ other notes)	Summary of career, position, in charge, and status of important offices concurrently served	Company's shares owned by the
			candidate
3	Masayoshi Yagyu (June 27, 1952) Reelection Candidate for outside director Number of years in office: 4 years Attendance to the meetings of the Board of Directors: 16/16 (100%)	April 1978 Joined Nippondenso Co., Ltd. (presently, DENSO CORPORATION) January 2001 General Manager of Production Control Division; DENSO CORPORATION June 2004 Executive Director; DENSO CORPORATION June 2006 Advisor; DENSO CORPORATION June 2006 Representative Director and President; DENSO KITAKYUSHU MANUFACTURING CORPORATION (presently, DENSO KYUSHU CORPORATION) June 2010 Representative Director and President; HAMANAKODENSO CO., LTD. May 2016 Outside Director; Ryohin Keikaku Co., Ltd. (Present Position) June 2016 Executive Advisor; DENSO CORPORATION (Present Position) April 2020	0 shares
		Outside Director; Chubu Electric Power Grid Co., Inc.	
		(Present Position)	
Since super manag	Mr. Masayoshi Yagyu is p vision of business execution ger, the Company nominat	adidate for outside director performing appropriate roles as outside director of the Com on based on his extensive experience and broad discernmen ed him as a candidate for outside director.	
		ndidate for outside director	
Mr. M of this <b>Cont</b>	s General Meeting of Shar ract for limit of liability	as outside director of the Company will become four years eholders.	-
The C provis Parag provid Masag limit d <b>Matte</b>	Company has entered into a sions of Article 427, Parag graph 1 of the Companies A ding he performs his duties yoshi Yagyu is approved b of liability with him. <b>ers concerning independe</b>		for in Article 423, egulations, election of Mr. bove contract for
The C	Company has designated M	r. Masayoshi Yagyu as its independent director under the r	ules of Tokyo

The Company has designated Mr. Masayoshi Yagyu as its independent director under the rules of Tokyo Stock Exchange, Inc. and reported such designation to Tokyo Stock Exchange, Inc. If Mr. Masayoshi Yagyu is reelected, the Company intends to continue the designation of him as independent director.

No.	Name (Date of birth/ other notes)	Summary of career, position, in charge, and status of important offices concurrently served	Number of the Company's shares owned by the candidate	
4	Atsushi Yoshikawa (April 7, 1954) Reelection Candidate for outside director Number of years in office: 2 years Attendance to the meetings of the Board of Directors: 16/16 (100%)	April 1978 Joined Nomura Securities Co., Ltd. (presently, Nomura Holdings, Inc.) June 2000 Director; Nomura Securities Co., Ltd. April 2008 President and CEO; Nomura Asset Management Co., Ltd. June 2011 Regional Head of Americas Division; Nomura Holdings, Inc. Chairman and CEO; Nomura Holding America, Inc. June 2013 Representative Executive Director & President and Group COO; Nomura Holdings, Inc. June 2016 Advisor; Nomura Holdings, Inc. April 2017 Director; Nomura Real Estate Development Co., Ltd. (Present Position) June 2017 Chairman of the Board of Directors; Nomura Real Estate Holdings, Inc. (Present Position) May 2018 Outside Director; Ryohin Keikaku Co., Ltd. (Present Position) (Status of important offices concurrently served) Director; Nomura Real Estate Development Co., Ltd.	1,800 shares	
Reaso	ns for nomination as can	Estate Holdings, Inc. didate for outside director		
		rawing on his extensive experience and broad discernment	as a cornorate	
		g toward achieving sustained growth and increased corpor		
		the Company nominated him as a candidate for outside di		
Special matters concerning candidate for outside director				
Tenure as outside director of the Company				
Mr. A	tsushi Yoshikawa's tenure	as outside director of the Company will become two years	upon	
	usion of this General Meet	ing of Shareholders.		
	ract for limit of liability			
		contract for limit of liability with Mr. Atsushi Yoshikawa		
		raph 1 of the Companies Act to limit liability as provided f		
		ct to the minimum liability provided for in the laws and re		
		in good faith and without gross negligence. In case the re-		
	Atsushi Yoshikawa is approved by the shareholders, the Company intends to continue the above contract			
	for limit of liability with him. Matters concerning independent director			
			rules of Tokyo	
	The Company has designated Mr. Atsushi Yoshikawa as its independent director under the rules of Tokyo Stock Exchange, Inc. and reported such designation to Tokyo Stock Exchange, Inc. If Mr. Atsushi			
	Yoshikawa is reelected, the Company intends to continue the designation of him as independent director.			
10511	rosinka wa is recreated, the company ments to continue the designation of min as independent director.			
Note common to all of the four candidates above)				

(Note common to all of the four candidates above) There is no special interest between each candidate and the Company.

#### Item 4 Election of two (2) corporate auditors

Corporate auditors Mr. Masaru Hattori and Mr. Yuji Inoue will finish their terms upon conclusion of this General Meeting of Shareholders, and therefore we would like to ask the shareholders to elect two corporate auditors.

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This proposition		y une Doard of Cor	porate Auditors.

The candidates for corporate auditors are as follows:

No.	Name (Date of birth/ other notes)	Summary of career, position, and status of important offices concurrently served	Number of the Company's shares owned by the candidate
1	Masaru Hattori (February 12, 1945) Reelection Candidate for outside corporate auditor Number of years in office: 12 years Attendance to the meetings of the Board of Corporate Auditors: 22/22 (100%)	July 1974 Joined Orient Leasing Co., Ltd. (presently, ORIX Corporation) February 1991 General Manager of Accounting Division; ORIX Corporation June 1998 Executive Officer; ORIX Corporation June 2002 Corporate Auditor; THE FUJI FIRE AND MARINE INSURANCE COMPANY, LIMITED June 2005 Director; Member of Audit Committee; THE FUJI FIRE AND MARINE INSURANCE COMPANY, LIMITED January 2006 Corporate Executive Vice President; ORIX Corporation August 2006 Secretary-general of Audit Committee; ORIX Corporation January 2008 Advisor; ORIX Corporation March 2008 Outside Director; SUMIDA CORPORATION May 2008 Outside Corporate Auditor; Ryohin Keikaku Co., Ltd. (Present Position)	18,900 shares

Reasons for nomination as candidate for outside corporate auditor

Mr. Masaru Hattori has previously served as General Manager of Accounting Division in ORIX Corporation, Corporate Auditor and Director of THE FUJI FIRE AND MARINE INSURANCE COMPANY, LIMITED, in addition to having been an Outside Director of SUMIDA CORPORATION. Since he has performed the role of outside corporate auditor of the Company appropriately since 2008, drawing on his extensive experience and broad discernment, the Company nominated him as a candidate for outside corporate auditor.

## Special matters concerning candidate for outside corporate auditor

#### Tenure as outside corporate auditor

Mr. Masaru Hattori's tenure as outside corporate auditor of the Company will become 12 years upon conclusion of this General Meeting of Shareholders.

#### **Contract for limit of liability**

The Company has entered into a contract for limit of liability with Mr. Masaru Hattori based on the provisions of Article 427, Paragraph 1 of the Companies Act to limit liability as provided for in Article 423, Paragraph 1 of the Companies Act to the minimum liability provided for in the laws and regulations, providing he performs his duties in good faith and without gross negligence. In case the reelection of Mr. Masaru Hattori is approved by the shareholders, the Company intends to continue the above contract for limit of liability with him.

#### Matters concerning independent auditor

The Company has designated Mr. Masaru Hattori as its independent auditor under the rules of Tokyo Stock Exchange, Inc. and reported such designation to Tokyo Stock Exchange, Inc. If Mr. Masaru Hattori is reelected, the Company intends to continue the designation of him as independent auditor.

No.	Name (Date of birth/ other notes)	Summary of career, position, and status of important offices concurrently served	Number of the Company's shares owned by the candidate
2	Jun Arai (February 28, 1959) New election Candidate for outside corporate auditor	April 1983 Joined Shell Sekiyu K.K. September 2002 General Manager of Management Information; Showa Shell Sekiyu K.K. April 2004 General Manager of Accounting; Showa Shell Sekiyu K.K. March 2005 Executive Officer; General Manager of Accounting; Showa Shell Sekiyu K. K. March 2006 Director; responsible for Accounting; Showa Shell Sekiyu K.K. March 2007 Managing Director; responsible for Corporate Planning, Finance, Financial Information Assurance, Corporate Governance; Showa Shell Sekiyu K.K. November 2008 Representative Director; President; Showa Shell Sekiyu K.K. March 2013 Representative Director; Group Chief Operating Officer; Showa Shell Sekiyu K.K. April 2016 Outside Director; Daiwa SB Investments Ltd. March 2017 Outside Audit & Supervisory Board Member; Kyowa Hakko Kirin Co., Ltd. (presently, Kyowa Kirin Co., Ltd.) (Present Position) April 2019 Outside Director; Sumitomo Mitsui DS Asset Management Company, Limited (Present Position) (Status of important offices concurrently served) Outside Audit & Supervisory Board Member; Kyowa Kirin Co., Ltd. Outside Director; Sumitomo Mitsui DS Asset	0 shares

Reasons for nomination as candidate for outside corporate auditor

Mr. Jun Arai has served as Representative Director and President of Showa Shell Sekiyu K.K., Outside Audit & Supervisory Board Member of Kyowa Kirin Co., Ltd., and Outside Director of Sumitomo Mitsui DS Asset Management Company, Limited. As he can be expected to provide auditing of operations based on his extensive experience and broad discernment as a corporate manager focused on accounting, finance and corporate governance, the Company nominated him as a candidate for outside corporate auditor.

#### Special matters concerning candidate for outside corporate auditor Contract for limit of liability

If the election of Mr. Jun Arai is approved, the Company intends to enter into a contract for limit of liability with him based on the provisions of Article 427, Paragraph 1 of the Companies Act to limit liability as provided for in Article 423, Paragraph 1 of the Companies Act to the minimum liability provided for in the laws and regulations, providing he performs his duties in good faith and without gross negligence. **Matters concerning independent auditor** 

Mr. Jun Arai satisfies the requirements for an independent auditor. Conditioned on the election at this General Meeting of Shareholders, the Company plans to designate Mr. Jun Arai as its independent auditor under the rules of Tokyo Stock Exchange, Inc. and report such designation to Tokyo Stock Exchange, Inc.

(Note common to all of the two candidates above) There is no special interest between each candidate and the Company.