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Stock code: 4343

April 25, 2024

(Start date of measures for providing information in electronic format: April 22, 2024)

AEON Fantasy Co., Ltd.

1-5-1, Nakase, Mihama-ku, Chiba-shi, Chiba

President and Representative Director: Tokuya Fujiwara

To the Shareholders of AEON Fantasy Co., Ltd.:

Notice of the 28th Ordinary General Meeting of Shareholders

First, we would like to express our deepest sympathies to all those who have been affected by the 2024 Noto Peninsula Earthquake, and we sincerely hope for a quick recovery.

We hereby announce the 28th Ordinary General Meeting of Shareholders of AEON Fantasy Co., Ltd. (the “Company”), to be held as described below:

The Company has taken measures upon convening this Ordinary General Meeting of Shareholders to provide information in electronic format. It has therefore posted the contents of this notice as “Notice of Convocation of the 28th Ordinary General Meeting of Shareholders” on the following website.

The Company’s website:

https://www.fantasy.co.jp/company/ircontent/stock_bond/stock_bond_08.html (in Japanese)

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

Tokyo Stock Exchange (TSE) website:

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

(Please visit the TSE website listed above and enter the Company’s name or stock code to search, then select “Basic information” followed by “Documents for public inspection/PR information.”)

For those who will be attending the meeting in person, we request that you submit the enclosed Form for Exercising Voting Rights to a receptionist at the meeting venue. Those who will not attend may vote by postal mail or via the Internet, etc. Please exercise your voting rights no later than 6:00 p.m. on Monday, May 20, 2024, after reviewing the Reference Documents for the General Meeting of Shareholders under matters subject to measures for providing information in electronic format.

1. Date and Time: Tuesday, May 21, 2024; 10:00 a.m.

2. Place: Multi-purpose hall, 3rd floor, AEON TOWER Annex
1-5-1, Nakase, Mihama-ku, Chiba-shi, Chiba
(Reception will open at 9:00 a.m.)

3. Objectives of Meeting

- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the 28th fiscal year (from March 1, 2023 to February 29, 2024) and Reports of Audit on the Consolidated Financial Statements by Financial Auditor and Audit & Supervisory Board
 2. Nonconsolidated Financial Statements for the 28th fiscal year (from March 1, 2023 to February 29, 2024)

Matters to be resolved:

- Agenda Item 1: Election of eight (8) Directors
- Agenda Item 2: Election of four (4) Audit & Supervisory Board Members

If revisions to the matters subject to measures for providing information in electronic format arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's aforementioned website and the TSE website.

Reference Documents for the General Meeting of Shareholders

Agenda Item 1: Election of eight (8) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect eight (8) Directors.


The candidates for Directors are as follows.

(Procedures in the appointment of candidates for Directors.)

After deliberation by the Nomination and Remuneration Advisory Committee, of which an Outside Director is Chairperson, and Outside Directors form a majority of the members, the candidates for Directors are determined by the Board of Directors and submitted at this meeting.


1. Nobuyuki Fujiwara

Reelection

Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	
 <p>Date of birth Aug. 20, 1968</p> <p>Number of the Company's shares owned: 4,900 shares</p>	<p>May 2004 Joined the Company</p> <p>Jan. 2012 Director and Senior General Manager, AEON Fantasy (Beijing) Co., Ltd. (currently known as AEON Fantasy (China) Co., Ltd.)</p> <p>Jan. 2013 President and Senior General Manager, AEON Fantasy (Beijing) Co., Ltd.</p> <p>Jan. 2014 President, AEON Fantasy (China) Co., Ltd.</p> <p>Sep. 2015 Chief of China Business, the Company</p> <p>May 2017 Director, the Company</p> <p>May 2018 President and Representative Director, the Company</p> <p>Mar. 2021 Chief of Service & Specialty Stores Businesses, AEON CO., LTD.</p> <p>May 2021 Chairman and Representative Director, the Company</p> <p>May 2021 Director, Mega Sports Co., LTD.</p> <p>May 2021 Director, G-FOOT CO, LTD.</p> <p>May 2021 Director, COX CO., LTD.</p> <p>May 2022 Director, the Company</p> <p>May 2022 Director and Chairman, Aeon Entertainment Co., Ltd.</p> <p>Mar. 2023 Chief of Service Business, AEON CO., LTD. (present post)</p> <p>Mar. 2023 Representative Director and President, Aeon Entertainment Co., Ltd. (present post)</p> <p>May 2023 Chairman and Director, the Company (present post)</p> <p>May 2023 Director, AEON Eaheart CO., LTD. (present post)</p> <p>(Significant concurrent positions)</p> <p>Chief of Service Business, AEON CO., LTD.</p> <p>Representative Director and President, Aeon Entertainment Co., Ltd.</p> <p>Director, AEON Eaheart CO., LTD.</p>
	<p>Reasons for selection as a candidate for Director</p> <p>Nobuyuki Fujiwara has been involved in the area of overseas business for many years, and has promoted efforts to realize growth strategies. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize the growth strategies, and further contribute to improving corporate value.</p>
	<p>Conflicts of interest</p> <p>No conflict of interest exists between the Company and Nobuyuki Fujiwara.</p>


2. Tokuya Fujiwara

Reelection

 <p>Date of birth Jun. 5, 1970</p> <p>Number of the Company's shares owned: 6,800 shares</p>	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Mar. 2000 Joined the Company</p> <p>Mar. 2008 Chief Manager of Machines Group, Merchandising Department, the Company</p> <p>Mar. 2009 Chief Manager of Medal Games Group, Merchandising Department, the Company</p> <p>Dec. 2010 Acting Senior General Manager of Merchandising Department, the Company</p> <p>Sep. 2011 Senior General Manager of Merchandising Department, the Company</p> <p>Mar. 2013 Senior General Manager of Merchandising Development Department, the Company</p> <p>May 2013 Director, the Company</p> <p>Mar. 2017 In charge of Global Merchandising and New Business Control, the Company</p> <p>May 2017 Managing Director, the Company</p> <p>Mar. 2020 Chief of Domestic Business and Senior General Manager of Amusement Business Department, the Company</p> <p>Mar. 2021 Chief of Domestic Business, the Company</p> <p>May 2021 President and Representative Director, the Company (present post)</p> <p>May 2023 Director, Aeon Entertainment Co., Ltd. (present post)</p> <p>(Significant concurrent positions) Director, Aeon Entertainment Co., Ltd.</p>
<p>Reasons for selection as a candidate for Director</p>	<p>Tokuya Fujiwara has been involved in the area of merchandising and sales for many years, and has promoted efforts to realize merchandising and domestic business strategies. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize strategies for business growth for the Company overall and further contribute to improving corporate value.</p>
<p>Conflicts of interest</p>	<p>No conflict of interest exists between the Company and Tokuya Fujiwara.</p>


3. Yoshinori Iseki

Reelection

 <p>Date of birth Jul. 8, 1967</p> <p>Number of the Company's shares owned: 400 shares</p>	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1990 Joined The Daiei, Inc.</p> <p>Apr. 1995 Joined The Daiei Leisure Land, Inc. (currently known as the Company)</p> <p>Sep. 2006 General Manager of Business Management Department, Fun Field Co., Ltd. (currently known as the Company)</p> <p>Sep. 2014 General Manager of Business Planning Department, Fun Field Co., Ltd.</p> <p>Jun. 2015 Acting General Manager of President's Office, the Company</p> <p>Mar. 2016 General Manager of Public Relations, the Company</p> <p>Mar. 2017 Acting Senior General Manager of Financial Affairs & Administrative Department, the Company</p> <p>Sep. 2017 Senior General Manager of Financial Affairs & Administrative Department, the Company</p> <p>Mar. 2018 Senior General Manager of Financial Affairs Department, the Company</p> <p>May 2019 Director, the Company</p> <p>May 2021 Managing Director in charge of Management Control, Senior General Manager of Financial Affairs Department and Officer of Risk Management, the Company</p> <p>Mar. 2022 Managing Director in charge of Management Control and Officer of Risk Management, the Company</p> <p>May 2022 Director, Managing Executive Officer in charge of Management Control and Officer of Risk Management, the Company (present post)</p>
<p>Reasons for selection as a candidate for Director</p>	<p>Yoshinori Iseki has been involved in the areas of bookkeeping, control, public relations and investor relations for many years, and currently executes operations of financial affairs, personnel, general affairs, risk management, etc. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize financial strategies and further contribute to strengthening corporate governance and improving corporate value.</p>
<p>Conflicts of interest</p>	<p>No conflict of interest exists between the Company and Yoshinori Iseki.</p>

4. Yoshihiro Tamura

Reelection

 <p>Date of birth May 5, 1968</p> <p>Number of the Company's shares owned: 6,700 shares</p>	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Dec. 1993 Joined Jusco Co., Ltd. (currently known as AEON CO., LTD.)</p> <p>Mar. 2008 Chief Manager of Keihin (Prize) Group, Merchandising Department, the Company</p> <p>Mar. 2009 Chief Manager of Prize Group, Merchandising Department, the Company</p> <p>Feb. 2011 Senior General Manager of West Japan Business Department, the Company</p> <p>Apr. 2012 Senior General Manager of West Japan Store Operations Department, the Company</p> <p>May 2012 Director, the Company (present post)</p> <p>Dec. 2013 Senior General Manager of West Japan Store Operations Department and Senior General Manager of New Business Development Department, the Company</p> <p>May 2014 In charge of Store Operations Control and Senior General Manager of New Business Development Department, the Company</p> <p>Sep. 2014 In charge of Store Operations Control, the Company</p> <p>May 2015 Senior General Manager of West Japan Store Operations Department, the Company</p> <p>Sep. 2015 Senior General Manager of Sales Planning Department, the Company</p> <p>May 2016 In charge of Store Operations Control, the Company</p> <p>May 2017 Senior General Manager of Business Development Department, the Company</p> <p>Mar. 2020 Senior General Manager of Global Development Department, the Company</p> <p>Mar. 2021 Senior General Manager of Business Development Department, the Company</p> <p>Mar. 2022 In charge of Merchandising Development Control and Senior General Manager of Business Development Department, the Company</p> <p>May 2022 Executive Officer in charge of Merchandising Development Control and Senior General Manager of Business Development Department, the Company</p> <p>Mar. 2024 Executive Officer and Chief of Domestic Business, the Company (present post)</p>
<p>Reasons for selection as a candidate for Director</p>	<p>Yoshihiro Tamura has been involved in areas such as merchandising and store operations for many years. Currently, as the person responsible overall for development and the domestic business, he has been promoting efforts to realize growth strategies. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize strategies for business growth and further contribute to improving corporate value.</p>
<p>Conflicts of interest</p>	<p>No conflict of interest exists between the Company and Yoshihiro Tamura.</p>


5. Wataru Koiwa

Reelection

 <p>Date of birth Mar. 7, 1977</p> <p>Number of the Company's shares owned: 1,300 shares</p>	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Mar. 2003 Joined the Company</p> <p>Feb. 2012 General Manager of Store Format Development Group, the Company</p> <p>May 2013 Acting Senior General Manager of Global Business Development Department, the Company</p> <p>Aug. 2014 Acting Senior General Manager of New Business Development Department, the Company</p> <p>Mar. 2016 Chief of ASEAN Business and Senior General Manager of Indoor Playground Business, the Company</p> <p>Apr. 2016 Director, AEON Fantasy (Thailand) Co., Ltd. (present post)</p> <p>Apr. 2016 Director, PT. AEON FANTASY INDONESIA (present post)</p> <p>Apr. 2016 Director, AEON FANTASY GROUP PHILIPPINES, INC. (present post)</p> <p>Jun. 2016 Director and Chairman, AEON FANTASY (MALAYSIA) SDN. BHD. (present post)</p> <p>May 2017 Director, the Company (present post)</p> <p>Mar. 2019 Senior General Manager of Overseas Business Department and Senior General Manager of Indoor Playground Business, the Company</p> <p>Mar. 2020 Chief of ASEAN Business, the Company</p> <p>Mar. 2022 Chief of ASEAN Business and Senior General Manager of Edutainment Business Development Department, the Company</p> <p>May 2022 Executive Officer in charge of Overseas Business Control and Senior General Manager of Edutainment Business Development Department, the Company</p> <p>Mar. 2024 Executive Officer, Chief of Overseas Business and Senior General Manager of Playground Development Department, the Company (present post)</p> <p>(Significant concurrent positions)</p> <p>Director and Chairman, AEON FANTASY (MALAYSIA) SDN. BHD.</p> <p>Director, AEON Fantasy (Thailand) Co., Ltd.</p> <p>Director, PT. AEON FANTASY INDONESIA</p> <p>Director, AEON FANTASY GROUP PHILIPPINES, INC.</p>
<p>Reasons for selection as a candidate for Director</p>	<p>Wataru Koiwa has been involved in the area of business development for many years, and currently as the person responsible for the Overseas Business and the Edutainment Business, he has been promoting efforts to realize growth strategies. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize the growth strategies for the Overseas Business, promote the Edutainment Business, and further contribute to improving corporate value.</p>
<p>Conflicts of interest</p>	<p>No conflict of interest exists between the Company and Wataru Koiwa.</p>


6. Mami Yamashita

Reelection	Candidate for Outside Director	Candidate for Independent Officer	Number of years served as Outside Director: 2 years
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 <p>Date of birth May 23, 1978</p> <p>Number of the Company's shares owned: -shares</p>	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 2001 Joined NEC Corporation</p> <p>Aug. 2006 In charge of Credit Sales, Credit Sales Division, JPMorgan Securities Japan Co., Ltd.</p> <p>Nov. 2007 Group Manager, Business Promotion Department, The Risk Data Bank of Japan, Limited</p> <p>Dec. 2013 Representative Director and President, Kokoruku, Inc. (present post)</p> <p>Feb. 2017 Board Member, General Incorporated Association Learning Journey</p> <p>Jun. 2018 Outside Director, HONDA TSUSHIN KOGYO CO., LTD.</p> <p>May 2022 Outside Director, the Company (present post)</p> <p>(Significant concurrent positions)</p> <p>Representative Director and President, Kokoruku, Inc.</p>
	<p>Reasons for selection as a candidate for Outside Director and expected roles</p> <p>Mami Yamashita has been active as a senior manager for many years, and possesses an extremely abundant amount of experience and knowledge related to starting a business and management. The Company proposes her as a candidate for reelection as Outside Director as it deems she will provide a high level of guidance and advice regarding overseas development and new businesses, which are indispensable for the future growth of the Company as she has a high level of understanding concerning international business and an advanced ability to analyze information in Japan and overseas because of her experience studying abroad and working at an American investment bank.</p>
<p>Conflicts of interest</p> <p>No conflict of interest exists between the Company and Mami Yamashita.</p>	


7. Chisaki Kusajima

Reelection	Candidate for Outside Director	Candidate for Independent Officer	Number of years served as Outside Director: 1 year
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 <p>Date of birth Apr. 8, 1965</p> <p>Number of the Company's shares owned: -shares</p>	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1988 Joined SEGA Enterprises, Ltd. (currently known as SEGA CORPORATION)</p> <p>Jan. 2011 General Manager of Information System Department, Corporate Headquarters, SEGA CORPORATION</p> <p>Sep. 2018 Representative Director, Wiz Sophia Co., Ltd. (present post)</p> <p>Jun. 2019 Outside Director, Syuppin Co., Ltd. (present post)</p> <p>May 2023 Outside Director, the Company (present post)</p>
	<p>(Significant concurrent positions)</p> <p>Representative Director, Wiz Sophia Co., Ltd.</p> <p>Outside Director, Syuppin Co., Ltd.</p>
<p>Reasons for selection as a candidate for Outside Director and expected roles</p>	<p>Chisaki Kusajima has overseen a wide range of IT-related operations for many years, and has played a significant role in the development of several systems. Subsequently, she founded her own business as an independent IT consultant and has gained substantial management experience and knowledge. The Company proposes her as a candidate for reelection as Outside Director as it deems she will provide a high level of guidance and advice regarding the promotion of DX and business expansion in the online field, which are indispensable for the future growth of the Company as she has a high-level understanding of the amusement industry.</p>
<p>Conflicts of interest</p>	<p>No conflict of interest exists between the Company and Chisaki Kusajima.</p>

8. Masahiko Saito

New election	Candidate for Outside Director	Candidate for Independent Officer
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 Date of birth Apr. 1, 1962 Number of the Company's shares owned: -shares	<p>Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1984 Joined Fuji Xerox Co., Ltd. (currently known as FUJIFILM Business Innovation Corp.)</p> <p>Apr. 2004 General Manager of Marketing Department, Overseas Sales Division, Fuji Xerox Co., Ltd.</p> <p>Apr. 2008 President, Fuji Xerox Asia Pacific Pte. Ltd. (Malaysia Operations)</p> <p>Apr. 2008 President, Fuji Xerox Malaysia Sdn.Bhd.</p> <p>Oct. 2012 General Manager of Sales Promotion Department, Global Services Business Division, Fuji Xerox Malaysia Sdn.Bhd.</p> <p>Apr. 2017 General Manager of Business Management Promotion Department, a group company of Fuji Xerox Malaysia Sdn.Bhd.</p> <p>Jul. 2019 General Manager of New Growth Business Creation Department, Fuji Xerox Malaysia Sdn.Bhd.</p> <p>May 2022 Senior Advisor of Office of the Audit & Supervisory Board, FUJIFILM Holdings Corporation (present post)</p>
<p>Reasons for selection as a candidate for Outside Director and expected roles</p>	<p>Masahiko Saito possesses abundant experience and knowledge in marketing and overseas business, having previously been posted to the US and subsequently to Asia, China, and Oceania as Regional Head of Product Marketing, before serving as president of a local sales company in Malaysia. He has also worked to strengthen business management and governance in foreign and domestic subsidiaries, and has supported the improvement of management issues at each company. The Company believes that Masahiko Saito will be able to provide a high level of guidance and advice on overseas expansion, business diversification, and corporate governance, which will be essential to the Company's future growth.</p>
<p>Conflicts of interest</p>	<p>No conflict of interest exists between the Company and Masahiko Saito.</p>

- (Note 1) The Company's parent company AEON CO., LTD. has taken out a directors and officers liability insurance policy with an insurance company with all of the officers of the group companies included as the insureds as provided for in Article 430-3, paragraph 1 of the Companies Act, and the Company pays its share of part of the insurance premiums as one of those companies. The policy is expected to continue and be renewed going forward. If each candidate is elected and assumes office as Director, each of them will be an insured under the policy.
- The policy covers losses, such as damages and litigation expenses incurred by the insureds for liability for damages of Directors and Audit & Supervisory Board Members toward third parties or the Company, but does not cover them if caused by intent or gross negligence.
- (Note 2) The Company has notified the Tokyo Stock Exchange of the elections of Mami Yamashita and Chisaki Kusajima, as Independent Officers pursuant to Regulations of the Tokyo Stock Exchange. If their reelections are approved, the Company plans to maintain their positions as Independent Officers.
- (Note 3) If the election of Masahiko Saito is approved, the Company will notify the Tokyo Stock Exchange of his election as an Independent Officer pursuant to Regulations of the Tokyo Stock Exchange.
- (Note 4) The Company has entered into an agreement with Mami Yamashita and Chisaki Kusajima that limits the liability for damages under Article 423, paragraph 1 of the Companies Act, to the extent stipulated by laws and regulations, provided that candidates have performed their duties in good faith and without gross negligence. If their reelections are approved, the Company will continue the said agreement with them.
- (Note 5) If the election of Masahiko Saito is approved, the Company will enter into an agreement with him that limits the liability for damages under Article 423, paragraph 1 of the Companies Act, to the extent stipulated by laws and regulations, provided that the candidate has performed his duties in good faith and without gross negligence.
- (Note 6) Number of years served as Outside Director is the number of years as of the end of this General Meeting of Shareholders.

Agenda Item 2: Election of four (4) Audit & Supervisory Board Members

The terms of office of all four (4) Audit & Supervisory Board Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect four (4) Audit & Supervisory Board Members.


The candidates for Audit & Supervisory Board Members are as follows.

(Procedures in the appointment of candidates for Audit & Supervisory Board Members.)

After deliberation by the Nomination and Remuneration Advisory Committee, of which an Outside Director is Chairperson, and Outside Directors form a majority of the members, the consent of the Audit & Supervisory Board is obtained, and the candidates for Audit & Supervisory Board Members are determined by the Board of Directors and submitted at this meeting.


1. Masanori Kawaguchi

Reelection	Candidate for Outside Audit & Supervisory Board Member	Number of years served as Outside Audit & Supervisory Board Member: 1 year
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 <p>Date of birth Oct. 14, 1963</p> <p>Number of the Company's shares owned: -shares</p>	Career summary and position in the Company, and significant concurrent positions outside the Company	
	<p>Sep. 2002 Joined Aeon Forest Co., Ltd.</p> <p>Sep. 2002 General Manager of General Planning Office, Aeon Forest Co., Ltd.</p> <p>Dec. 2007 Representative Director and President, AEONBODY Co., Ltd.</p> <p>Mar. 2009 General Manager of General Planning Office and General Manager of CRM, Aeon Forest Co., Ltd.</p> <p>Apr. 2009 Deputy General Manager of Administration Division, Aeon Forest Co., Ltd.</p> <p>Apr. 2011 Director and General Manager of Administration Division, Aeon Forest Co., Ltd.</p> <p>May 2013 Director and General Manager of Administration Division and Officer of Overseas Business, Laura Ashley Japan Co., Ltd.</p> <p>Sep. 2018 Strategy Department, AEON CO., LTD.</p> <p>May 2021 Director and Officer of Business Management, Reform Studio Co., Ltd.</p> <p>May 2023 Standing Audit & Supervisory Board Member, the Company (present post)</p> <p>May 2023 Outside Audit & Supervisory Board Member, AEON ENTERTAINMENT CO., LTD. (present post)</p> <p>May 2023 General Auditor, AEON Fantasy (China) Co., Ltd. (present post)</p> <p>(Significant concurrent positions)</p> <p>Outside Audit & Supervisory Board Member, AEON ENTERTAINMENT CO., LTD.</p> <p>General Auditor, AEON Fantasy (China) Co., Ltd.</p>	
Reasons for selection as a candidate for Outside Audit & Supervisory Board Member	<p>Masanori Kawaguchi has been involved in the business management at Aeon Forest Co., Ltd. for many years. He has served in various posts in the area of Administration and has contributed to the growth and development of that firm. The Company proposes him as a candidate for election as Outside Audit & Supervisory Board Member as it expects him to apply his abundant experience and broad insight to provide supervision of overall management and valuable advice.</p>	
Conflicts of interest	<p>No conflict of interest exists between the Company and Masanori Kawaguchi.</p>	

2. Shigeji Sugimoto

Reelection	Candidate for Outside Audit & Supervisory Board Member	Candidate for Independent Officer	Number of years served as Outside Audit & Supervisory Board Member: 8 years
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 Date of birth Jul. 1, 1951 Number of the Company's shares owned: -shares	<p>Career summary and position in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1974 Joined Tohmatsu Awoki & Co. (currently known as Deloitte Touche Tohmatsu LLC)</p> <p>Apr. 1978 Registered as a certified public accountant</p> <p>Jul. 1989 Partner, Tohmatsu Awoki & Sanwa</p> <p>Dec. 2015 Resigned from Deloitte Touche Tohmatsu LLC</p> <p>Jan. 2016 Established Shigeji Sugimoto Certified Public Accountant Office</p> <p>May 2016 Audit & Supervisory Board Member, the Company (present post)</p> <p>Jun. 2016 Outside Audit & Supervisory Board Member, NIPPON STEEL & SUMIKIN BUSSAN CORPORATION (currently known as NIPPON STEEL TRADING CORPORATION) (present post)</p> <p>Jun. 2016 Outside Audit & Supervisory Board Member, AEON Bank, Ltd. (present post)</p> <p>Jun. 2020 Outside Audit & Supervisory Board Member, OSAKA STEEL CO., LTD. (present post)</p> <p>(Significant concurrent positions)</p> <p>Outside Audit & Supervisory Board Member, NIPPON STEEL TRADING CORPORATION</p> <p>Outside Audit & Supervisory Board Member, AEON Bank, Ltd.</p> <p>Outside Audit & Supervisory Board Member, OSAKA STEEL CO., LTD.</p>
Reasons for selection as a candidate for Outside Audit & Supervisory Board Member	Shigeji Sugimoto has been involved in accounting audit work over many years as a certified public accountant at an audit corporation. The Company proposes him as a candidate for election as Outside Audit & Supervisory Board Member as it expects him to apply his abundant experience in accounting audits and broad insight to provide supervision of overall management and valuable advice. Although he has never been involved in corporate management, the Company has judged that he can perform his duties as Outside Audit & Supervisory Board Member appropriately for the abovementioned reasons.
Conflicts of interest	No conflict of interest exists between the Company and Shigeji Sugimoto.


3. Shion Okamoto

Reelection	Candidate for Outside Audit & Supervisory Board Member	Candidate for Independent Officer	Number of years served as Outside Audit & Supervisory Board Member: 2 years
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	Career summary and position in the Company, and significant concurrent positions outside the Company
	<p>Sep. 2008 Joined Mori Hamada & Matsumoto</p> <p>Sep. 2013 Worked in both London and Tokyo Offices of Herbert Smith Freehills</p> <p>Apr. 2015 Seconded to Legal Dept., Mitsubishi Corporation</p> <p>Aug. 2016 Joined Yahoo Japan Corporation (currently known as LY Corporation)</p> <p>Aug. 2016 Seconded to YJ Capital Inc. (currently known as Z Venture Capital Corporation)</p> <p>Aug. 2021 CFO and General Counsel, YJ Capital Inc. (currently known as Z Venture Capital Corporation)</p> <p>Apr. 2022 Seconded to Z Holdings Corporation (currently known as LY Corporation)</p> <p>May 2022 Audit & Supervisory Board Member, the Company (present post)</p> <p>Sep. 2022 Outside Audit & Supervisory Board Member of WAKUWAKU Inc.</p> <p>Jan. 2023 External Director, Otsumo Co., Ltd. (present post)</p> <p>Jan. 2024 Representative Director, neo Syukatsu Co., Ltd. (present post)</p> <p>(Significant concurrent positions)</p> <p>External Director, Otsumo Co., Ltd.</p> <p>Representative Director, neo Syukatsu Co., Ltd.</p>
<p>Date of birth Aug. 14, 1984</p> <p>Number of the Company's shares owned: -shares</p>	
<p>Reasons for selection as a candidate for Outside Audit & Supervisory Board Member</p>	<p>Shion Okamoto is an attorney at law in Japan and the U.S., and has engaged in projects in Japan and overseas, primarily M&A, corporate restructuring and corporate legal affairs. In addition, she has experience and knowledge related to new business. The Company proposes her as a candidate for election as Outside Audit & Supervisory Board Member as it expects her to apply her abundant experience and wide-ranging knowledge to provide supervision of overall management and valuable advice.</p>
<p>Conflicts of interest</p>	<p>No conflict of interest exists between the Company and Shion Okamoto.</p>

4. Katsuyoshi Noguchi

Reelection

 <p>Date of birth Apr. 19, 1970</p> <p>Number of the Company's shares owned: -shares</p>	<p>Career summary and position in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1991 Joined Jusco Co., Ltd. (currently known as AEON CO., LTD.)</p> <p>May 2010 Manager of Accounting Group, Financial Accounting Department, AEON CO., LTD.</p> <p>Aug. 2013 Manager of Consolidated Financial Accounting Department, AEON CO., LTD.</p> <p>Apr. 2018 Manager of Financial Accounting Department, AEON CO., LTD.</p> <p>Mar. 2022 General Manager of Financial Accounting Department, AEON CO., LTD. (present post)</p> <p>May 2023 Audit & Supervisory Board Member, the Company (present post)</p>
	<p>Reasons for selection as a candidate for Audit & Supervisory Board Member</p> <p>Katsuyoshi Noguchi has been involved in financial accounting of AEON Group over many years. The Company proposes him as a candidate for election as Audit & Supervisory Board Member as it expects him to apply his abundant experience and broad insight to provide supervision of overall management and valuable advice.</p>
<p>Conflicts of interest</p>	<p>No conflict of interest exists between the Company and Katsuyoshi Noguchi.</p>

(Note 1) The Company's parent company AEON CO., LTD. has taken out a directors and officers liability insurance policy with an insurance company with all of the officers of the group companies included as the insureds as provided for in Article 430-3, paragraph 1 of the Companies Act, and the Company pays its share of part of the insurance premiums as one of those companies. The policy is expected to continue and be renewed going forward. If each candidate is elected and assumes office as Audit & Supervisory Board Member, each of them will be an insured under the policy.

The policy covers losses, such as damages and litigation expenses incurred by the insureds for liability for damages of Directors and Audit & Supervisory Board Members toward third parties or the Company, but does not cover them if caused by intent or gross negligence.

(Note 2) The Company has notified the Tokyo Stock Exchange of the elections of Shigeji Sugimoto and Shion Okamoto as Independent Officers pursuant to Regulations of the Tokyo Stock Exchange. If their reelections are approved, the Company plans to maintain their positions as Independent Officers.

(Note 3) The Company has entered into an agreement with Shigeji Sugimoto and Shion Okamoto that limits the liability for damages under Article 423, paragraph 1 of the Companies Act, to the extent stipulated by laws and regulations, provided that candidates have performed their duties in good faith and without gross negligence. If their reelections are approved, the Company will continue the said agreement with them.

(Note 4) The name of Shion Okamoto in the family register is Shion Miyauchi.

(Note 5) Number of years served as Outside Audit & Supervisory Board Member is the number of years as of the end of this General Meeting of Shareholders.

(Note 6) The information in "Career summary and position in the Company, and significant concurrent positions outside the Company" above includes the respective candidate's positions and responsibilities at the Company's parent company AEON CO., LTD., or at AEON CO., LTD.'s subsidiaries held concurrently at present or during the past ten years while serving as a business executive at the Company.

(Reference) Skill matrix

	Name	Out-side	Inde-pen-dent	Experience/ knowledge							
				Corporate management	Legal/ risk management	Personnel/ labor	Finance	IT/ digital	Sales/ marketing	Global experience	New business
Director	Nobuyuki Fujiwara			●					●	●	●
	Tokuya Fujiwara			●					●	●	●
	Yoshinori Iseki				●	●	●	●			
	Yoshihiro Tamura								●		●
	Wataru Koiwa			●					●	●	●
	Mami Yamashita	○	○	●	●				●		●
	Chisaki Kusajima	○	○	●				●			
	Masahiko Saito	○	○	●	●				●	●	●
Audit & Supervisory Board Member	Masanori Kawaguchi	○		●			●	●			●
	Shigeji Sugimoto	○	○		●		●				
	Shion Okamoto	○	○		●		●			●	
	Katsuyoshi Noguchi						●				

(Note) The above table does not show all of the experience and knowledge held by officers, but presents the main areas.