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Securities Code: 8218

June 4, 2021

To our shareholders:

Yuichiro Sasage  
President and CEO  
**KOMERI CO., LTD.**  
4501-1, Shimizu, Minami-ku, Niigata-shi

## NOTICE OF THE 60TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 60th Ordinary General Meeting of Shareholders of KOMERI CO., LTD. (the “Company”), which will be held as described below.

Furthermore, if you are unable to attend the meeting in person, you may exercise your voting rights in writing (postal mail) or by electromagnetic means such as the internet. Please exercise your voting rights no later than Thursday, June 24, 2021 at 6:00 p.m. (Japan Standard Time) after reviewing the attached Reference Documents for the General Meeting of Shareholders.

- 1. Date and Time:** Friday, June 25, 2021 at 10:00 a.m. (Japan Standard Time)  
(Reception to begin at 9:00 a.m.)
- 2. Venue:** Large Conference Room (4th Floor), Head Office of the Company  
4501-1, Shimizu, Minami-ku, Niigata-shi

### 3. Purposes:

#### Items to be reported:

1. Business Report and Consolidated Financial Statements for the 60th Term (from April 1, 2020 to March 31, 2021), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 60th Term (from April 1, 2020 to March 31, 2021)

#### Items to be resolved:

- Proposal No. 1** Election of Eight (8) Directors (Excluding Audit and Supervisory Committee Members)
- Proposal No. 2** Re-establishment of the Maximum Amount of Performance-linked Share-based Remuneration for Directors (Excluding Audit and Supervisory Committee Members) pursuant to the Amendment of the Companies Act

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Election of Eight (8) Directors (Excluding Audit and Supervisory Committee Members)

All eight (8) current Directors (excluding Audit and Supervisory Committee Members; the same shall apply hereinafter for this proposal) will conclude their terms of office at the conclusion of this meeting.

To achieve sustainable growth and enhanced corporate value over the medium and long term, the Company intends to nominate candidates with extensive experience and deep insight as well as qualities to fulfill the role and the responsibility of Director in light of business experience, track records, task execution capability and expertise, while taking the Board diversity into consideration.

Accordingly, the Company proposes that eight (8) Directors be elected.

The Audit and Supervisory Committee of the Company has determined that all of the candidates for Directors in this proposal are qualified to serve as Director.

The candidates for Director were resolved to be nominated by the Board of Directors after the deliberations at the Nomination and Remuneration Committee, a voluntary committee with a majority of Independent Outside Directors.

The candidates for Director are listed below.

(Table of Main Areas of Expertise and Experience Possessed by Each Candidate)

No.	Name	Position in the Company	Corporate Management	Finance/Accounting	Industry	Internationality	Organizational Development	DX/IT Security	Legal Compliance	ESG
1	Reelection Yuichiro Sasage	President and CEO Nomination and Remuneration Committee member	●		●	●	●			●
2	Reelection Tadashi Tanabe	Director and Managing Executive Officer			●	●			●	
3	Reelection Hiroshi Hayakawa	Director and Executive Officer	●	●	●					●
4	Reelection Shuichi Matsuda	Outside Director Nomination and Remuneration Committee member	●	●				●		
5	Reelection Hiromu Wada	Outside Director				●				●
6	Reelection Naoshi Hosaka	Director and Executive Officer			●					●
7	Reelection Katsushi Suzuki	Director and Executive Officer			●			●		
8	New election Shigeyuki Mori	Executive Officer			●		●			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p data-bbox="357 472 513 533">Yuichiro Sasage (May 20, 1956)</p> <p data-bbox="384 568 486 591">Reelection</p> <p data-bbox="304 633 568 752">[Attendance at Board of Directors' Meetings for the fiscal year] 12/12 (100%)</p>	<p data-bbox="612 264 1203 562">Apr. 1988    Joined the Company June 1992    Director of the Company Mar. 1996    Managing Director of the Company June 1997    Executive Director of the Company June 2002    Executive Vice-President of the Company June 2003    President and COO of the Company June 2014    President, CEO and COO of the Company June 2020    President and Chief Executive Officer of the Company (present positions)</p> <p data-bbox="612 568 1150 958">[Significant concurrent positions outside the Company] President, HOKUSEI SANGYO Co., Ltd. President, LIFE KOMERI Inc. President, MOVIE TIME Co., Ltd. President, Bit-A Co., Ltd. President, KOMERI CAPITAL Co., Ltd. President, KOMERI CREATE Co., Ltd. President, KOMERI SUPPORT Co., Ltd. Chairman, KOMERI Midori Ikuseizaidan (Public Interest Incorporated Foundation) Chairman, KOMERI Disaster Management Center (Non-profit Organization)</p>	1,368,521
<p data-bbox="272 972 786 994">[Reasons for nomination as a candidate for Director]</p> <p data-bbox="272 1001 1433 1149">Yuichiro Sasage, since being appointed as President in June 2003, has devoted himself to the further expansion of the home center business, including the development of "Power" store format, and in addition, has demonstrated responsibility and leadership in the expansion of the Group's business in his position as Chief Executive Officer (CEO) since June 2014; he has been appropriately supervising management in general. He was nominated to continue in the position of Director to help drive the sustained growth of the Group's corporate value.</p>			
2	<p data-bbox="336 1263 536 1323">Tadashi Tanabe (September 1, 1958)</p> <p data-bbox="384 1359 486 1382">Reelection</p> <p data-bbox="304 1424 568 1543">[Attendance at Board of Directors' Meetings for the fiscal year] 12/12 (100%)</p>	<p data-bbox="612 1164 1235 1641">Mar. 1981    Joined the Company June 2009    Executive Officer of the Company June 2012    Director and Executive Officer of the Company May 2018    Managing Director and Managing Executive Officer Sept. 2018    Managing Director, Managing Executive Officer Responsible for Store Operations, Overseas Business Operations, and Responsible for Compliance of the Company June 2020    Director, Managing Executive Officer Responsible for Store Operations, Overseas Business Operations, General Manager of Quality Control Department and Responsible for Compliance of the Company (present positions)</p>	6,218
<p data-bbox="272 1655 786 1677">[Reasons for nomination as a candidate for Director]</p> <p data-bbox="272 1684 1425 1859">Tadashi Tanabe has been involved in the operations of the Merchandising Department, including purchasing/procurement and product development for many years, and has extensive knowledge and experience in operations at various store formats including "Power," "Hard &amp; Green," "Athena," and "PRO." He also has been engaged in the affairs of the construction and remodeling businesses. He has helped boost the Group's corporate value through the use of his extensive knowledge. He was nominated to continue in the position of Director to help drive the sustained growth of the Group's corporate value.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Hiroshi Hayakawa (August 22, 1963)  Reelection  [Attendance at Board of Directors' Meetings for the fiscal year] 12/12 (100%)	Aug. 1985      Joined the Company Jan. 2011      Executive Officer of the Company June 2012      Director and Executive Officer of the Company May 2018      Director, Executive Officer, General Manager of Strategic Planning Office, General Manager of Affiliate Company Administration Office, and Responsible for Public Relations of the Company (present positions)  [Significant concurrent positions outside the Company] President, KOMERI SUPPORT Co., Ltd. Managing Director, LIFE KOMERI Inc. Managing Director, MOVIE TIME Co., Ltd.	8,332
	[Reasons for nomination as a candidate for Director] Hiroshi Hayakawa has proactively shared his opinions at Board of Directors' meetings as the Director responsible for the corporate planning department, and has appropriately supervised management. In addition, as the Director responsible for management of affiliated companies, he has enhanced the synergy of Group businesses and helped boost the Group's corporate value. He was nominated to continue in the position of Director to help drive the sustained growth of the Group's corporate value.		
4	Shuichi Matsuda (October 1, 1943)  Reelection  [Attendance at Board of Directors' Meetings for the fiscal year] 12/12 (100%)	Apr. 1986      Associate Professor of Waseda University System Research Institute Apr. 1991      Professor of Waseda University System Research Institute Apr. 1997      Professor of MBA Program, Waseda University Graduate School of Asia-Pacific Studies June 2000      Outside Director of the Company (present position) Apr. 2007      Professor of Technology Management, Waseda University Graduate School of Commerce Apr. 2012      Emeritus Professor of Waseda University (present position)	5,600
	[Reasons for nomination as a candidate for Outside Director] Shuichi Matsuda has no direct experience in corporate management other than having served as an Outside Director; however, the Company proposes his continuous election as an Outside Director, anticipating that he will perform the role of overseeing the Company's management by providing beneficial suggestions on management in general through his academic knowledge as a long-standing university professor as well as his broad perspective and extensive experience as the Outside Director of other companies. He will have served as an Outside Director for twenty-one years at the conclusion of this meeting. [Matters related to independence of the candidate] Since there is no transactional relationship between Shuichi Matsuda and the Company that might affect the Company's decision-making, the Company has determined that there is no risk of conflict of interest with general shareholders. He has been designated as an Independent Officer as stipulated by the Tokyo Stock Exchange, Inc., and registered as such at the Exchange. If his reappointment is approved, he will continue to be registered as an Independent Officer.		

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Hiromu Wada (February 10, 1951)  Reelection  [Attendance at Board of Directors' Meetings for the fiscal year] 10/10 (100%)	Dec. 1993 Retired from Isuzu Motors Limited Apr. 1994 Assistant Professor of Department of Design, Nagaoka Institute of Design Apr. 1998 Professor of Department of Design, Nagaoka Institute of Design Apr. 2009 Member of Board of Trustees of Nagaoka Institute of Design Apr. 2012 President of Nagaoka Institute of Design Apr. 2014 President, and Vice President of Board of Trustees of Nagaoka Institute of Design (retired on March 31, 2020) June 2020 Outside Director of the Company (present position) July 2020 Emeritus Professor of Nagaoka Institute of Design (present position)	200
	<p>[Reasons for nomination as a candidate for Outside Director] Hiromu Wada has no direct experience in corporate management other than having served as an Outside Director; however, he has strong expertise as an industrial designer and abundant experience in university management, having long been engaged in education and research at Nagaoka Institute of Design and served as president of the university. The Company proposes his continuous election as an Outside Director, anticipating that he will perform the role of overseeing the Company's management from a management perspective by providing beneficial suggestions from perspectives of management and customers through his broad perspective and extensive experience. He will have served as an Outside Director for one year at the conclusion of this meeting.</p> <p>[Matters related to independence of the candidate] Since there is no transactional relationship between Hiromu Wada and the Company that might affect the Company's decision-making, the Company has determined that there is no risk of conflict of interest with general shareholders. He has been designated as an Independent Officer as stipulated by the Tokyo Stock Exchange, Inc., and registered as such at the Exchange. If his reappointment is approved, he will continue to be registered as an Independent Officer.</p>		
6	Naoshi Hosaka (February 28, 1969)  Reelection  [Attendance at Board of Directors' Meetings for the fiscal year] 12/12 (100%)	Mar. 1994 Joined the Company June 2012 Executive Officer of the Company June 2014 Director, Executive Officer, and General Manager of Store Planning Department of the Company June 2020 Director and Executive Officer Responsible for Store Development and Construction, and General Manager of Store Planning Department of the Company (present position)	3,400
	<p>[Reasons for nomination as a candidate for Director] Naoshi Hosaka has extensive knowledge and experience in store management as the Director responsible for development and construction as well as store planning. He also has been engaged in improving profits from store operations, including improving productivity at stores and evolving the standard model for each format, and has helped to boost the Group's corporate value. He was nominated to continue in the position of Director to help drive the sustained growth of the Group's corporate value.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Katsushi Suzuki (June 23, 1964)  Reelection  [Attendance at Board of Directors' Meetings for the fiscal year] 12/12 (100%)	Mar. 1988      Joined the Company June 2012      Executive Officer of the Company June 2014      Director and Executive Officer of the Company May 2019      Director, Executive Officer, General Manager of New Business Promotion Office, General Manager of New Retail Business Division, and Responsible for Chain Store Operation System Innovation and Promotion Office of the Company Mar. 2020      Director and Executive Officer Responsible for New Business Promotion and Innovation Center Department of the Company (present positions)	2,100
[Reasons for nomination as a candidate for Director] Katsushi Suzuki has helped boost the Group's corporate value as the Director in charge of new business development including Internet business. He also has extensive knowledge and experience in business reorganization aimed at enhancing the efficiency of the Group's operations, and has proactively shared his opinions at Board of Directors' meetings. He was nominated to continue in the position of Director as he is deemed qualified to help drive the sustained growth of the Group's corporate value.			
8	Shigeyuki Mori (August 20, 1969)  New election	Mar. 1993      Joined the Company Nov. 2006      General Manager of Kyushu Regional Headquarters of the Company Jul. 2008      General Manager of Internal Business Innovation Office (currently Innovation Center Department) of the Company Apr. 2009      General Manager of Dot-com Business Division June 2010      General Manager of Leasing Department of the Company Mar. 2012      General Manager of General Affairs Department of the Company Apr. 2012      General Manager of General Affairs Department and Customer Service Office of the Company Jan. 2018      General Manager of Human Resources Department of the Company May 2018      Executive Officer and General Manager of Human Resources Department of the Company (present positions)	5,700
[Reasons for nomination as a candidate for Director] Shigeyuki Mori has been involved in store operations in new trade areas, business reforms in the field of operation systems, and designing of operation procedures for a range of areas including Internet business, leasing operation, General Affairs Department and Customer Service Office. He also has extensive knowledge and experience in human resources department, in which he took initiatives for building human resources organization, recruiting, developing human resources, and improving labor share. He was newly nominated in the position of Director to help drive the sustained growth of the Group's corporate value.			

- Notes:
1. The Company has established, as a voluntary advisory body to the Board of Directors, the Nomination and Remuneration Committee with a majority of Independent Outside Directors. The committee serves to ensure fairness, transparency, and objectivity in procedures to determine nomination of and remuneration for Directors and Executive Officers, leveraging the knowledge and advice of the Independent Outside Directors on deliberations for nomination of and remuneration for Directors and Executive Officers. The Company has thereby further enhanced a supervisory function and a corporate governance function of the Board of Directors.
  2. None of the candidates has a special interest in the Company.
  3. Shuichi Matsuda and Hiromu Wada are candidates for Outside Director.
  4. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Shuichi Matsuda and Hiromu Wada to limit their liabilities for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under such agreements shall be the minimum liability amount

prescribed in Article 425, paragraph 1 of the Companies Act. If their reelection is approved, the Company plans to continue the aforementioned agreement with them. The maximum amount of liability for damages under such agreement shall be the minimum liability amount prescribed in Article 425, paragraph 1 of the Companies Act.

5. Career summaries and other information for each of the above candidates are as of May 18, 2021.

**Proposal No. 2** Re-establishment of the Maximum Amount of Performance-linked Share-based Remuneration for Directors (Excluding Audit and Supervisory Committee Members) pursuant to the Amendment of the Companies Act

1. Reasons for the proposal

The introduction of a performance-linked share-based remuneration plan called “Board Benefit Trust (BBT)” (the “Plan”) for Directors of the Company (except for Outside Directors) was approved at the 58th Ordinary General Meeting of Shareholders held on June 21, 2019. Subsequently, in accordance with the transition to a Company with Audit and Supervisory Committee, decision on the amount of remuneration under the Plan for Directors (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors; the same shall apply hereinafter unless otherwise stated) was approved at the 59th Ordinary General Meeting of Shareholders held on June 25, 2020 (hereinafter the resolution at the said General Meeting of Shareholders is referred to as the “original resolution”), and it is effective up to the present date. Upon the enactment of the Act Partially Amending the Companies Act (Act No. 70 of 2019) on March 1, 2021, the Company proposes that the maximum amount of performance-linked share-based remuneration for Directors be re-established in place of the maximum amount of remuneration under the Plan for the current Directors.

This proposal is intended to be a procedure associated with the act amendment, and not to raise the maximum amount of substantive remuneration compared to the original resolution. As with the original resolution, the purpose of this proposal is to further clarify the linkage of the remuneration for Directors and the Company’s business performance and share value, and to enhance their motivation to contribute to the improvement of the Company’s business performance as well as corporate value in the medium and long term by their sharing not only the benefit of a rise in share prices but also the risks of a decline in share prices with the Company’s shareholders. The proposal is also in accordance with the policy on determination of individual remuneration, etc. for Directors of the Company. Therefore, the Company deems the details of this proposal to be appropriate. This proposal is to provide the remuneration under the Plan to Directors separately from the amount of remuneration (up to ¥400 million per year (of which up to ¥50 million per year for Outside Directors)) for Directors (not including Audit and Supervisory Committee Members) approved at the 59th Ordinary General Meeting of Shareholders held on June 25, 2020. Accordingly, the Company requests approval for the amount and other specific details of the remuneration. The details of the Plan are at the discretion of the Board of Directors within the framework outlined in 2 below.

If Proposal No. 1 is approved, the number of Directors eligible for the Plan shall be six (6).

This proposal was resolved to be nominated by the Board of Directors after the deliberations at the Nomination and Remuneration Committee, a voluntary committee with a majority of Independent Outside Directors.

2. Amount and other specific details of remuneration under the Plan

The Plan is a performance-linked share-based remuneration plan under which the Company's shares are acquired through a trust using money contributed by the Company as the financial funds (hereinafter the trust that is established based on the Plan is referred to as the "Trust"), and the Directors are provided with the Company's shares and an amount of money equivalent to the market value of the Company's shares (the "Company's Shares, etc.") through the Trust in accordance with the Share Delivery Regulations for Officers established by the Company. The Directors shall receive the Company's Shares, etc. upon their retirement, in principle.

Besides, in case where a Director granted points causes serious damage to the Company during his/her service, he/she may not be able to obtain all or part of the rights to receive the Company's Shares, etc., based on (3) in the table below.

(1) Persons eligible for the Plan	Directors (Outside Directors and Audit and Supervisory Committee Members are not covered by the Plan)
(2) Maximum value of the trust	Applicable Period: up to ¥200 million (*1)
(3) Calculation method and maximum number of the number of the Company's Shares, etc. to be provided	For each business year, the number of points determined by the title, the degree of achievements in performance and other factors shall be granted in accordance with the Share Delivery Regulations for Officers. The accumulated total number of points granted (hereinafter referred to as the "Defined Number of Points") shall be converted at the rate of one point into one common share of the Company at the time of provision of the Company's Shares, etc. as explained in (5). (*2) The maximum number of points granted to Directors per business year shall be 26,000 points. (*3)
(4) Acquisition method of the Company's shares	The Company's shares shall be acquired through the stock market or by way of subscribing to the disposition of the Company's treasury shares, using the money contributed in accordance with (2) as the funds. (*4) As the maximum number of points granted to Directors per business year shall be 26,000 points, the maximum number of the Company's shares acquired by the Trust for each Applicable Period shall be 78,000 shares.
(5) Provision of the Company's Shares, etc.	If a Director retires and fulfills the beneficiary requirements stipulated in the Share Delivery Regulations for Officers, the Company's Shares, etc. shall be provided from the Trust after his/her retirement in accordance with the Defined Number of Points as stipulated by (3) above by completion of the prescribed procedures to become a beneficiary. (*5)

(\*1) The Company has contributed money required for acquisition of necessary shares to provide the Directors with the Company's Shares, etc. for the business years from the year ended March 31, 2020 to the year ending March 31, 2022 (hereinafter, this three (3)-business-year period is referred to as the "Initial Period," and each three (3) consecutive business years following the Initial Period are respectively referred to as the "Applicable Period"). The Trust has acquired 120,000 shares of the Company's shares for the Initial Period, using the money contributed by the Company as the funds.

Furthermore, after the expiration of the Initial Period, in principle, the Company will make additional contributions to the Trust, of up to ¥200 million for each Applicable Period until the termination of the Plan. However, in the case of making additional contributions, if there are the Company's shares (excluding a number of the Company's shares that have not yet been provided to Directors equivalent to points granted to them for each Applicable Period up to the immediately preceding Applicable Period) and money remaining in the Trust (such shares and money are collectively referred to as the "Remaining Shares, etc."), the total amount of the Remaining Shares, etc. (the amount for the Company's shares shall be the market value on the final day of the immediately preceding the Applicable Period) and additionally contributed money shall not exceed ¥200 million. During the Initial Period and the Applicable Period, the Company may make contributions to the Trust in multiple rounds until the cumulative level of contributions for the Applicable Period reaches the aforementioned maximum value of the trust. When the Company decides to make additional contributions, it shall make a disclosure in a timely and appropriate manner.

(\*2) In case where the Company's shares become the subject of a share split, allotment of share without contribution, or consolidation of shares, etc. after this proposal is approved, the maximum number of the points and the accumulated number of points granted, or the conversion rate shall be adjusted in a reasonable manner in proportion to the relevant ratio, etc.

(\*3) The number of shares equivalent to the maximum number of points granted to Directors per business year is 26,000 shares and accounts for approximately 0.05% of the total number of shares issued (as of March 31, 2021, excluding treasury shares).

- (\*4) When the Company decides to make additional contributions and the acquisition of the Company's shares is conducted by the Trust in the future, the Company shall make a disclosure in a timely and appropriate manner. At present, however, no such acquisition is specifically scheduled.
- (\*5) If the conditions specified separately in the Share Delivery Trust Regulations for Officers are satisfied, Directors may receive an amount of money equivalent to the market value of the Company's shares for a certain percentage of points. In such circumstances, the Trust may sell the Company's shares in order to make the monetary provisions. Besides, the amount of remuneration, etc. provided for Directors shall be based on the amount obtained by multiplying the total number of points granted to Directors by the book value per share of the Company's shares owned by the Trust at the time of granting points (in case where the Company's shares become the subject of a share split, allotment of share without contribution, or consolidation of shares, etc., a reasonable adjustment shall be made in proportion to the relevant ratio, etc.). In case where an amount of money shall exceptionally be provided, pursuant to the provisions of the Share Delivery Regulations for Officers, and it deems as appropriate, the said amount shall be added.