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THE 62ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

Date and Time

Tuesday, August 5, 2025, at 10:00 a.m.
(Reception will start at 9:30 a.m.)

Place

B2F Daigo, Sheraton Miyako Hotel Tokyo
1-1-50, Shirokanedai, Minato-ku, Tokyo, Japan

Proposals

Proposal 1: Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of 9 Directors (Other Than Directors Serving as Audit & Supervisory Committee Members)
Proposal 4: Election of 4 Directors Serving as Audit & Supervisory Committee Members
Proposal 5: Determination of Amount of Compensation, Etc. of Directors (Other Than Directors Serving as Audit & Supervisory Committee Members)
Proposal 6: Determination of Amount of Compensation, Etc. of Directors Serving as Audit & Supervisory Committee Members
Proposal 7: Setting of Compensation, Etc. of Directors (Other Than Directors Serving as Audit & Supervisory Committee Members and Outside Directors) for the Purpose of Granting Restricted Shares to Directors

ASKUL Corporation

Securities code: 2678

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No souvenirs will be distributed to shareholders in attendance on the day of the General Meeting of Shareholders. Your kind understanding on this would be appreciated.

To Our Shareholders

We would like to take this opportunity to express our sincere gratitude for your continued support and patronage as we provide this Notice of the 62nd Annual General Meeting Of Shareholders.

We announced the “From FY5/2026 to FY5/2029 Medium-Term Management Plan” in July 2025. In order to formulate the New Medium-Term Management Plan, we first had repeated discussions on the vision of what the Company wants to realize from a long-term perspective. By evolving ASKUL’s essence such as our DNA, “Advancing Forward for Our Customers,” rooted across the entire Company since the foundation and providing working people with support for self-realization, with our desire to increase happy people, we set our 2050 vision as “Creating a society that empowers everyone to continually experience the delight of becoming their best self.”

Setting “Beyond Retail － Transforming the Way People Work －” as our milestone toward 2035, the mid-point of the vision, we will launch a wide range of solution businesses that help resolve social issues arising from changes in the times, and aim to grow them into a revenue stream on par with our E-commerce business.

During the New Medium-Term Management Plan period, we will focus on the “in-person service industry” including medical care, nursing care, and social welfare facilities, accommodation, and food and beverage which have high growth potential, and designated “daily necessities at workplaces” as the key product category. We will cultivate new e-commerce demand that extends beyond office supplies.

To our shareholders, we thank you for your continued understanding and support.

July 2025

Akira Yoshioka

Representative Director, President and CEO

(Securities code: 2678)
July 17, 2025
Commencement of measures for electronic provision: July 14, 2025

To Shareholders with Voting Rights:

Akira Yoshioka
Representative Director, President and
Chief Executive Officer
ASKUL Corporation
3-2-3 Toyosu, Koto-ku, Tokyo, JAPAN

NOTICE OF
THE 62ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

We would like to express our appreciation for your continued support and patronage.

We hereby announce that the 62nd Annual General Meeting of Shareholders of ASKUL Corporation (the "Company") will be held as described below.

- In addition to attending the General Meeting of Shareholders in person, shareholders may attend the meeting, ask questions, and exercise voting rights via the Internet.
- An advance application is required if attending this General Meeting of Shareholders online. Please see page 3 for details.
- We respectfully request shareholders to submit an advance application if attending this General Meeting of Shareholders in person so that we can appropriately operate the meeting in accordance with its scale. Please see page 5 for details.
- If changes are made to the operation of this General Meeting of Shareholders, details will be posted on the Company's website (https://www.askul.co.jp/corp/english/investor/). Please check the website for any updates.

1. **Date and Time:** Tuesday, August 5, 2025, at 10:00 a.m.
2. **Place:** B2F Daigo, Sheraton Miyako Hotel Tokyo
   1-1-50, Shirokanedai, Minato-ku, Tokyo, Japan
   No souvenirs will be distributed to shareholders in attendance on the day of the General Meeting of Shareholders. Your kind understanding on this would be appreciated.
3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company's 62nd Fiscal Year (May 21, 2024 – May 20, 2025)
2. Results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Proposals to be resolved:

Proposal 1: Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of 9 Directors (Other Than Directors Serving as Audit & Supervisory Committee Members)
Proposal 4: Election of 4 Directors Serving as Audit & Supervisory Committee Members
Proposal 5: Determination of Amount of Compensation, Etc. of Directors (Other Than Directors Serving as Audit & Supervisory Committee Members)
Proposal 6: Determination of Amount of Compensation, Etc. of Directors Serving as Audit & Supervisory Committee
Proposal 7: Setting of Compensation, Etc. of Directors (Other Than Directors Serving as Audit & Supervisory Committee Members and Outside Directors) for the Purpose of Granting Restricted Shares to Directors

■ **Measures for electronic provision**

In convening this General Meeting of Shareholders, the Company has taken measures to provide the information described in the Reference Documents for the General Meeting of Shareholders, etc., electronically (matters subject to measures for electronic provision). Matters subject to measures for electronic provision are posted on the Company's website.

The Company's website: https://www.askul.co.jp/corp/english/investor/library/agm/

In addition to the above website, matters subject to measures for electronic provision are also posted on the Tokyo Stock Exchange website.

TSE website (Listed Company Search): https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

Please search for the Company either by entering "ASKUL" in the "Issue name (company name)" bar or "2678" in the "Code" bar, then select "Basic information" followed by "Documents for public inspection/PR information" to view the "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" under "Filed information available for public inspection."

Notes:

■ The Company will send a notice of the General Meeting of Shareholders and information on how to exercise voting rights, etc. to shareholders who have not requested the delivery of a paper copy of such documents.

■ In accordance with laws and regulations as well as Article 17 of the Articles of Incorporation of the Company, the following matters are not included in the paper copy sent to shareholders who have requested the delivery of such paper copy. Accordingly, said paper copy forms part of the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Board when preparing the audit report and the accounting audit report, respectively.

- "Corporate Structure and Policy" in the Business Report
- "Consolidated Statements of Changes in Net Assets" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- "Non-consolidated Statements of Changes in Net Assets" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

■ Should any revisions be made to the matters subject to measures for electronic provision, details of the revisions will be posted on each of the designated websites.

■ **Online attendance**

"Online attendance" is a method of attending a General Meeting of Shareholders whereby shareholders may exercise their voting rights and ask questions, etc., in a similar manner as those attending the General Meeting of Shareholders in person, while watching a live broadcast of the General Meeting of Shareholders on the day of the General Meeting of Shareholders. Shareholders who attend the meeting by "online attendance" will be treated as "in attendance" in the same manner as those attending the General Meeting of Shareholders in person.

Website for the General Meeting of Shareholders of ASKUL Corporation
https://2678.ksoukai.jp

Period for logging into the "Website for the General Meeting of Shareholders of ASKUL Corporation"
From 12:00 p.m. (noon) on Friday, July 18, 2025
to the conclusion of the General Meeting of Shareholders on Tuesday, August 5, 2025

Step 1: Please access the abovementioned "Website for the General Meeting of Shareholders of ASKUL Corporation" (the "Website").

Step 2: Please log in by entering the ID and password provided on the enclosed "Notice of ID and Password for Online Attendance at the 62nd Annual General Meeting of Shareholders of ASKUL Corporation."
(This password is different from the "Password" for exercising voting rights provided on the Voting Right Exercise Form.)

Enter the "パスワード ID" (ID and password)
Press the "ログイン" (Log in) button

Guide to "online attendance"

Step 1: After logging in, please press the "出席を申し込む" (Apply for attendance) button, select "インターネット出席" (Online attendance), and press the "申し込む" (Apply) button.

Step 2: Beginning at 9:30 a.m. on the day of the General Meeting of Shareholders, you can attend the meeting by pressing the "出席" (Attendance) button.

(Note) The wording in the abovementioned screens is subject to change.

■ **Exercise of voting rights when "attending online"**

1. If you "attend online" after exercising your voting rights in advance and exercise your voting rights on the Website
   → The exercise of voting rights on the day of the General Meeting of Shareholders will be valid (the advance exercise of voting rights will be void). However, if there are any proposals for which no approval or disapproval is selected, you shall be deemed to have abstained from voting on such proposals.
2. If you "attend online" after exercising your voting rights in advance but do not exercise your voting rights on the Website
   → The advance exercise of voting rights will be valid
3. If you "attend online" without exercising your voting rights in advance but do not exercise your voting rights
   → Abstained

■ **Methods for raising questions on the day of the meeting and submitting motions**

- Shareholders who are "attending online" on the day of the General Meeting of Shareholders may submit their questions by entering text through the Website. Questions through the Website on the day of the meeting will be limited to two questions per shareholder (up to 200 characters each in Japanese only).
- Because the time for questions and answers is limited, we may not be able to answer all of the questions received.
- We may not be able to answer some questions depending on their contents, including questions not related to the meeting agenda of the General Meeting of Shareholders.
- With regard to all motions, including those regarding procedures for the General Meeting of Shareholders and those regarding proposals, we will only discuss those submitted by shareholders attending the meeting in person and will not accept submissions from shareholders attending online. Furthermore, with regard to voting on motions, shareholders attending online will be deemed as not in attendance for voting on motions regarding procedures for the General Meeting of Shareholders, and as abstaining from voting on motions regarding proposals. We appreciate your understanding.
  We would like to request shareholders who wish to submit motions or participate in voting on them to consider attending the meeting in person.

■ **Methods for raising questions in advance**

- Ahead of the meeting, shareholders may submit their questions related to the Meeting Agenda of this General Meeting of Shareholders through the Website. (From 12:00 p.m. (noon) on Friday, July 18, 2025 to 12:00 p.m. (noon) on Monday, July 28, 2025.) After logging in to the Website, please press the "事前質問を行う" (Submit advance questions) button and send your questions. We plan to answer such questions when they relate to matters that are of high interest to shareholders at the General Meeting of Shareholders.

■ **Notes on "online attendance"**

- Please note that telecommunication equipment and all expenses required for "online attendance" must be borne by shareholders.
- The language available for "online attendance" is Japanese only.
- Telecommunication breakdowns, such as disruptions of the broadcast video and audio or temporary interruptions, may occur due to the impact of factors including the telecommunication environment. Please note that the Company does not assume any liability for disadvantages suffered by shareholders "attending online" due to these telecommunication breakdowns.
- If changes are made to the operation of this General Meeting of Shareholders, details will be posted on the Company's website (https://www.askul.co.jp/corp/english/investor/). Please check the website for any updates.
- The provision of IDs and passwords required for "online attendance" to any third party are strictly prohibited.

■ **Attending the meeting in person**

We respectfully request shareholders to submit an advance application if attending this General Meeting of Shareholders in person so that we can appropriately operate the meeting in accordance with its scale.

Application period
From 12:00 p.m. (noon) on Friday, July 18, 2025 to 12:00 p.m. (noon) on Monday, August 4, 2025

Website for the General Meeting of Shareholders of ASKUL Corporation https://2678.ksoukai.jp

■ **Application method for attending the General Meeting of Shareholders in person**

Step 1: Please log in to the Website, press the "出席を申し込む" (Apply for attendance) button, and select "会場出席" (Attend in person) to apply.

Step 2: The reception desk will open at 9:30 a.m. on the day of the General Meeting of Shareholders.
Please submit your Voting Right Exercise Form at the reception desk.
If exercising your voting rights by proxy on the day of the meeting, you may delegate your voting rights to one other shareholder who has voting rights.
In this event, please submit documentation proving the power of attorney.

Please refrain from taking photographs, making audio or video recordings, or saving such content at the venue.

(Note) The wording in the abovementioned screens is subject to change.

■ **Exercise of voting rights in advance by mail or via the Internet, etc.**

To exercise voting rights in advance by mail:

Please indicate your approval or disapproval for each of the proposals on the enclosed Voting Right Exercise Form and send it back to the Company.
If there is no indication regarding your approval or disapproval for respective proposals on the Voting Right Exercise Form, it shall be deemed as an approval.

Voting right exercise deadline:	Must be delivered by 5:30 p.m. on Monday, August 4, 2025

To exercise voting rights in advance via the Internet, etc.:

Please enter your approval or disapproval for each of the proposals on the website for exercising voting rights (https://www.web54.net/).

Please see below for details.

Voting right exercise deadline:	Must be exercised by 5:30 p.m. on Monday, August 4, 2025

Guide to the exercise of voting rights via the Internet, etc.

By scanning the QR code "Smart Voting"

You can access the website for exercising voting rights without having to enter your Voting Rights Exercise Code and Password.

1. Please scan the QR code provided on the bottom-right of the Voting Right Exercise Form.

   * "QR Code" is a registered trademark of DENSO WAVE INCORPORATED.

2. Next, please follow the guidance on the screen to enter approval or disapproval for each proposal.

You can exercise your voting rights by "Smart Voting" only once.

If you wish to change your vote after exercising your voting rights, please access the website for exercising voting rights, log in to the website by entering your "Voting Rights Exercise Code" and "Password" provided on the Voting Right Exercise Form, and then exercise your voting rights again.

* You can access the website for exercising voting rights by scanning again the QR code.

By entering the Voting Rights Exercise Code and Password

Website for exercising voting rights: **https://www.web54.net/**

1. Please access the website for exercising voting rights, and then click (1) "次へすすむ" (Next).

2. Please enter (2) "Voting Rights Exercise Code" provided on the Voting Right Exercise Form, and then click (3) "ログイン" (Login).

3. Please type in your (4) “initial Password” provided on the Voting Right Exercise Form, set a (5) “new Password” that you will actually use, and then click (6) “登録” (Register).

4. Next, please follow the guidance on the screen to enter approval or disapproval for each proposal.

If you have questions about how to use your computer, mobile phone or smartphone to exercise voting rights via the Internet, etc., please inquire at the phone number below. **Stock Transfer Agency Business Planning Web Support Hotline,** **Sumitomo Mitsui Trust Bank, Limited** **[Telephone] 0120-652-031 (toll free only from Japan)** Operating hours: 9:00 a.m. to 9:00 p.m.

Institutional investors may utilize an electronic voting platform for institutional investors operated by ICJ, Inc.

- If you exercise your voting rights both by mail and via the Internet, etc., the vote exercised via the Internet, etc., will be deemed as valid.
- If you exercise your voting rights via the Internet, etc., multiple times, or by using multiple devices such as a personal computer, mobile phone or smartphone, only the last vote will be deemed as the validly exercised vote.
- If you enter wrong Password more than a certain number of times, the session will be locked and will become unavailable. If the session is locked, please follow the instructions on the screen.
- Passwords serve as a means of checking that the person voting is actually a legitimate shareholder. Please keep your password safe until the end of this General Meeting of Shareholders. We cannot answer inquiries about your password made by telephone, etc.
- We have confirmed that the website for exercising voting rights operates normally with a typical Internet connection environment, but you may not be able to use it depending on the device that you are using.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Matters concerning year-end dividend

Regarding the distribution of profits, while maintaining sound cash flow and a stable financial structure, the Company aims to secure internal reserves as investment capital for the growth necessary to enhance corporate value over the medium to long term as well as to improve shareholder returns and capital efficiency. To this end, the Company has set a target total return ratio of 45% and will pay stable dividends to shareholders and systematically acquire treasury stock.

For the fiscal year under review, the Company did not achieve the profit plan mainly due to the underachievement of the sales plan; however the financial structure remains sound, and the Company expects significant growth in the future based on the New Medium-Term Management Plan announced on July 4, 2025.

Accordingly, the Company would like to propose 19 yen per share as dividend (year-end dividend) for the fiscal year under review as previously forecasted.

(1) Type of property for dividend
Cash

(2) Matters concerning allotment of dividend property to shareholders and the total amount of dividend
19 yen per share of common stock of the Company
Total amount: 1,776,986,400 yen

(3) Effective date of distribution of surplus
August 6, 2025

Total dividend for the fiscal year under review will be 38 yen per share, an increase of 2 yen from the previous fiscal year, with an interim dividend of 19 yen per share, which has already been paid.

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reason for the Amendments
   (1) The Company aims to strengthen the supervisory function of the Board of Directors and further enhance corporate governance by appointing the Audit & Supervisory Committee Members who are responsible for auditing the execution of duties by Directors as members of the Board of Directors. In addition, by enabling the Board of Directors to broadly delegate decision-making on business execution to Directors, the Company seeks to separate execution and supervisory functions, accelerate the decision-making process, and ultimately improve corporate value. To this end, the Company has decided to transition from a Company with an Audit & Supervisory Board to a Company with an Audit & Supervisory Committee and make amendments necessary for the transition, including the establishment of new provisions regarding Directors serving as Audit & Supervisory Committee Members and the Audit & Supervisory Committee, and the deletion of provisions regarding the Audit & Supervisory Board Members and the Audit & Supervisory Board.
   (2) In order to enable the implementation of flexible capital and dividend policies, pursuant to the provisions of Article 459, Paragraph 1 of the Companies Act, the proposed Article 38 (Organization for Deciding Distribution of Surplus, Etc.) will be newly established to allow the distribution of surplus, etc. by resolution of the Board of Directors in addition by resolution at a General Meeting of Shareholders, and accordingly, Article 7 (Acquisition of Own Shares) of the current Articles of Incorporation, which is duplicative in content, will be deleted, and other necessary amendments will be made.
   (3) In addition, in line with the above amendments, necessary adjustments will be made, including changes to article numbers, wording, and phrasing.

2. Details of the Amendments

The details of the amendment are as follows.
The amendments to the Articles of Incorporation pertaining to this proposal shall take effect at the conclusion of this General Meeting of Shareholders.

(The amended section is underlined.)

Current Articles of Incorporation	Proposed Amendment
Chapter I: General Provisions	Chapter I: General Provisions
Articles 1 – 3 (Omitted)	Articles 1 – 3 (Unchanged)
(Establishment of Organizations) Article 4 In addition to General Meetings of Shareholders and Directors, the Company shall set up the following organizations: 1. Board of Directors; 2. <u>Audit & Supervisory Board Members</u>; <u>3. Audit & Supervisory Board</u>; and <u>4</u>. Accounting Auditor.	(Establishment of Organizations) Article 4 In addition to General Meetings of Shareholders and Directors, the Company shall set up the following organizations: 1. Board of Directors; 2. <u>Audit & Supervisory Committee</u>; and <u>(Deleted)</u> <u>3</u>. Accounting Auditor.
Article 5 (Omitted)	Article 5 (Unchanged)
Chapter II: Shares	Chapter II: Shares
Article 6 (Omitted)	Article 6 (Unchanged)
<u>(Acquisition of Own Shares)</u> <u>Article 7 Based on the provisions of Article 165, Paragraph 2 of the Companies Act, the Company may acquire its own shares by a resolution of the Board of Directors.</u>	<Deleted>
Articles <u>8</u> – <u>12</u> (Omitted)	Articles <u>7</u> – <u>11</u> (Unchanged)

Current Articles of Incorporation	Proposed Amendment
Chapter III: General Meeting of Shareholders Articles 13 – 20 (Omitted)	Chapter III: General Meeting of Shareholders Articles 12 – 19 (Unchanged)
Chapter IV: Directors and Board of Directors (Number of Directors) Article 21 The Company shall have no more than eleven (11) Directors. <Newly established> (Method of Election of Directors) Article 22(1) Directors shall be elected by resolution at a General Meeting of Shareholders. (2) Resolutions for the election of Directors shall be adopted by a majority of the voting rights of shareholders present at the meeting where shareholders holding one-third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present. (3) Resolutions for the election of Directors shall not be adopted by cumulative voting. (Term of Office of Directors) Article 23 The term of office of Directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within one (1) year after their election. <Newly established> <Newly established>	Chapter IV: Directors and Board of Directors (Number of Directors) Article 20 (1) The Company shall have no more than eleven (11) Directors (other than Directors serving as Audit & Supervisory Committee Members). (2) The Company shall have no more than five (5) Directors serving as Audit & Supervisory Committee Members. (Method of Election of Directors) Article 21 (1) Directors shall be elected by resolution at a General Meeting of Shareholders, by distinguishing between Directors serving as Audit & Supervisory Committee Members and those who are not. (2) Resolutions for the election of Directors shall be adopted by a majority of the voting rights of shareholders present at the meeting where shareholders holding one-third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present. (3) Resolutions for the election of Directors shall not be adopted by cumulative voting. (Term of Office of Directors) Article 22 (1) The term of office of Directors (other than Directors serving as Audit & Supervisory Committee Members) shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within one (1) year after their election. (2) The term of office of Directors serving as Audit & Supervisory Committee Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within two (2) years after their election. (3) The term of office of Directors serving as Audit & Supervisory Committee Members who are elected as substitutes for other Directors serving as Audit & Supervisory Committee Members who have resigned before the expiration of their term shall expire when the term of office of the Directors serving as Audit & Supervisory Committee Members who have resigned expires.

Current Articles of Incorporation	Proposed Amendment
<Newly established>	(4) The effective term of the resolution for the election of substitutes for Directors serving as Audit & Supervisory Committee Members elected pursuant to Article 329, Paragraph 3 of the Companies Act shall expire at the beginning of the Ordinary General Meeting of Shareholders for the last fiscal year ending within two (2) years after their election.
(Representative Director and Directors with Special Titles) Article 24 (1) Representative Directors shall be selected by resolution of the Board of Directors.	(Representative Director and Directors with Special Titles) Article 23 (1) Representative Directors shall be selected from among Directors (other than Directors serving as Audit & Supervisory Committee Members) by resolution of the Board of Directors.
(2) In addition to one (1) President, and, if necessary, one (1) Chairperson, a small number of Vice Presidents, Managing Directors, and Senior Managing Directors may be selected and Counselors or Advisers may be appointed by resolution of the Board of Directors.	(2) In addition to one (1) President, and, if necessary, a small number of Directors with special titles may be selected from among Directors (other than Directors serving as Audit & Supervisory Committee Members) by resolution of the Board of Directors.
(Persons Who Have Rights to Convene Board of Directors' Meetings and Chairperson) Article 25 (1) The President shall convene the Board of Directors' meeting and act as the Chairperson, except as otherwise provided for in laws and regulations.	(Persons Who Have Rights to Convene Board of Directors' Meetings and Chairperson) Article 24 (1) The Director previously designated by the Board of Directors shall convene the Board of Directors' meeting and act as the Chairperson, except as otherwise provided for in laws and regulations.
(2) If the President is unable to act, one (1) of the other Directors shall take his/her place in accordance with the order stipulated in advance by the Board of Directors.	(2) If the Director referred to in the preceding paragraph is unable to act, one (1) of the other Directors shall take his/her place in accordance with the order stipulated in advance by the Board of Directors.
(Notice of Convocation of Board of Directors' Meeting) Article 26 (1) A notice of convocation of a Board of Directors' meeting shall be delivered to each Director and each Audit & Supervisory Board Member at least three (3) days prior to the date of such meeting; provided, however, that such period of advance notice may be shortened in case of an emergency.	(Notice of Convocation of Board of Directors' Meeting) Article 25 (1) A notice of convocation of a Board of Directors' meeting shall be delivered to each Director at least three (3) days prior to the date of such meeting; provided, however, that such period of advance notice may be shortened in case of an emergency.
(2) A Board of Directors' meeting may be held without following the convocation procedures if there is unanimous consent of all the Directors and Audit & Supervisory Board Members.	(2) A Board of Directors' meeting may be held without following the convocation procedures if there is unanimous consent of all the Directors.

Current Articles of Incorporation	Proposed Amendment
<Newly established>	(Delegation of Important Business Execution Decisions) Article 26 Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate all or part of decisions on important business execution (excluding the matters listed in each item of Paragraph 5 of the same Article) to Directors.
(Method to Adopt Resolutions at Board of Directors' Meetings, Etc.) Article 27(1) Resolutions at a Board of Directors' meeting shall be adopted by a majority of the Directors present at the meeting at which a majority of Directors who can take part in resolutions are present. (2) If all Directors of the Company who can take part in resolutions express their intention to agree to resolution items of the Board of Directors in writing or in the form of electromagnetic recording, it shall be considered as if the Board of Directors has resolved to adopt the resolution items. However, this shall not apply when Audit & Supervisory Board Members make protests.	(Method to Adopt Resolutions at Board of Directors' Meetings, Etc.) Article 27 (1) Resolutions at a Board of Directors' meeting shall be adopted by a majority of the Directors present at the meeting at which a majority of Directors who can take part in resolutions are present, except as otherwise provided for in laws and regulations. (2) If all Directors of the Company who can take part in resolutions express their intention to agree to resolution items of the Board of Directors in writing or in the form of electromagnetic recording, it shall be considered as if the Board of Directors has resolved to adopt the resolution items.
(Minutes of the Board of Directors' Meeting) Article 28 The outline of proceedings at a Board of Directors' meeting, their results, and other matters provided for in laws and regulations shall be described or recorded in minutes, and then the Directors and Audit & Supervisory Board Members present shall affix their signatures and seals to the minutes or attach their electronic signatures to the minutes.	(Minutes of the Board of Directors' Meeting) Article 28 The outline of proceedings at a Board of Directors' meeting, their results, and other matters provided for in laws and regulations shall be described or recorded in minutes, and then the Directors present shall affix their signatures and seals to the minutes or attach their electronic signatures to the minutes.
Article 29 (Omitted)	Article 29 (Unchanged)
(Compensation, etc. for Directors) Article 30 The amount of compensation, bonuses, and other assets received from the Company as compensation for the execution of duties (hereinafter referred to as "Compensation, etc.") for Directors shall be determined by resolution at a General Meeting of Shareholders.	(Compensation, etc. for Directors) Article 30 The amount of compensation, bonuses, and other assets received from the Company as compensation for the execution of duties for Directors shall be determined by resolution at a General Meeting of Shareholders, by distinguishing between Directors serving as Audit & Supervisory Committee Members and those who are not.
Article 31 (Omitted)	Article 31 (Unchanged)

Current Articles of Incorporation	Proposed Amendment
Chapter V: Audit & Supervisory Board Members and Audit & Supervisory Board	<Deleted>
(Number of Audit & Supervisory Board Members) Article 32 The Company shall have at least three (3) Audit & Supervisory Board Members.	<Deleted>
(Method of Election of Audit & Supervisory Board Members) Article 33(1) Audit & Supervisory Board Members shall be elected by resolution at a General Meeting of Shareholders. (2) Resolutions for the election of Audit & Supervisory Board Members shall be adopted by a majority of the voting rights of shareholders present at the meeting where shareholders holding one-third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.	<Deleted>
(Term of Office of Audit & Supervisory Board Members) Article 34(1) The term of office of Audit & Supervisory Board Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within four (4) years after their election. (2) The term of office of Audit & Supervisory Board Members who are elected as substitutes for other Audit & Supervisory Board Members who have resigned before the expiration of their term shall expire when the term of office of the Audit & Supervisory Board Members who have resigned expires.	<Deleted>
(Full-Time Audit & Supervisory Board Members) Article 35 Full-time Audit & Supervisory Board Members shall be selected by resolution of the Audit & Supervisory Board.	<Deleted>

Current Articles of Incorporation	Proposed Amendment
(Notice of Convocation of Audit & Supervisory Board Meeting) Article 36(1) A notice of convocation of an Audit & Supervisory Board meeting shall be delivered to each Audit & Supervisory Board Member at least three (3) days prior to the date of such meeting; provided, however, that such period of advance notice may be shortened in case of an emergency. (2) An Audit & Supervisory Board meeting may be held without following the convocation procedures if there is unanimous consent of all the Audit & Supervisory Board Members.	<Deleted>
(Method to Adopt Resolutions at Audit & Supervisory Board Meetings) Article 37 Resolutions at an Audit & Supervisory Board meeting shall be adopted by a majority of the Audit & Supervisory Board Members, except as otherwise provided for in laws and regulations.	<Deleted>
(Minutes of the Audit & Supervisory Board Meeting) Article 38 The outline of proceedings at an Audit & Supervisory Board meeting, the results thereof, and other matters provided for in laws and regulations shall be described or recorded in minutes, and then the Audit & Supervisory Board Members present shall affix their signatures and seals to the minutes or attach their e-signatures to the minutes.	<Deleted>
(Audit & Supervisory Board Regulations) Article 39 Matters concerning the Audit & Supervisory Board shall be in compliance with laws and regulations or these Articles of Incorporation, and the Audit & Supervisory Board Regulations determined by the Audit & Supervisory Board.	<Deleted>
(Compensation, etc. for Audit & Supervisory Board Members) Article 40 The amount of Compensation, etc. for Audit & Supervisory Board Members shall be determined by resolution at a General Meeting of Shareholders.	<Deleted>

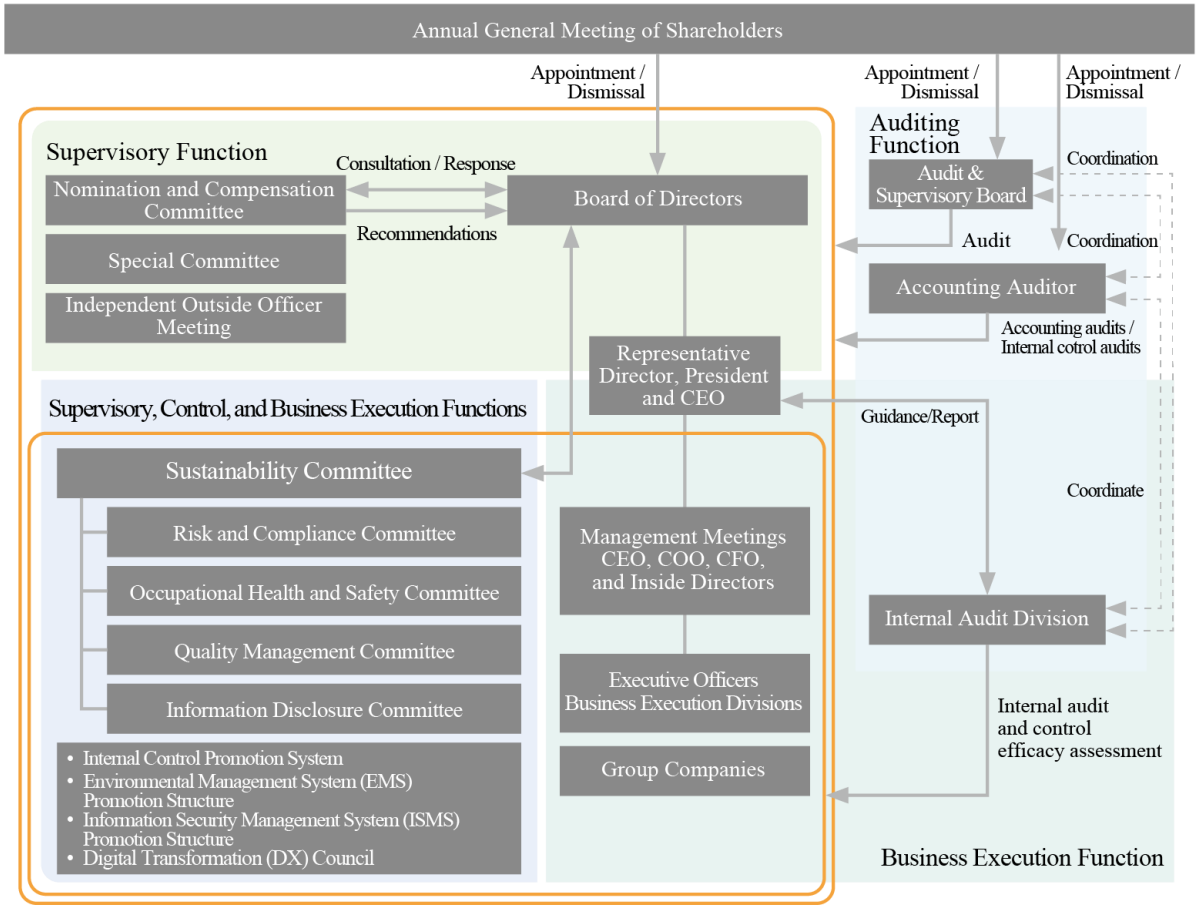
Current Articles of Incorporation	Proposed Amendment
(Exemption of Audit & Supervisory Board Members from Liability) Article 41(1) As defined in Article 426, Paragraph 1 of the Companies Act, the Company may exempt its Audit & Supervisory Board Members (including those who were Audit & Supervisory Board Members) from liability for damages under Article 423, Paragraph 1 of the Companies Act to the extent permitted by laws and regulations by resolution of the Board of Directors. (2) The Company may conclude agreements with its Audit & Supervisory Board Members to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the same Act. However, the maximum amount of liability under the agreements shall be the minimum liability amount stipulated by laws and regulations.	<Deleted>
<Newly established>	Chapter V: Audit & Supervisory Committee
<Newly established>	(Full-Time Audit & Supervisory Committee Members) Article 32 Full-time Audit & Supervisory Committee Members may be selected by resolution of the Audit & Supervisory Committee.
<Newly established>	(Notice of Convocation of Audit & Supervisory Committee Meeting) Article 33 (1) A notice of convocation of an Audit & Supervisory Committee meeting shall be delivered to each Audit & Supervisory Committee Member at least three (3) days prior to the date of such meeting; provided, however, that such period of advance notice may be shortened in case of an emergency. (2) An Audit & Supervisory Committee meeting may be held without following the convocation procedures if there is unanimous consent of all the Audit & Supervisory Committee Members.
<Newly established>	(Method to Adopt Resolutions at Audit & Supervisory Committee Meetings) Article 34 Resolutions at an Audit & Supervisory Committee meeting shall be adopted by a majority of the Audit & Supervisory Committee Members present at the meeting at which a majority of Audit & Supervisory Committee Members who can take part in resolutions are present, except as otherwise provided for in laws and regulations.

Current Articles of Incorporation	Proposed Amendment
<Newly established>	(Minutes of the Audit & Supervisory Committee Meeting) Article 35 The outline of proceedings at an Audit & Supervisory Committee Meeting, the results thereof, and other matters provided for in laws and regulations shall be described or recorded in minutes, and then the Audit & Supervisory Committee Members present shall affix their signatures and seals to the minutes or attach their e-signatures to the minutes.
<Newly established>	(Audit & Supervisory Committee Regulations) Article 36 Matters concerning the Audit & Supervisory Committee shall be in compliance with laws and regulations or these Articles of Incorporation, and the Audit & Supervisory Committee Regulations determined by the Audit & Supervisory Committee.
Chapter VI: Accounting	Chapter VI: Accounting
Article 42 (Omitted)	Article 37 (Unchanged)
<Newly established>	(Organization for Deciding Distribution of Surplus, Etc.) Article 38 The Company may, by resolution of the Board of Directors, determine the matters set forth in each item of Article 459, Paragraph 1 of the Companies Act, including the distribution of surplus, except as otherwise provided for in laws and regulations.
(Distribution of Surplus) Article 43(1) The Company's record date for year-end dividend distributions shall be May 20 of each year. (2) In addition to the preceding paragraph, the Company may pay interim dividends with the record date of November 20 of each year, by resolution of the Board of Directors.	(Record Date for Distribution of Surplus) Article 39 (1) The Company's record date for year-end dividend distributions shall be May 20 of each year. (2)The Company's record date for interim dividend distributions shall be November 20 of each year.
<Newly established>	(3)In addition to the preceding two paragraphs, the Company may set a record date for distribution of surplus.
Article 44 (Omitted)	Article 40 (Unchanged)

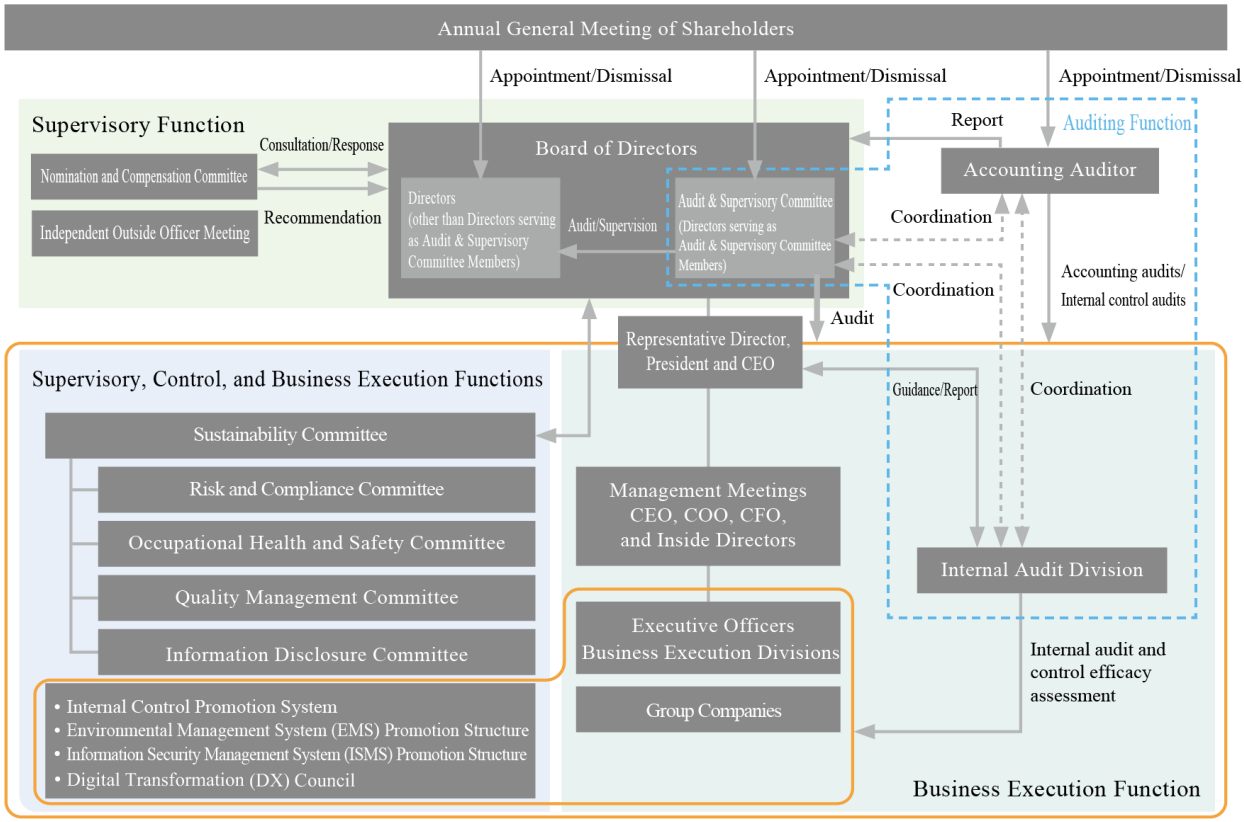
Current Articles of Incorporation	Proposed Amendment
<Newly established>	Supplementary Provisions
<Newly established>	(Interim Measure related to Exemption of Audit & Supervisory Board Members from Liability Article 1 (1) The Company may exempt its Audit & Supervisory Board Members (including those who were Audit & Supervisory Board Members) from liability for damages under Article 423, Paragraph 1 of the Companies Act with respect to acts committed prior to the conclusion of the 62nd Ordinary General Meeting of Shareholders to the extent permitted by laws and regulations by resolution of the Board of Directors. (2) With regard to agreements that the Company concluded with its Audit & Supervisory Board Members prior to the conclusion of the 62nd Ordinary General Meeting of Shareholders to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the same Act, the provisions of Article 41, Paragraph 2 of the Articles of Incorporation, prior to the amendments by the resolution of the said Ordinary General Meeting of Shareholders, shall apply.

(Reference) Transition to a Company with an Audit & Supervisory Committee

Current Structure (Company with an Audit & Supervisory Board)



Structure after the Transition (Company with an Audit & Supervisory Committee)



Proposal 3: Election of 9 Directors (Other Than Directors Serving as Audit & Supervisory Committee Members)

If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as originally proposed, the Company will transition to a Company with an Audit & Supervisory Committee, and the terms of office of all 10 Directors will expire upon the effective date of the amendments to the Articles of Incorporation. Accordingly, the election of 9 Directors (other than Directors serving as Audit & Supervisory Committee Members; the same shall apply in this proposal) after the transition to a Company with an Audit & Supervisory Committee, is proposed. This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation as set forth in Proposal 2: Partial Amendments to the Articles of Incorporation.

The candidates are as follows:

No.		Name and Gender			Current positions at the Company
1.	[Reappointment]	Akira Yoshioka	(Male)		Representative Director, President and CEO
2.	[Reappointment]	Tsuguhiro Tamai	(Male)		Director, CFO
3.	[Reappointment]	Katsuhiro Kawamura	(Male)		Director, COO
4.	[Reappointment]	Shinichi Hokari	(Male)		Director, CTO
5.	[Reappointment]	Yumiko Ichige	(Female)	[Outside Director] [Independent Officer]	Outside Director
6.	[Reappointment]	Naomi Aoyama	(Female)	[Outside Director] [Independent Officer]	Outside Director
7.	[Reappointment]	Rina Akimoto	(Female)	[Outside Director] [Independent Officer]	Outside Director
8.	[New Appointment]	Nobuya Ishizaka	(Male)	[Outside Director] [Independent Officer]	
9.	[New Appointment]	Makoto Hide	(Male)	[Outside Director]	

Candidate No.
1

Reappointment

Akira Yoshioka

Date of birth: January 12, 1968
Number of shares of the Company held: 21,827 shares

Career summary, positions, responsibilities

January 2001	Joined the Company
August 2011	Executive Officer, Medical & Care
July 2012	Executive Officer, Chief Operating Officer (COO), B-to-C Company
August 2012	Director, COO, B-to-C Company
August 2019	Representative Director, President and Chief Executive Officer (CEO) (to present)
February 2023	Director of FEED Corporation (to present)

Significant concurrent positions

Director of FEED Corporation

■ Reason for nomination as candidate for Director

Since joining the Company, Mr. Akira Yoshioka has served as Executive Officer of the Company's Medical & Care Business division, and Chief Operating Officer (COO) of B-to-C Company as a Director. He has led the sustainable growth of ASKUL business since his appointment as Representative Director, President and Chief Executive Officer (CEO). From his extensive business experience and track records in the Company, the knowledge he possesses on e-commerce business operations, and his appropriate fulfillment of his duties as President, the Company has deemed that he is suitable as a candidate for Director, and renominated him as a candidate for Director.

Candidate No.
2

Reappointment

Tsuguhiro Tamai

Date of birth: June 26, 1967
Number of shares of the Company held: 7,321shares

Career summary, positions, responsibilities

November 2007	Joined the Company
July 2012	Executive Officer of Finance and Public Relations Unit
September 2012	Executive Officer, Executive Officer of Finance and Public Relations Unit
March 2014	Director of AlphaPurchase Co., Ltd. (to present)
August 2015	Director of Tsumagoimeisui Corporation (to present)
February 2016	Chief Financial Officer (CFO), Executive Officer, Executive Officer of Corporate Planning Unit, and Executive Officer of Finance and Public Relations Unit of the Company
May 2018	CFO, Executive Officer, Executive Officer of Corporate Unit
August 2020	Director, CFO, In charge of risk management, finance and accounting and information disclosure, Executive Officer, Executive Officer of Corporate Unit
February 2021	Director of charm Co., Ltd. (to present)
May 2021	Director, CFO, In charge of risk management, finance and accounting, information disclosure, management and quality KPIs, Executive Officer of Corporate Unit of the Company
February 2023	Director of AP67 Co., Ltd. (to present)
February 2023	Director of DENTAL Holding Corp. (to present)
May 2023	Director, CFO, In charge of risk management, finance and accounting, information disclosure, management and quality KPIs, Executive Officer, and Executive Officer of Corporate Unit of the Company (to present)

Significant concurrent positions

Director of AlphaPurchase Co., Ltd.
Director of AP67 Co., Ltd.
Director of DENTAL Holding Corp.

■ Reason for nomination as candidate for Director

Since joining the Company, Mr. Tsuguhiro Tamai has served as Executive Officer of the finance and public relations division, and Director of ASKUL Group companies. Currently, he contributes to the sustainable growth of ASKUL business as Executive Officer of the Corporate Unit, responsible for corporate planning, public relations, investor relations, etc., and as Chief Financial Officer (CFO) and Director in charge of risk management. Based on his extensive business experience and track records in the Company, and the knowledge he possesses on finance, public relations, investor relations, etc., the Company has determined that he is suitable as a candidate for Director of the Company working to strengthen corporate governance, create group synergies and achieve sustainable corporate value enhancement, and renominated him as a candidate for Director.

Candidate No.
3

Reappointment

Katsuhiro Kawamura

Date of birth: August 3, 1959
Number of shares of the Company held: 6,944 shares

Career summary, positions, responsibilities

September 2009	Joined the Company
July 2012	Executive Officer of B-to-B Business Planning Unit
September 2012	Executive Officer
August 2013	Executive Officer of Corporate Planning Unit
April 2014	Executive Officer of ECR Unit
May 2018	Executive Officer of LOHACO Business Planning Unit
February 2019	Executive Officer of LOHACO Platform Unit
March 2020	Executive Officer of LOHACO Business Unit
March 2022	COO (Chief Operating Officer) and Executive Officer of ASKUL Sales Unit
July 2022	Representative Director, President and CEO of SOLOEL Corporation (to present)
August 2022	Director, COO, Executive Officer, and Executive Officer of ASKUL Sales Unit of the Company
May 2023	Director, COO, Executive Officer, and Executive Officer of Sales Unit
May 2025	Director and COO (to present)

Significant concurrent positions

Not applicable

■ Reason for nomination as candidate for Director

Since joining the Company, Mr. Katsuhiro Kawamura has served at management planning division and products division, and then served as Executive Officer of business planning division, logistics division, IT division and LOHACO business division. Currently, he contributes to the growth of the Company's e-commerce business as COO (Chief Operating Officer). He possesses extensive business experience and track records in the Company, as well as knowledge on business operations. Furthermore, based on his appropriate fulfillment of his duties as COO of the Company, the Company has determined that he is suitable as a candidate for Director of the Company working to achieve sustainable corporate value enhancement, and renominated him as a candidate for Director.

Candidate No.
4

Reappointment

Shinichi Hokari

Date of birth: March 24, 1978
Number of shares of the Company held: 2,345 shares

Career summary, positions, responsibilities

August 2003	Joined Yahoo Japan Corporation (current LY Corporation)
April 2013	General Manager, Development Department, Shopping Business Division, Consumer Business Company of Yahoo Japan Corporation
January 2017	Head of Production Division 2, Shopping Company of Yahoo Japan Corporation
April 2018	VpoE, Shopping Company of Yahoo Japan Corporation
April 2019	Unit Manager, Shopping Services Group, Commerce Company and Head of Marketing Division of Yahoo Japan Corporation
April 2022	Seconded to the Company
August 2022	Director of the Company
May 2023	Director, CTO (Chief Technology Officer), Executive Officer, and Executive Officer of EC Product Unit
May 2025	Director, CTO, Executive Officer, and Executive Officer of Product & Marketing Unit (to present)

Significant concurrent positions

Not applicable

■ Reason for nomination as candidate for Director

Mr. Shinichi Hokari possesses advanced expertise on and experience in Internet-based platform development and e-commerce business. After he was seconded to the Company in April 2022, he participated in the Company's website infrastructure integration project, and currently is leading the Company to growth of e-commerce website as CTO (Chief Technology Officer). As he has been utilizing his advanced expertise in e-commerce, extensive experience and track records, and appropriately fulfilling his duties in the Company, the Company has determined that he is suitable as a candidate for Director of the Company working to achieve sustainable corporate value enhancement through the further promotion of digital transformation, and renominated him as a candidate for Director.

Candidate No.
5

Reappointment

Outside Director

Independent Officer

Yumiko Ichige

Date of birth: March 13, 1961
Number of shares of the Company held: 6,213 shares
Years of service as Outside Director (as of the conclusion of this General Meeting of Shareholders): 5 years and 5 months

Career summary, positions, responsibilities

April 1989	Registered as an attorney
April 1989	Joined IBM Japan, Ltd.
December 2007	Partner of Nozomi Sogo Attorneys at Law (to present)
June 2012	Outside Director of NEC Networks & System Integration Corporation
May 2014	Outside Audit & Supervisory Board Member of Aeon Mall Co., Ltd.
December 2014	Outside Director & Audit and Supervisory Committee Member of Sanyo Trading Co., Ltd.
December 2016	Outside Director of Sushiro Global Holdings Ltd. (current FOOD & LIFE COMPANIES LTD.)
June 2018	Outside Director of Itoham Yonekyu Holdings Inc.
March 2019	Director of Japan Association of Arbitrators (to present)
November 2019	Director of Japan International Dispute Resolution Center, a general incorporated association
March 2020	Outside Director of the Company (to present)
June 2022	Outside Audit & Supervisory Board Member of Idemitsu Kosan Co., Ltd. (to present)
October 2023	Outside Board Director, Audit and Supervisory Committee member of Hitachi Astemo, Ltd. (current Astemo, Ltd.) (to present)
June 2025	Outside Audit & Supervisory Board Member of OMRON Corporation (to present)

Significant concurrent positions

Partner of Nozomi Sogo Attorneys at Law
Outside Audit & Supervisory Board Member of Idemitsu Kosan Co., Ltd.
Outside Audit & Supervisory Board Member of OMRON Corporation

■ Reason for nomination as candidate for Outside Director and outline of expected roles

Ms. Yumiko Ichige started out her career as a corporate attorney and possesses highly specialized expertise and work experience in the fields of corporate governance, including group governance, compliance, and intellectual property, gained through her experience as a lawyer. She has served as Outside Director and Outside Audit & Supervisory Board Member at multiple companies, including listed subsidiary companies, as well as been an officer of the bar association, federation of bar associations, and public-interest corporations in the past. Since her appointment as Outside Director of the Company in March 2020, she has not only fulfilled important roles in the course of making management judgements and decisions of the Board of Directors, but also stated opinions based on a standpoint of minority shareholders. At the voluntary Nomination and Compensation Committee, she stated opinions taking into account social conditions and diversity from an independent standpoint as its member, greatly contributing to the enhancement of corporate value and management supervisory function of the Company. Although Ms. Yumiko Ichige does not have experience of being involved in corporate management other than as an outside officer, the Company has deemed that she will appropriately and adequately execute her duties as Outside Director making use of her extensive experience and knowledge, and has renominated her as a candidate for Outside Director.

Candidate No.
6

Reappointment

Outside Director

Independent Officer

Naomi Aoyama

Date of birth: May 27, 1966
Number of shares of the Company held: 100 shares
Years of service as Outside Director (as of the conclusion of this General Meeting of Shareholders): 3 years

Career summary, positions, responsibilities

April 1989	Joined Toshiba Corporation
April 2000	Joined eLife Inc.
June 2004	Established style bis Inc. and assumed position of Representative Director (to present)
June 2005	Outside Director of Kenko.com, Inc. (current Rakuten Group, Inc.)
March 2017	Outside Director of Senshukai Co., Ltd.
May 2021	Outside Director of IZUMI Co., Ltd. (to present)
August 2022	Outside Director of the Company (to present)
May 2023	Visiting Professor of Professional University of Information and Management for Innovation (to present)
June 2023	Outside Director of Beautech Lab Corporation (to present)

Significant concurrent positions

Representative Director of style bis Inc.
Outside Director of IZUMI Co., Ltd.

■ Reason for nomination as candidate for Outside Director and outline of expected roles

Having established a consumer-oriented marketing support company, Ms. Naomi Aoyama possesses advanced expertise and extensive experience through serving as an advisor related to corporate social media management and e-commerce. She has also served as Outside Director at multiple companies to date and possesses extensive experience in corporate management. Since her appointment as Outside Director of the Company in August 2022, she has not only fulfilled important roles, such as making suggestions from the perspective of minority shareholders and customers, in the course of making management judgements and decisions of the Board of Directors, but also stated opinions at the voluntary Nomination and Compensation Committee as its member from an independent standpoint based on her extensive management experience, greatly contributing to the enhancement of corporate value and management supervisory function of the Company. Accordingly, the Company expects her to continue providing supervision and suggestions making use of her extensive experience and knowledge after her election, and has renominated her as a candidate for Outside Director.

Candidate No.
7

Reappointment

Outside Director

Independent Officer

Rina Akimoto

Date of birth: January 21, 1991
Number of shares of the Company held: 403 shares
Years of service as Outside Director (as of the conclusion of this General Meeting of Shareholders): 1 year

Career summary, positions, responsibilities

April 2013	Joined DeNA Co., Ltd.
November 2016	Established vivid garden Inc. and assumed position of CEO (to present)
January 2023	Member, Academic Committee on Registration of Geographical Indication of Ministry of Agriculture, Forestry and Fisheries (to present)
October 2023	Expert member, Working Group for Revitalization of Regional Industries (Agriculture, Forestry and Fisheries), Council for Promotion of Regulatory Reform of Cabinet Office (to present)
October 2023	Member of Fukuoka city agriculture and forestry promotion council (to present)
December 2023	Outside Member of Management Advisory Board, Kewpie Corporation (to present)
August 2024	Outside Director of the Company (to present)
December 2024	Member, Broadcast Programs Council of BS-TBS, INC. (to present)

Significant concurrent positions

CEO of vivid garden Inc.

■ Reason for nomination as candidate for Outside Director and outline of expected roles

Having established an innovative business that solves the distribution challenges of agriculture, Ms. Rina Akimoto possesses the experience and track record of driving business services aimed at improving the overall value of agriculture and establishing a sustainable primary industry. As a young business leader, she also focuses on existing social issues and has a high level of knowledge and insights through her activities in various organizations. Furthermore, since her appointment as Outside Director of the Company in August 2024, she has not only fulfilled important roles, such as making suggestions from the perspectives of customer orientation and innovation promotion, in the course of making management judgements and decisions of the Board of Directors, but also stated opinions at the voluntary Nomination and Compensation Committee as its member from an independent standpoint based on her extensive management experience, greatly contributing to the enhancement of corporate value and management supervisory function of the Company. Accordingly, the Company expects her to continue providing supervision and suggestions making use of her extensive experience and knowledge in fast-paced work and creating innovation at a start-up company after her election, and has renominated her as a candidate for Outside Director.

Candidate No.
8

New Appointment

Outside Director

Independent Officer

Nobuya Ishizaka

Date of birth: December 10, 1966
Number of shares of the Company held: - shares
Years of service as Outside Director (as of the conclusion of this General Meeting of Shareholders): - years

Career summary, positions, responsibilities

April 1990	Joined Mitsubishi Corporation
May 2000	Established Golf Digest Online Inc. Assumed position of President and CEO (to present)
June 2012	President and Representative Director of Insight Co., Ltd.
August 2013	Director of Venture Republic Inc.
September 2014	President and Representative Director of GDO GolfTEC Inc. (current Golf Digest Online Inc.)
April 2015	Director of Insight Co., Ltd.
May 2015	Director of former BELLSYSTEM24 Holdings, Inc.
September 2015	Outside Director of BELLSYSTEM24 Holdings, Inc. (to present)
April 2016	Director of GolfTEC Enterprises, LLC (USA)
November 2016	President and Representative Director of KIDS GOLF Inc. (current Golf Digest Online Inc.)
April 2017	President and Representative Director of GDO Sports, Inc. (USA) (to present)
November 2017	Representative Director of Japan Speedgolf association (to present)
July 2018	Chairman and Director of GolfTEC Enterprises, LLC (USA) (to present)
March 2021	Director of GDO GolfTEC Inc. (current Golf Digest Online Inc.)

Significant concurrent positions

President and CEO of Golf Digest Online Inc.
Outside Director of BELLSYSTEM24 Holdings, Inc.
President and Representative Director of GDO Sports, Inc. (USA)
Representative Director of Japan Speedgolf association
Chairman and Director of GolfTEC Enterprises, LLC (USA)

■ Reason for nomination as candidate for Outside Director and outline of expected roles

Mr. Nobuya Ishizaka has extensive experience and a proven track record as a manager in the online media industry, where he has led the development of innovative services. In particular, he possesses a high level of knowledge and insights in digital strategy and marketing in both domestic and international business, and has held senior management positions in various organizations. Accordingly, the Company expects him to provide supervision and suggestions from an objective perspective cultivated through his diverse experience, and has deemed that he is suitable as a candidate for Outside Director.

■ Message to shareholders

I am deeply honored to have been appointed as an Outside Officer of ASKUL. Since 2000, I have been involved in omnichannel retail operations in Japan and have over 20 years of experience in online business. In the United States, I have managed multi-store service operations through M&A and developed sales plans for products that integrate both hardware and software by utilizing technology. In addition, I have experience in entrepreneurship, corporate transformation, new business development, and finance. These diverse hands-on experiences have broadened my perspective. ASKUL is a pioneer in the mail-order industry and has long been a subject of professional interest to me for many years. I have felt a strong affinity with its corporate philosophy and culture. Going forward, I am committed to leveraging my knowledge and experience to contribute to ASKUL's continued growth and development.

The entire "Message to shareholders" can be viewed from the following link.
URL: https://www.askul.co.jp/corp/english/investor/library/agm/

Candidate No.
9

New Appointment

Outside Director

Makoto Hide

Date of birth: January 23, 1979
Number of shares of the Company held: - shares
Years of service as Outside Director (as of the conclusion of this General Meeting of Shareholders): - years

Career summary, positions, responsibilities

March 2002	Joined Yahoo Japan Corporation (current LY Corporation)
April 2018	Corporate Officer, President of Business Promotion Office, Commerce Company of Yahoo Japan Corporation (current LY Corporation)
March 2021	Director of Ikyu Corporation
April 2022	EVP, Managing Corporate Officer, President of Business Promotion Office, CEO Business Promotion Office, President of Commerce Group of Yahoo Japan Corporation (current LY Corporation)
August 2023	Chairman of the Board of Ikyu Corporation (to present)
October 2023	Executive Corporate Officer, Commerce Company CEO of LY Corporation (to present)
June 2024	Director of ZOZO, Inc. (to present)

Significant concurrent positions

Executive Corporate Officer, Commerce Company CEO of LY Corporation
Chairman of the Board of Ikyu Corporation
Director of ZOZO, Inc.

■ Reason for nomination as candidate for Outside Director and outline of expected roles

Mr. Makoto Hide possesses extensive experience and broad knowledge cultivated through his work in business strategy in the internet service industry and corporate management at group companies. Accordingly, the Company expects him to provide supervision and suggestions that will contribute to the management of the ASKUL Group, and has deemed that he is suitable as a candidate for Outside Director.

■ Message to shareholders

Since joining Yahoo Japan Corporation, I have been involved in business primarily in e-commerce field, and currently oversee the commerce business at LY Corporation. Leveraging this experience, I will support sound governance at the ASKUL's Board of Directors to help ASKUL, an independent listed company, continue to make decisions with transparency and agility. In addition, I will maximize synergies between ASKUL and LY Corporation to contribute to ASKUL's dramatic growth. I will enhance the strengths of both companies through the expansion of customer touchpoints enabled by personnel exchange, technological contributions, and seamless collaboration of our commerce services. Furthermore, in a rapidly changing society, I will strive to help ASKUL achieve significant improvements in productivity and innovative value delivery by leveraging technologies such as AI. Together with all stakeholders, I will work to build a better tomorrow.

The entire "Message to shareholders" can be viewed from the following link.
URL: https://www.askul.co.jp/corp/english/investor/library/agm/

(Notes)

1. There are no special interests between any of the candidates and the Company.
2. Ms. Yumiko Ichige, Ms. Naomi Aoyama, Ms. Rina Akimoto, Mr. Nobuya Ishizaka, and Mr. Makoto Hide are candidates for Outside Director. The Company has registered Ms. Yumiko Ichige, Ms. Naomi Aoyama, and Ms. Rina Akimoto with the Tokyo Stock Exchange as Independent Officer as prescribed by the Exchange. If the appointment of each candidate is approved as originally proposed, the Company intends to register them with the Tokyo Stock Exchange as Independent Officer as prescribed by the Exchange. The Company also intends to register Mr. Nobuya Ishizaka with the Tokyo Stock Exchange as an Independent Officer as prescribed by the Exchange.
3. The Company has entered into a directors and officers liability insurance agreement with an insurance company, to insure its Directors. The agreement will cover damages that may arise due to the insured Directors assuming liability for their execution of duties or receiving a claim for the pursuit of such liability. If the candidates for Director are appointed as Directors, they will be insured under the insurance agreement, which is to be renewed during their terms of office in October 2025.
4. Outline of agreement to limit liability between the Company and a candidate for Director
   The Company has entered into agreements with Ms. Yumiko Ichige, Ms. Naomi Aoyama, and Ms. Rina Akimoto to limit the amounts of their individual liabilities to 30 million yen each or the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is higher. If they are elected as Directors, the Company intends to renew such an agreement with them. The Company intends to enter into a similar agreement with Mr. Nobuya Ishizaka and Mr. Makoto Hide if they are elected as Director.
5. There are sales transactions of the Company's products between the Company and Nozomi Sogo Attorneys at Law, at which Ms. Yumiko Ichige, a candidate for Director, serves as Partner, between the Company and Idemitsu Kosan Co., Ltd., at which she serves as Outside Audit & Supervisory Board Member, and between the Company and OMRON Corporation, at which she serves as Outside Audit & Supervisory Board Member. However, the transaction amounts each accounted for less than 0.1% of the Company's consolidated net sales in the most recent fiscal year and therefore there is no impact on her independence.
   The Company has not concluded any legal advisory contract, litigation representation contract, or similar contract with, and has no related transactions with, Nozomi Sogo Attorneys at Law.
   There are no transactions from Idemitsu Kosan Co., Ltd. and OMRON Corporation to the Company.
6. There are sales transactions of the Company's products between the Company and IZUMI Co., Ltd., at which Ms. Naomi Aoyama, a candidate for Director, serves as Outside Director. However, the transaction amounts accounted for less than 0.1% of the Company's consolidated net sales in the most recent fiscal year and therefore there is no impact on her independence. There are no transactions from IZUMI Co., Ltd. to the Company.
   There are no transactions between the Company and style bis Inc., at which she serves as Representative Director.
7. There are sales transactions of the Company's products between the Company and vivid garden Inc., at which Ms. Rina Akimoto, a candidate for Director, serves as CEO. However, the transaction amounts accounted for less than 0.1% of the Company's consolidated net sales in the most recent fiscal year and therefore there is no impact on her independence. There are no transactions from vivid garden Inc. to the Company.
8. There are sales transactions of the Company's products between the Company and Golf Digest Online Inc., at which Mr. Nobuya Ishizaka, a candidate for Director, serves as President and CEO, between the Company and BELLSYSTEM24 Holdings, Inc., at which he serves as Outside Director, and between the Company and Japan Speedgolf association, at which he serves as Representative Director. However, the transaction amounts accounted for less than 0.1% of the Company's consolidated net sales in the most recent fiscal year and therefore there is no impact on his independence.
   There are service desk outsourcing transactions between the Company and BELLSYSTEM24, Inc., a subsidiary of BELLSYSTEM24 Holdings, Inc., at which he serves as Outside Director. However, the transaction amounts accounted for less than 0.3% of the Company's consolidated purchase of goods in the most recent fiscal year and therefore there is no impact on his independence. There are no transactions from Golf Digest Online Inc., BELLSYSTEM24 Holdings, Inc., and Japan Speedgolf association to the Company.
   There are no transactions between the Company and GDO Sports, Inc. (USA), at which he serves as President and Representative Director, and between the Company and GolfTEC Enterprises, LLC (USA), at which he serves as Chairman and Director.
9. There are sales transactions of the Company's products between the Company and Ikyu Corporation, at which Mr. Makoto Hide, a candidate for Director, serves as Chairman of the Board, and between the Company and ZOZO, Inc., at which he serves as Director. However, the transaction amounts accounted for less than 0.1% of the Company's consolidated net sales in the most recent fiscal year and therefore there is no impact on his independence. There are no transactions from Ikyu Corporation and ZOZO, Inc. to the Company.
10. The number of shares of the Company held by each candidate for Director is as of May 20, 2025.

Proposal 4: Election of 4 Directors Serving as Audit & Supervisory Committee Members

If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as originally proposed, the Company will transition to a Company with an Audit & Supervisory Committee. Accordingly, the election of 4 Directors serving as Audit & Supervisory Committee Members, is proposed. The Audit & Supervisory Board has given its consent to this proposal. This proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation as set forth in Proposal 2: Partial Amendments to the Articles of Incorporation.

The candidates are as follows:

No.		Name and Gender			Current positions at the Company
1.	[New Appointment]	Toshio Imamura	(Male)		Audit & Supervisory Board Member
2.	[New Appointment]	Kazuo Tsukahara	(Male)	[Outside Director] [Independent Officer]	Outside Director
3.	[New Appointment]	Yoshitaka Asaeda	(Male)	[Outside Director] [Independent Officer]	Outside Audit & Supervisory Board Member
4.	[New Appointment]	Miyuki Nakagawa	(Female)	[Outside Director] [Independent Officer]	Outside Audit & Supervisory Board Member

Candidate No.
1

New Appointment

Toshio Imamura

Date of birth: March 28, 1953
Number of shares of the Company held: 195,230 shares

Career summary, positions, responsibilities

March 1977	Joined PLUS Corporation
August 1999	Director of the Company
August 2005	Executive Officer
August 2012	Director in charge of finance and accounting, Director in charge of information disclosure, Chief Security Officer (CSO)
August 2014	Director in charge of risk management, responsible for storage and management of information regarding the execution of duties by Directors
June 2015	Director in charge of human resources
August 2017	Full-time Audit & Supervisory Board Member (to present)

Significant concurrent positions

Not applicable

■ Reason for nomination as candidate for Director serving as an Audit & Supervisory Committee Member

Since his appointment as Director of the Company in August 1999, Mr. Toshio Imamura has served as Director of the Company in charge of finance and accounting, information disclosure, risk management and human resources and as Chief Security Officer (CSO), as well as Director of ASKUL Group companies. He has a wealth of operational experience within the ASKUL Group as well as knowledge on management. As he has appropriately fulfilled the supervisory function over the execution of business as Full-time Audit & Supervisory Board Member of the Company since August 2017, the Company has deemed that he is suitable as a candidate for Director serving as an Audit & Supervisory Committee Member.

Candidate No.
2

New Appointment

Independent Officer

Outside Director

Kazuo Tsukahara

Date of birth: April 17, 1950
Number of shares of the Company held: 2,971 shares
Years of service as Outside Director (as of the conclusion of this General Meeting of Shareholders): 5 years and 5 months

Career summary, positions, responsibilities

April 1974	Joined Ishikawajima-Harima Heavy Industries Co., Ltd. (current IHI Corporation)
April 2008	Director, Managing Executive Officer, General Manager of Corporate Planning Division of IHI Corporation
April 2009	Director, In charge of Business Relating to Corporate Planning, Public Relations & IR, and Human Resources of IHI Corporation
April 2012	Executive Vice President, Assistant to the President In Charge of Business Relating to Procurement, Internal Audit, Project Audit, and Human Resources of IHI Corporation
February 2015	Outside Director of Nachi-Fujikoshi Corporation
March 2017	Outside Director of DIC Corporation
March 2020	Outside Director of the Company (to present)

Significant concurrent positions

Not applicable

■ Reason for nomination as candidate for Outside Director serving as an Audit & Supervisory Committee Member

Mr. Kazuo Tsukahara served as Executive Vice President of a heavy industrial manufacturer with global operations after engaging in extensive operations, including the experience of overseas assignment, at the company. He possesses extensive experience, track record, as well as high levels of knowledge and ethics, regarding corporate management based on his experience of serving as Outside Director at multiple companies up until now. Furthermore, since his appointment as Outside Director of the Company in March 2020, he has not only fulfilled important roles in the course of making management judgements and decisions of the Board of Directors, but also led the active dialogue at meetings of the voluntary Nomination and Compensation Committee from an independent standpoint as its chairperson and the lead Independent Outside Director, greatly contributing to the enhancement of corporate value and management supervisory function of the Company. Accordingly, the Company expects him to continue providing supervision and suggestions making use of his extensive experience and knowledge after his election, and has deemed that he is suitable as a candidate for Outside Director serving as an Audit & Supervisory Committee Member.

Candidate No.
3

New Appointment

Outside Director

Independent Officer

Yoshitaka Asaeda

Date of birth: January 17, 1956
Number of shares of the Company held: - shares

Career summary, positions, responsibilities

September 1978	Joined Shinko Audit Corporation
October 1985	Joined US Price Waterhouse LLP (current PricewaterhouseCoopers LLP)
July 1994	Partner of US Price Waterhouse LLP
June 1996	Joined Tohmatsu & Co (current Deloitte Touche Tohmatsu LLC)
June 1997	Representative Member of Tohmatsu & Co
July 2013	Deloitte Touche Tohmatsu EMEA Regional Leader, Japanese Services Group
June 2017	Established Yoshitaka Asaeda CPA Office, Director (to present)
June 2017	Outside Director of SBI Holdings, Inc.
November 2019	Outside Audit & Supervisory Board Member of WingArc1st Inc. (to present)
December 2019	Outside Director of Shimane Bank Ltd. (to present)
August 2020	Outside Audit & Supervisory Board Member of the Company (to present)
August 2023	Part-time Statutory Auditor of SBI Regional Bank Holdings, Co., Ltd. (to present)

Significant concurrent positions

Director of Yoshitaka Asaeda CPA Office
Outside Audit & Supervisory Board Member of WingArc1st Inc.
Outside Director of Shimane Bank Ltd.

■ Reason for nomination as candidate for Outside Director serving as an Audit & Supervisory Committee Member

Mr. Yoshitaka Asaeda has practical experience and specialist insight into global accounting and auditing as a CPA. In addition to his management experience in a global organization, he has also served as an outside director and outside audit & supervisory board member at several corporations. Since August 2020, he has appropriately fulfilled the auditing function of business execution as Outside Audit & Supervisory Board Member of the Company based on his advanced expertise and extensive practical experience. Accordingly, the Company has deemed that he is suitable as a candidate for Outside Director serving as an Audit & Supervisory Committee Member.

Candidate No.
4

New Appointment

Outside Director

Independent Officer

Miyuki Nakagawa

Date of birth: November 22, 1964
Number of shares of the Company held: - shares

Career summary, positions, responsibilities

April 1990	Prosecutor of Tokyo District Public Prosecutors Office
April 2008	Counsellor, Judicial System Department, Minister's Secretariat of Ministry of Justice
January 2011	Counsellor, Cabinet Secretariat of Assistant Chief Cabinet Secretary Office
April 2013	Prosecutor of Tokyo High Public Prosecutors Office
August 2013	General Manager of General Administration Department of Saitama District Public Prosecutors Office
April 2015	Specially Appointed Professor, Chuo Law School of Chuo University
April 2019	Professor, Chuo Law School of Chuo University (to present)
April 2019	Registered as an attorney
May 2019	Representative of Kousui Law Office (to present)
June 2019	Outside Director of NITTO KOGYO CORPORATION (to present)
June 2021	Outside Director of Nissan Chemical Corporation (to present)
June 2021	Outside Audit & Supervisory Board Member of FANCL CORPORATION
June 2022	Outside Audit & Supervisory Board Member of Shinsei Bank, Limited (current SBI Shinsei Bank, Limited) (to present)
August 2022	Outside Audit & Supervisory Board Member of the Company (to present)

Significant concurrent positions

Professor, Chuo Law School of Chuo University
Representative of Kousui Law Office
Outside Director of NITTO KOGYO CORPORATION
Outside Director of Nissan Chemical Corporation
Outside Audit & Supervisory Board Member of SBI Shinsei Bank, Limited

■ Reason for nomination as candidate for Outside Director serving as an Audit & Supervisory Committee Member

Ms. Miyuki Nakagawa worked for many years as a prosecutor at the Tokyo District Public Prosecutors Office and elsewhere and has practical experience in legal circles. In addition to her expertise as legal profession, she also serves as Outside Director and Outside Audit & Supervisory Board Member at multiple companies. Since August 2022, she has appropriately fulfilled the auditing function of business execution as Outside Audit & Supervisory Board Member of the Company based on her high level of expertise and from an objective and impartial standpoint. Accordingly, the Company has deemed that she is suitable as a candidate for Outside Director serving as an Audit & Supervisory Committee Member. Although Ms. Miyuki Nakagawa does not have experience of being involved in corporate management other than as an outside officer, the Company has deemed that she will appropriately execute her duties as an Audit & Supervisory Committee Member due to the reasons described above.

(Notes)

1. There are no special interests between any of the candidates and the Company.
2. Mr. Kazuo Tsukahara, Mr. Yoshitaka Asaeda, and Ms. Miyuki Nakagawa are candidates for Outside Director serving as an Audit & Supervisory Committee Member. The Company has registered Mr. Kazuo Tsukahara, Mr. Yoshitaka Asaeda, and Ms. Miyuki Nakagawa with the Tokyo Stock Exchange as Independent Officer as prescribed by the Exchange. If the appointment of each candidate is approved as originally proposed, the Company intends to register them with the Tokyo Stock Exchange as Independent Officer as prescribed by the Exchange.
3. Mr. Yoshitaka Asaeda and Ms. Miyuki Nakagawa currently serve as Outside Audit & Supervisory Board Members. Their terms of office will be five years and three years, respectively, at the conclusion of this General Meeting of Shareholders.
4. The Company has entered into a directors and officers liability insurance agreement with an insurance company, to insure its Directors and Audit & Supervisory Board Members. The agreement will cover damages that may arise due to the insured Directors and Audit & Supervisory Board Members assuming liability for their execution of duties or receiving a claim for the pursuit of such liability. If the candidates for Director serving as an Audit & Supervisory Committee Member are appointed as Directors, they will be insured under the insurance agreement, which is to be renewed during their terms of office in October 2025.
5. Outline of agreement to limit liability between the Company and a candidate for Director serving as an Audit & Supervisory Committee Member
   The Company has entered into agreements with Mr. Toshio Imamura, Mr. Yoshitaka Asaeda, and Ms. Miyuki Nakagawa to limit the amounts of their individual liabilities to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. If they are elected as Directors serving as Audit & Supervisory Committee Members, the Company intends to enter into an agreement with them to limit the amounts of their individual liabilities to 30 million yen each or the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is higher. The Company has entered into an agreement with Mr. Kazuo Tsukahara to limit the amounts of their individual liabilities to 30 million yen each or the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is higher. If he is elected as Director serving as an Audit & Supervisory Committee Member, the Company intends to renew such an agreement with him.
6. There are sales transactions of the Company's products between the Company and Yoshitaka Asaeda CPA Office, at which Mr. Yoshitaka Asaeda, candidate for Director serving as an Audit & Supervisory Committee Member, serves as Director, between the Company and WingArc1st Inc., at which he serves as Outside Audit & Supervisory Board Member, and between the Company and Shimane Bank Ltd., at which he serves as Outside Director. However, the transaction amounts each accounted for less than 0.1% of the Company's consolidated net sales in the most recent fiscal year and therefore there is no impact on his independence. There are transactions for system usage between the Company and WingArc1st Inc. However, the transaction amounts accounted for less than 0.1% of the Company's consolidated purchase of goods in the most recent fiscal year and therefore there is no impact on his independence. There are no transactions from Yoshitaka Asaeda CPA Office and Shimane Bank Ltd. to the Company.
7. There are sales transactions of the Company's products between the Company and Chuo University, at which Ms. Miyuki Nakagawa, a candidate for Director serving as an Audit & Supervisory Committee Member, serves as Professor of Chuo Law School, between the Company and Kousui Law Office, at which she serves as Representative, between the Company and NITTO KOGYO CORPORATION, at which she serves as Outside Director, between the Company and Nissan Chemical Corporation, at which she serves as Outside Director, and between the Company and SBI Shinsei Bank, Limited, at which she serves as Outside Audit & Supervisory Board Member. However, the transaction amounts each accounted for less than 0.1% of the Company's consolidated net sales in the most recent fiscal year and therefore there is no impact on her independence. There are no transactions from Chuo University, Kousui Law Office, NITTO KOGYO CORPORATION, Nissan Chemical Corporation, and SBI Shinsei Bank, Limited to the Company. The Company has not concluded any legal advisory contract, litigation representation contract, or similar contract with Kousui Law Office.
8. The number of shares of the Company held by each candidate for Director serving as an Audit & Supervisory Committee Member is as of May 20, 2025.

(Reference) Expected Composition of Officers (on and after August 5, 2025)

Subject to the approval of Proposal 3 and Proposal 4, expertise and experience possessed by Directors of the Company will be as follows.

The following table indicates the fields in which particular contribution is expected and does not represent all the knowledge possessed by each person.

Name		Positions at the Company	Skills and experience					
			Management strategy	ESG and sustainability	E-commerce	Products	Logistics	M&A
Akira Yoshioka		Representative Director, President and CEO	●		●	●		●
Tsuguhiro Tamai		Director, CFO	●	●				●
Katsuhiro Kawamura		Director, COO	●		●	●	●	●
Shinichi Hokari		Director, CTO			●			
Yumiko Ichige	[Outside] [Independent]	Outside Director		●				
Naomi Aoyama	[Outside] [Independent]	Outside Director		●	●	●		
Rina Akimoto	[Outside] [Independent]	Outside Director	●	●	●			
Nobuya Ishizaka	[Outside] [Independent]	Outside Director	●		●			●
Makoto Hide	[Outside]	Outside Director	●		●			●
Toshio Imamura		Audit & Supervisory Committee Member	●					
Kazuo Tsukahara	[Outside] [Independent]	Audit & Supervisory Committee Member	●					●
Yoshitaka Asaeda	[Outside] [Independent]	Audit & Supervisory Committee Member						●
Miyuki Nakagawa	[Outside] [Independent]	Audit & Supervisory Committee Member		●				

Name		Positions at the Company	Skills and experience				
			Global experience	Finance and accounting	IT and digital transformation	Human resources, labor affairs and human resource development	Legal affairs and intellectual property risk management
Akira Yoshioka		Representative Director, President and CEO					
Tsuguhiro Tamai		Director, CFO		●			●
Katsuhiro Kawamura		Director, COO			●		
Shinichi Hokari		Director, CTO			●		
Yumiko Ichige	[Outside] [Independent]	Outside Director				●	●
Naomi Aoyama	[Outside] [Independent]	Outside Director					
Rina Akimoto	[Outside] [Independent]	Outside Director					
Nobuya Ishizaka	[Outside] [Independent]	Outside Director	●	●			
Makoto Hide	[Outside]	Outside Director			●		
Toshio Imamura		Audit & Supervisory Committee Member				●	
Kazuo Tsukahara	[Outside] [Independent]	Audit & Supervisory Committee Member	●			●	
Yoshitaka Asaeda	[Outside] [Independent]	Audit & Supervisory Committee Member	●	●			
Miyuki Nakagawa	[Outside] [Independent]	Audit & Supervisory Committee Member					●

(Note) The Company has registered Ms. Yumiko Ichige, Ms. Naomi Aoyama, Ms. Rina Akimoto, Mr. Kazuo Tsukahara, Mr. Yoshitaka Asaeda, and Ms. Miyuki Nakagawa with the Tokyo Stock Exchange as Independent Officers as prescribed by the Exchange. The Company intends to register Mr. Nobuya Ishizaka with the Tokyo Stock Exchange as an Independent Officer as prescribed by the Exchange.

Proposal 5: Determination of Amount of Compensation, Etc. of Directors (Other Than Directors Serving as Audit & Supervisory Committee Members)

The amount of compensation for Directors of the Company was approved at the 53rd Annual General Meeting of Shareholders held on August 3, 2016 to be no more than 800 million yen per annum (however, not including the employee salary portion for Directors concurrently serving as employees); however, if Proposal 2: Partial Amendments to the Articles of Incorporation is approved as originally proposed, the Company will transition to a Company with an Audit & Supervisory Committee. In light of these organizational changes and various circumstances, including the current economic environment, the Company proposes that the amount of the compensation, etc. for Directors (other than Directors serving as Audit & Supervisory Committee Members; the same shall apply in this proposal) after the transition to a Company with an Audit & Supervisory Committee be set at no more than 650 million yen per annum (including no more than 130 million yen per annum for Outside Directors), and that the specific amounts, timing of payments, and other details for each Director be determined by resolution of the Board of Directors. Accordingly, your approval of this proposal is respectfully requested.

While an overview of the decision policy pertaining to details of compensation, etc. for individual Directors of the Company is described in the Business Report "3. Status of Company Officers (4) Compensation, etc. for Directors and Audit & Supervisory Board Members for the Fiscal Year under Review," the Company intends to change the portion that designates "Directors" as eligible officers to "Directors (other than Directors serving as Audit & Supervisory Committee Members)," with no substantive changes. The amount of compensation, etc. related to this proposal is determined based on the policy following amendments, which provide for basic compensation and performance-linked compensation, and the Company deems this amount to be appropriate. Note that this compensation, etc. does not include the employee salary portion for Directors concurrently serving as employees. In addition, the Company only pays basic compensation to Outside Directors from the viewpoint of their roles and independence.

The current number of Directors is 10. However, if Proposal 2: Partial Amendments to the Articles of Incorporation and Proposal 3: Election of 9 Directors (Other Than Directors Serving as Audit & Supervisory Committee Members) are approved as originally proposed, the number of Directors will be 9 (including 5 Outside Directors).

The content of this proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation as set forth in Proposal 2: Partial Amendments to the Articles of Incorporation.

Proposal 6: Determination of Amount of Compensation, Etc. of Directors Serving as Audit & Supervisory Committee Members

If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as originally proposed, the Company will transition to a Company with an Audit & Supervisory Committee. In light of these organizational changes and various circumstances, including the current economic environment, the Company proposes that the amount of the compensation, etc. for Directors serving as Audit & Supervisory Committee Members after the transition to a Company with an Audit & Supervisory Committee be set at no more than 80 million yen per annum, and that the specific amounts, timing of payments, and other details for each Director serving as an Audit & Supervisory Committee Member be determined through consultation among Directors serving as Audit & Supervisory Committee Members. Accordingly, your approval of this proposal is respectfully requested.

The Company deems the amount of compensation, etc. related to this proposal to be appropriate, in light of the responsibilities of Directors serving as Audit & Supervisory Committee Members.

If Proposal 2: Partial Amendments to the Articles of Incorporation and Proposal 4: Election of 4 Directors Serving as Audit & Supervisory Committee Members are approved as originally proposed, the number of Directors serving as Audit & Supervisory Committee Members will be 4.

The content of this proposal shall take effect subject to the effectiveness of the amendments to the Articles of Incorporation as set forth in Proposal 2: Partial Amendments to the Articles of Incorporation.

Proposal 7: Setting of Compensation, Etc. of Directors (Other Than Directors Serving as Audit & Supervisory Committee Members and Outside Directors) for the Purpose of Granting Restricted Shares to Directors

The amount of compensation for Directors of the Company was approved at the 53rd Annual General Meeting of Shareholders held on August 3, 2016 to be no more than 800 million yen per annum (however, not including the employee salary portion for Directors concurrently serving as employees).

In addition, at the 60th Annual General Meeting of Shareholders held on August 4, 2023, and the 61st Annual General Meeting of Shareholders held on August 8, 2024, the amount of restricted stock compensation (performance-linked restricted stock compensation, ESG indicator-based restricted stock compensation with the achievement of ESG indicators as a condition for the removal of transfer restrictions, and the tenure-based restricted stock compensation) for Directors of the Company was approved to be no more than 160 million yen per annum (including no more than 40 million yen per annum for Outside Directors; however, not including the employee salary portion for Directors concurrently serving as employees) within the framework of the abovementioned compensation amounts, and the total number of shares of common stock of the Company to be granted was approved to be no more than 100,000 shares per annum.

If Proposal 2: Partial Amendments to the Articles of Incorporation is approved as originally proposed, the Company will transition to a Company with an Audit & Supervisory Committee.

Accordingly, the Company hereby requests the approval of re-establishment of compensation, etc. of Directors (other than Directors serving as Audit & Supervisory Committee Members and Outside Directors; hereinafter referred to as the "Eligible Directors") for the purpose of granting restricted shares after the transition to a Company with an Audit & Supervisory Committee.

As part of the review of the director compensation system, the Company proposes to grant the following types of restricted stock compensation ―the performance-linked restricted stock compensation, ESG indicator-based restricted stock compensation with the achievement of ESG indicators as a condition for the removal of transfer restrictions, and the tenure-based restricted stock compensation which is not performance-linked, and with continued service during the restricted period of between 3 years and 5 years, as determined in advance by the Company's Board of Directors, as a condition for the removal of transfer restrictions― to the Eligible Directors of the Company within the framework of the maximum amounts of compensation of Directors (other than Directors serving as Audit & Supervisory Committee Members) (no more than 650 million yen per annum, not including the employee salary portion for Directors concurrently serving as employees) as requested for approval in Proposal 5: Determination of Amount of Compensation, Etc. of Directors (Other Than Directors Serving as Audit & Supervisory Committee Members), with the aim of steadily increasing the ratio of stock-based compensation in the director compensation system, aligning their interests with those of shareholders, and promoting sustainable growth in corporate value.

Based on this proposal, the total amount of monetary claims granted to Eligible Directors, other than Directors serving as Audit & Supervisory Committee Members and Outside Directors, which will be contributed in-kind to the Company in exchange for the acquisition of restricted stock (hereinafter, "monetary compensation claims") shall be no more than 160 million yen per annum (however, not including the employee salary portion for Directors concurrently serving as employees) in combination with the performance-linked restricted stock compensation, ESG indicator-based restricted stock compensation, and the tenure-based restricted stock, and the total number of shares of common stock of the Company to be granted shall be no more than 100,000 shares per annum in combination with the performance-linked restricted stock compensation, ESG indicator-based restricted stock compensation, and the tenure-based restricted stock. Based on this proposal, the total amount of compensation for Directors (other than Directors serving as Audit & Supervisory Committee Members), including the amount of restricted stock compensation for which approval is requested, shall be no more than 650 million yen per annum (however, not including the employee salary portion for Directors concurrently serving as employees). In addition, the specific timing and distribution of payments to each Eligible Director shall be determined by the Board of Directors of the Company.

While an overview of the decision policy pertaining to details of compensation, etc. for individual Directors of the Company is described in the Business Report "3. Status of Company Officers (4) Compensation, etc. for Directors and Audit & Supervisory Board Members for the Fiscal Year under Review," the Company intends to change the portion that designates "Directors" as eligible officers to "Directors (other than Directors serving as Audit & Supervisory Committee Members)," with no substantive changes. Subject to approval of Proposal 5: Determination of Amount of Compensation, Etc. of Directors (Other Than Directors Serving as Audit & Supervisory Committee Members) and this proposal, the Company intends to change the details as described in Proposal 5: Determination of Amount of Compensation, Etc. of Directors (Other Than Directors Serving as Audit & Supervisory Committee Members) and this proposal. The content of this proposal is necessary and rational for the payment of compensation, etc. in accordance with the policy following

amendments, and the Company deems the content of this proposal to be appropriate.

The current number of Directors is 10 (including 5 Outside Directors). However, if Proposal 2: Partial Amendments to the Articles of Incorporation and Proposal 3: Election of 9 Directors (Other Than Directors Serving as Audit & Supervisory Committee Members) are approved as originally proposed, the number of the Eligible Directors (other than Directors serving as Audit & Supervisory Committee Members and Outside Directors) will be 4.

[Overview of Restricted Stock Compensation]

Eligible Directors shall make in-kind contribution of all monetary compensation claims paid in accordance with the Proposal based on a resolution by the Board of Directors and shall receive shares of the common stock of the Company that will be issued or disposed of by the Company. The total number of shares of the common stock of the Company that will be thus issued or disposed of shall be no more than 100,000 shares per annum (however, in the event of circumstances necessitating an adjustment to the total number of shares of common stock of the Company that are issued or disposed of as restricted shares on or after the date on which the Proposal is approved, such as a stock split of the common stock (including the gratis allotment of the common stock of the Company), reverse stock split, or any other reason, the number of total shares shall be adjusted within a reasonable extent.

The amount paid per share shall be the closing price of the common stock of the Company on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution by the Board of Directors (if no transactions are concluded on that day, the closing price of the most immediately preceding date). In addition, when thus issuing or disposing of the common stock of the Company, the Company and Eligible Directors shall enter into a restricted stock allotment agreement (hereinafter, "Allotment Agreement") whose contents shall include the following.

(1) Transfer Restriction Period

With regard to the shares of common stock of the Company allotted in accordance with the Allotment Agreement (hereinafter, "Allotted Shares"), Eligible Directors may not transfer, establish a security interest on, or otherwise dispose of Allotted Shares (hereinafter, "Transfer Restrictions") during the period stipulated in advance by the Board of Directors of the Company from 3 years to 5 years from the date of allotment under the Allotment Agreement (hereinafter, "Transfer Restriction Period").

(2) Treatment upon Retirement or Resignation

In the event that an Eligible Director retires or resigns from a position of Director, Audit & Supervisory Board Member, Executive Officer, employee, or equivalent position of the Company, its consolidated subsidiaries, or affiliated companies prior to the expiration of the Transfer Restriction Period, other than in the event of retirement or resignation due to expiration of term of office, mandatory retirement, death, or any other reason deemed justifiable by the Company's Board of Directors, the Company shall, as a matter of course, acquire the Allotted Shares at no consideration.

(3) Removal of the Transfer Restrictions and Gratis Acquisition

Notwithstanding the provisions in (1) above, the Company shall remove the Transfer Restrictions on all Allotted Shares upon the expiration of the Transfer Restriction Period provided that Eligible Directors have continuously remained in a position of Director, Audit & Supervisory Board Member, Executive Officer, employee, or equivalent position of the Company, its consolidated subsidiaries, or affiliated companies during the Transfer Restriction Period. However, in the event that an Eligible Director retires or resigns from a position stipulated in (2) above prior to the expiration of the Transfer Restriction Period due to expiration of term of office, mandatory retirement, death, or any other reason deemed justifiable by the Company's Board of Directors stipulated in (2) above, the number of Allotted Shares for which Transfer Restrictions shall be removed and the timing of removal of the Transfer Restrictions shall be reasonably adjusted as necessary based on the conditions stipulated in (5) below in the event that (5) "Treatment in the Event that Conditions are Not Fulfilled" below is included in the Allotment Agreement. In addition, the Company shall, as a matter of course, acquire the Allotted Shares for which the Transfer Restrictions have not been removed at no consideration immediately following the removal of the Transfer Restrictions in accordance with the above provisions. Furthermore, in the event that certain reasons stipulated in the Allotment Agreement are fulfilled, such as an Eligible Director committing an illegal act, the Company shall acquire all or part of the Allotted Shares at no consideration.

(4) Treatment in the Event of Restructuring, etc.

Notwithstanding the provisions in (1) above, in the event that, during the Transfer Restriction Period, the Company's General Meeting of Shareholders approves a proposal for a merger agreement whereby the

Company becomes the absorbed company, a share exchange agreement or a share transfer plan whereby the Company becomes a wholly owned subsidiary, or any other matters pertaining to restructuring, etc. (however, in the event that the approval of the Company's General Meeting of Shareholders for said restructuring, etc. is not required, approval by the Company's Board of Directors), the Company shall remove the Transfer Restrictions on a reasonably determined number of Allotted Shares prior to the effective date of said restructuring, etc. by resolution of the Board of Directors of the Company based on the length of the period from the commencement date of the Transfer Restriction Period to the date of approval of said restructuring, etc. In addition, in an event stipulated above, the Company shall, as a matter of course, acquire the Allotted Shares for which Transfer Restrictions have not been removed immediately following the removal of Transfer Restrictions, at no consideration.

(5) Treatment in the Event that Conditions are Not Fulfilled

If certain conditions are set in advance by the Board of Directors of the Company (performance conditions, conditions related to ESG indicators, and other conditions set as a result of consultation with the Nomination and Compensation Committee), the Company shall, as a matter of course, acquire all Allotted Shares at no consideration in the event that said conditions were not able to be achieved by the expiration date of the Transfer Restriction Period determined by the Board of Directors of the Company.

(6) Other Matters

Other matters pertaining to the Allotment Agreement shall be determined by the Board of Directors of the Company.

End.

Business Report (May 21, 2024, to May 20, 2025)

I. State of the Corporate Group

1. Progress and results of business

(1) Status of business

The e-commerce market, in which the Group operates, is rapidly evolving due to various technologies and changes in customer behavior. As the use of big data and AI for analysis and services becomes more widespread, customer experience is being enhanced. At the same time, individualized customer needs, including demand for sustainability-related products, are growing. Companies that offer options taking into account the values customers seek are gaining support, while the overall market continues to expand.

Under such circumstances, in the fiscal year under review, the final year of the Medium-Term Management Plan (from the fiscal year ended May 20, 2022 to the fiscal year ended May 20, 2025), the Group has aimed to achieve new record highs in both net sales and operating profit. Although net sales growth slowed on the back of a decrease in customers of the core ASKUL business and sluggish demand growth for traditional office supplies in the fiscal year under review, net sales reached a new record high due to an increase of sales per customer. In order to re-grow net sales, the Group is currently taking measures including optimizing prices through digital transformation, expanding our lineup of products responding to customer needs, and enhancing original products, which we have carried out at an accelerating pace. In addition, even though initially planned, the incurred preparation costs for ASKUL Kanto DC launched in June 2025 as a starting point of reorganization of distribution centers in the Kanto region were not fully absorbed by gross profit with rising procurement costs due to the impact of foreign exchange rates, etc., resulting in a decrease in operating profit.

As a result of the above, the financial performance of the Group for the fiscal year under review was net sales of 481,101 million yen, a 2.0% increase year-over-year, operating profit of 14,004 million yen, a 17.4% decrease year-over-year, ordinary profit of 13,816 million yen, down 17.2% year-over-year, and profit attributable to owners of parent of 9,068 million yen, a 52.6% decrease year-over-year.

Net sales
481.1 billion yen (Up 2.0% year-over-year)

Ordinary profit
13.8 billion yen (Down 17.2% year-over-year)

Operating profit
14.0 billion yen (Down 17.4% year-over-year)

Profit attributable to owners of parent
9.0 billion yen (Down 52.6% year-over-year)

E-commerce business

Net sales: **472,231million yen**
(Up 2.1% year-over-year)

Operating profit: **14,255 million yen**
(Down 16.6% year-over-year)

Main businesses

Sale of OA & PC supplies, office supplies, office amenities, office furniture, food, alcoholic beverages, medical supplies, cosmetics, MRO supplies, pet goods and other products

Products utilizing recycled marine plastic collected and repurposed from Tsushima City, Nagasaki Prefecture

ASKUL original 47L user-friendly trash can – connectable, one-hand open, available in pale colors

ASKUL original adult diapers

In the E-commerce business during the fiscal year under review, net sales grew steadily to 472,231 million yen, a 2.1% increase year-over-year. On the other hand, operating profit was 14,255 million yen, a 16.6% decrease year-over-year. This was primarily due to the decline in the gross profit margin resulting from the impact of foreign exchange rates and other factors though an improvement has been seen since the second half of the fiscal year under review. Additionally, there were also increased fixed costs, etc., including rents related to the ASKUL Kanto DC, which began operating in June 2025, resulting in an increase in sales and a decrease in profits. The classification of net sales in the E-commerce business has been changed to the "ASKUL business," "LOHACO business," and "Group companies and elimination of intra-group transactions," effective from the fiscal year under review.

(1) Net sales

a. ASKUL Business 358,463 million yen

- Net sales of products for Living Supplies and Medical categories remained strong, with a growth rate of 1.5% year-over-year, despite sluggish demand for conventional office supplies (office furniture, ink and toner, stationery, etc.)
- Sales per customer increased year-over-year due to intermittent price increases on the back of surging procurement prices and the revision of the free shipping threshold (Note). However, the number of customers decreased year-over-year, despite a recovery during the fourth quarter of the fiscal year under review
- Net sales to large and medium-sized companies remained strong, despite sluggish purchase volumes by small and medium-sized enterprises due to delayed demand recovery

b. LOHACO business 36,842 million yen

- Net sales grew 1.9% year-over-year, partly due to sales promotion measures in collaboration with LY Corporation

c. Group companies and elimination of intra-group transactions 76,925 million yen

- Net sales of AlphaPurchase Co., Ltd. and FEED Corporation remained strong, with a growth rate of 5.6% year-over-year

(2) Operating profit

Operating profit decreased by 2,842 million yen year-over-year to 14,255 million yen. This was mainly due to a 0.5-point year-over-year decrease in gross profit margin, standing at 24.8% and a 0.2 point year-over-year increase in the ratio of selling, general and administrative expenses at 21.8% caused by increased fixed costs, etc., as outlined below.

- The purchase price of imported products such as copy paper increased due to the impact of foreign exchange rates, resulting in a decline in the gross profit margin
- The unit sales price per box increased and the ratio of shipment expenses to net sales decreased, as customers continued to buy in bulk even after the revision of the free shipping threshold in the previous fiscal year, leading to a gradual decrease of shipment expenses
- The commencement of leasing of the ASKUL Kanto DC incurred rents and preparation costs (1,730 million yen in total) for operation in the next fiscal year

Logistics business

Net sales: **8,215 million yen**
(Down 4.0% year-over-year)

Operating loss: **299 million yen**
(—)

Main businesses

Logistics and small-cargo transportation services for companies

ASKUL Logist

Net sales of the contracted business of logistics that ASKUL LOGIST Corporation received from outside the Group decreased. We worked to improve profitability through service price revisions, improved productivity, and other measures, but this could not make up for the decrease in sales, resulting in a decrease in profits.

As a result, net sales in the fiscal year under review were 8,215 million yen, a 4.0% decrease year-over-year, and operating loss was 299 million yen, as opposed to an operating loss of 146 million yen a year earlier.

ASKUL Kanto DC (Ageo-shi, Saitama)

Other

Net sales: **2,030 million yen**
(Up 4.0% year-over-year)

Operating profit: **99 million yen**
(Up 241.5% year-over-year)

Main businesses

Manufacture and sale of bottled water

嬬恋銘水

Net sales of bottled water of TSUMAGOI MEISUI Corporation, including new products, remained steady. Operating profit increased significantly due to further improvement in productivity.

As a result, net sales for the fiscal year under review were 2,030 million yen, a 4.0% increase year-over-year, and operating profit was 99 million yen, up 241.5% year-over-year.

Label-free LOHACO Water 210ml

Note: The standard amount per order for which the Company bear the basic delivery fee.

(2) Status of capital investment

The total amount of capital expenditures implemented by the corporate group in the fiscal year under review was 12,765 million yen. The main items included in this figure are as follows.

1) Main facility completed during the fiscal year under review

Establishment of the new ASKUL website for ASKUL business (E-commerce business)	585 million yen

2) New establishment, expansion, and renovation of main facilities ongoing in the fiscal year under review

New establishment of ASKUL Kanto DC (E-commerce business)	4,982 million yen
Core system replacement (E-commerce business)	2,490 million yen
Establishment of the new ASKUL website for ASKUL business (E-commerce business)	652 million yen

(3) Status of funding

In the fiscal year under review, while the Company repaid 4,199 million yen in long-term borrowings, it also raised 6,635 million yen in long-term borrowings from financial institutions for securing on-hand liquidity and as future growth capital.

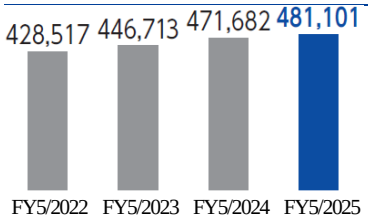
2. Status of assets and income

Operating results and financial position of the corporate group

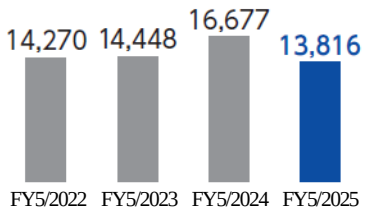
(Millions of yen)

Category	FY5/2022 (May 21, 2021 – May 20, 2022)	FY5/2023 (May 21, 2022 – May 20, 2023)	FY5/2024 (May 21, 2023 – May 20, 2024)	FY5/2025 (The fiscal year under review) (May 21, 2024 – May 20, 2025)
Net sales	428,517	446,713	471,682	481,101
Ordinary profit	14,270	14,448	16,677	13,816
Profit attributable to owners of parent	9,206	9,787	19,139	9,068
Basic earnings per share (Yen)	90.83	100.43	196.47	95.45
Total assets	188,024	227,506	243,062	227,782
Net assets	57,271	66,876	81,336	81,254
Capital adequacy ratio (%)	30.2	28.2	32.2	34.2
Net assets per share (Yen)	582.43	658.20	808.88	831.73

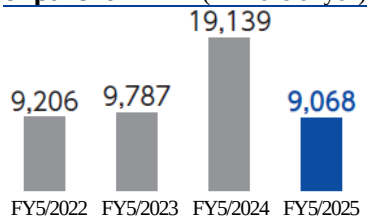
Net sales (Millions of yen)



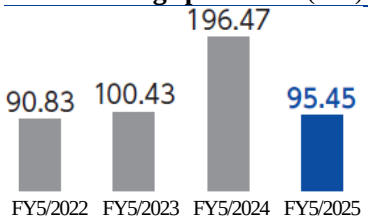
Ordinary profit (Millions of yen)



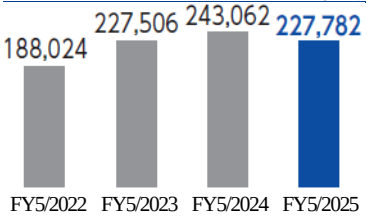
Profit attributable to owners of parent (Millions of yen)



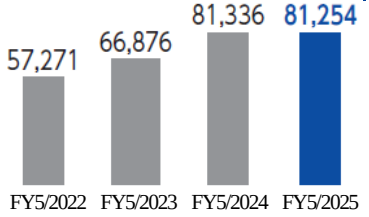
Basic earnings per share (Yen)



Total assets (Millions of yen)



Net assets (Millions of yen)



3. Issues to be addressed

The Company formulated and announced the "From FY5/2026 to FY5/2029 Medium-Term Management Plan (hereinafter, the New Medium-Term Management Plan)" on July 4, 2025.

In order to formulate the New Medium-Term Management Plan, we first had repeated discussions on the vision of what the Company wants to realize from a long-term perspective.

Our DNA, "Advancing Forward for Our Customers," rooted across the entire Company since the foundation embraces:

- Our will to solve problems of customers, including the founding spirit of providing small and medium-sized enterprises with the same level of services as for larger corporations;
- Fulfilling social responsibility exemplified by the 1 box for 2 trees project (framework of making printer paper by planting, growing, and harvesting two trees per purchase of one box of printer paper by customers); and
- Return of new value to society through co-creation such as sharing of big data accumulated by the Company with partner companies.

By evolving the above-listed ASKUL's essence and providing working people with support for self-realization, with our desire to increase happy people, we set our 2050 vision as "Creating a society that empowers everyone to continually experience the delight of becoming their best self."

Then, placing "Beyond Retail – Transforming the Way People Work –" as our milestone toward 2035, the mid-point of the vision, we have formulated the management policy to be addressed during four years from the fiscal year ending May 20, 2026 to the fiscal year ending May 20, 2029 as a New Medium-Term Management Plan through a back-casting approach.

The environment surrounding society has been acceleratingly changing with decreasing working-age population, advances in AI and other technologies, etc. In the future as well, the Company will aim to create a society where everyone can feel "delight" as often as they like, by supporting our customers to solve problems arising from changes in the times.

The Company planned to post consolidated net sales of 550.0 billion yen, a consolidated operating profit ratio of 5.0%, and a consolidated return on equity (ROE) of 20.0% in the fiscal year ended May 20, 2025, the final year of the previous Medium-Term Management Plan (from FY5/2022 to FY5/2025). Growth accelerated as a result of setting high targets, and both consolidated net sales and consolidated operating profit reached record highs for a period from the fiscal year ended May 20, 2022 to the fiscal year ended May 20, 2024. Particularly, thanks to streamlined logistics and other factors, the marginal profit ratio of both the ASKUL business and LOHACO business exceeded the plan and the profit structure steadily improved, and the LOHACO business achieved operating surplus in the fiscal year ended May 20, 2023 as planned.

However, the final planned figures (for the fiscal year ended May 20, 2025) of the previous Medium-Term Management Plan were not achieved mainly due to an increase in amortization from increased investment in the new ASKUL website (system) and not achieving the planned opening effects of SOLOEL ARENA website, low utilization rates of newly introduced products due to a disproportionate emphasis on product expansion (number of items), not achieving the sales plan for the LOHACO business due to the prioritization of profitability, and increased fixed costs due to the launch of ASKUL Kanto DC.

As recent issues, we recognize a decrease in the number of customers due to intermittent price increases on the back of surging purchase prices and the revision of the free shipping threshold, low operations of newly introduced specialized products such as MRO(Note1) supplies, and sluggish sales growth of the Company in the procurement platform market for medium- and large-sized companies. Under the New Medium-Term Management Plan, we aim at further growth by addressing these issues.

The Group's advantages include accumulated big data of customer purchase across diverse industries and company sizes, highly automated and unique logistics bases that enable same-day and next-day deliveries across Japan, development capabilities of original products to enhance differentiation from competitors, and the strong sales bases of agents in various regions in Japan. Going forward, we will thoroughly focus on growth areas by further leveraging these advantages and creating new values.

Under the New Medium-Term Management Plan, we will work on mainly two themes below, aiming to achieve consolidated net sales of 600.0 billion yen, a consolidated operating profit ratio of 5.0%, and a consolidated return on equity (ROE) of 20.0% in the final fiscal year ending May 20, 2029.

(1) Re-growth of the retail business

We set a strategic target of the ASKUL business to the "in-person service industry" including medical care and nursing care, accommodation, and food and beverage which have high market potential and high customer loyalty with a high growth rate. In addition, as the key product category, we designated "daily necessities at workplaces" which can be used in a wide variety of industries with high demand from customers. This category's characteristics include easy development of original products, since it has a large

market scale and many common needs between B-to-B and B-to-C. The important themes include enhancing a product assortment aligned with customer needs, strengthening price competitiveness, differentiating through original products, and improving the convenience and usability of storefront. We are also beginning to explore various forms of collaboration within the B-to-B market.

In the LOHACO business, we aim to enhance corporate value through sound and sustainable growth by offering original products utilizing a scale of the ASKUL business, shortening delivery lead time by integrating logistics with the ASKUL business, driving evolution through collaboration with LY Corporation, and expanding sales channels.

As for a logistics strategy supporting the business, we will aim to improve the logistics quality and reduce costs by further evolving the logistics network.

We will also further advance operational efficiency through big data utilization, and we will drive service innovation through the use of AI agents.

(2) Establishment of an area to provide new values

By 2035, we will actively promote solution-based services targeting both corporate employees and end customers by leveraging our robust customer base which broadly uses our products in all sorts of industries as well as the data accumulated across each process of the value chain and our assets including product development, logistics and sales capabilities, in addition to strengthening the existing retail business.

In order to establish an area to provide new values, we will actively promote Proof of Concept(Note2) by an organization under the direct control of CEO newly established at the beginning of the fiscal year ending May 20, 2026 and aggressively carry out M&As and cooperation with other companies by utilizing the growth investment limit of 100.0 billion yen, so that profit of the existing business areas and the new business areas will be a ratio of 50:50 (EBITDA basis) in 2035.

(Notes) 1. MRO is an acronym for Maintenance, Repair and Operations, and the term “MRO supplies” denotes indirect materials including consumables and repair supplies for use at factories, construction sites, warehouses, and others.
2. Proof of Concept or PoC refers to the process of testing the feasibility of a new technology, idea, or concept.

4. Key offices (As of May 20, 2025)

(1) The Company

Head office	Koto-ku, Tokyo
Sendai DMC	Miyagino-ku, Sendai-shi, Miyagi
ASKUL Kanto DC	Ageo-shi, Saitama
ASKUL Miyoshi Center	Miyoshi-machi, Iruma-gun, Saitama
ASKUL Value Center Hidaka	Hidaka-shi, Saitama
ASKUL Tokyo DC	Edogawa-ku, Tokyo
Demand Chain Management (DCM) Center	Koto-ku, Tokyo
ASKUL Logi PARK Yokohama	Tsurumi-ku, Yokohama-shi, Kanagawa
Nagoya Center	Tokai-shi, Aichi
Osaka Demand Management Center (DMC)	Konohana-ku, Osaka-shi, Osaka
ASKUL Value Center Kansai	Suita-shi, Osaka
ASKUL Logi PARK Fukuoka	Higashi-ku, Fukuoka-shi, Fukuoka

Note: Effective May 21, 2025, the names of the distribution centers have been changed as follows.

Former name	New name
Sendai DMC	ASKUL Sendai DC
ASKUL Value Center Hidaka	ASKUL Hidaka DC
Demand Chain Management (DCM) Center	ASKUL Aomi DC
ASKUL Logi PARK Yokohama	ASKUL Yokohama DC
Nagoya Center	ASKUL Nagoya DC
Osaka Demand Management Center (DMC)	ASKUL Osaka DC
ASKUL Value Center Kansai	ASKUL Kansai DC
ASKUL Logi PARK Fukuoka	ASKUL Fukuoka DC

(2) Subsidiaries

ASKUL LOGIST Corporation	Koto-ku, Tokyo
AlphaPurchase Co., Ltd.	Minato-ku, Tokyo
charm Co., Ltd.	Oura-machi, Oura-gun, Gunma
BUSINESSMART CORPORATION	Koto-ku, Tokyo
TSUMGOI MEISUI CORPORATION	Tsumagoi-mura, Agatsuma-gun, Gunma
SOLOEL Corporation	Koto-ku, Tokyo
AP67 Co., Ltd.	Nishi-ku, Yokohama-shi, Kanagawa
FEED Corporation	Nishi-ku, Yokohama-shi, Kanagawa

5. Status of key subsidiaries

Name	Paid-in capital	Ratio of voting rights	Description of main businesses
ASKUL LOGIST Corporation	90 million yen	100.0%	ASKUL distribution center warehouse operations and small-lot delivery operations
AlphaPurchase Co., Ltd.	585 million yen	62.3%	Sale of MRO products and facility management business
charm Co., Ltd.	10 million yen	100.0%	Mail-order sales of pet supplies and living organisms
BUSINESSMART CORPORATION	93 million yen	100.0%	The Company's agent
TSUMAGOI MEISUI CORPORATION	80 million yen	100.0%	Manufacture and sale of bottled water
SOLOEL Corporation	80 million yen	100.0%	Sales agency of SOLOEL Enterprise
AP67 Co., Ltd.	100 million yen	85.0%	Management consulting business and acquisition, holding, operation, management, and trading of marketable securities
FEED Corporation	43 million yen	100.0%	Sales of dental materials, medical equipment, pharmaceuticals, etc.

(Note) The Company owns shares of FEED Corporation indirectly through AP67 Co., Ltd.

6. Status of employees (As of May 20, 2025)

Category	Number of employees at the end of the fiscal year under review	Increase/decrease since the end of the previous fiscal year	Average age	Average years of employment
Male	2,230	Up 6	43.0	9.1 years
Female	1,467	Up 4	41.5	8.1 years
Total or average	3,697	Up 10	42.4	8.7 years

7. Key lenders and loan balance (As of May 20, 2025)

(Millions of yen)

Lender	Loan balance
Sumitomo Mitsui Banking Corporation	8,999
The Bank of Yokohama, Ltd.	2,499
THE SHIGA BANK, LTD.	2,000
The ChibaBank, Ltd.	1,717
The Gunma Bank, Ltd.	1,549
Osaka Prefectural Credit Federation of Agricultural Co-operatives	1,000
The Bank of Kyoto, Ltd.	516
Mizuho Bank, Ltd.	500
THE HOKURIKU BANK, LTD.	500
Sumitomo Mitsui Trust Bank, Limited	328

8. Other significant matters concerning the status of the corporate group

No applicable items.

II. Status of the Company

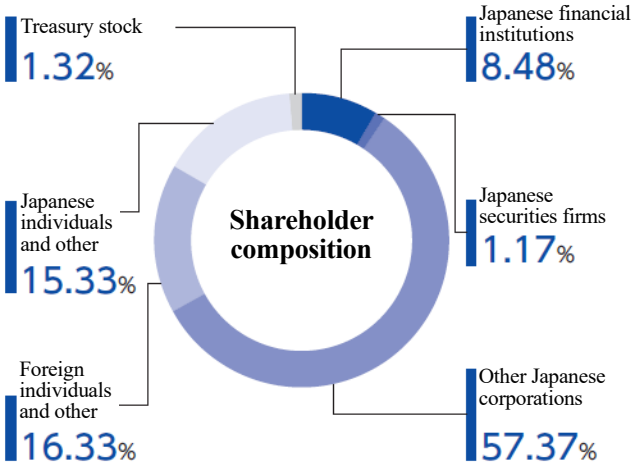
1. Status of stock (As of May 20, 2025)

(1) Total number of authorized shares
169,440,000 shares

(2) Total number of issued shares
94,771,300 shares

(Note) Total number of issued shares include 1,245,700 shares of treasury stock.

(3) Number of shareholders
62,065 persons (Up 20,384 persons year-over-year)



(4) Major shareholders (Top 10)

Shareholder name	Number of shares held (Thousand shares)	Shareholding ratio (%)
LY Corporation	43,808	46.84
PLUS Corporation	10,331	11.05
The Master Trust Bank of Japan, Ltd. (Trust Account) (Note 3)	5,561	5.95
STATE STREET BANK AND TRUST COMPANY 505001	2,257	2.41
NORTHERN TRUST CO. (AVFC) RE FIDELITY FUNDS	1,480	1.58
Shoichiro Iwata	1,306	1.40
Hidehisa Imaizumi	1,233	1.32
Tadahisa Imaizumi	1,232	1.32
Custody Bank of Japan, Ltd. (Trust Account) (Note 4)	1,211	1.30
The Nomura Trust and Banking Co., Ltd. (Investment Trust Account) (Note 3)	883	0.94

(Notes)
1. The number of shares held is rounded down to the nearest thousand shares, and shareholding ratios are rounded to the second decimal place.
2. The shareholding ratio is calculated upon deducting treasury stock.
3. The number of shares held by The Master Trust Bank of Japan, Ltd. (Trust Account) and The Nomura Trust and Banking Co., Ltd. (Investment Trust Account) includes all shares related to trust operations.
4. The number of shares held by Custody Bank of Japan, Ltd. (Trust Account) includes 1,202,000 shares related to trust operations.

(5) Status of shares granted to the Company's officers as compensation for the execution of duties during the fiscal year under review

The Company granted 23,600 shares of the Company's common stock to Directors and Executive Officers of the Company and directors of the Company's consolidated subsidiaries as a performance-linked compensation (restricted stock) on August 30, 2024. This restricted stock cannot be transferred or otherwise disposed of until August 29, 2027. Of the above, the details of stock compensation granted to the Company's officers as compensation for the execution of duties during the fiscal year under review are as follows. There was no stock granted to Outside Directors and Audit & Supervisory Board Members.

Category	Number of shares	Recipients of issuance
Director (excluding Outside Directors)	11,600 shares	3 persons

2. Status of share acquisition rights, etc.

(1) Status of share acquisition rights held by the Company's Officers granted as consideration for the execution of duties

No applicable items.

(2) Status of share acquisition rights granted to employees, etc. as consideration for the execution of duties during the fiscal year under review

No applicable items.

(3) Other important matters regarding share acquisition rights, etc.

No applicable items.

3. Status of the Company's officers

(1) Status of Directors and Audit & Supervisory Board Members (As of May 20, 2025)

Position	Name	Responsibilities and status of significant concurrent positions
Representative Director and President	Akira Yoshioka	Chief Executive Officer (CEO) Director of FEED Corporation
Director	Tsuguhiro Tamai	Chief Financial Officer (CFO), In charge of risk management, finance and accounting, information disclosure, management and quality KPIs, Executive Officer, and Executive Officer of Corporate Unit Director of AlphaPurchase Co., Ltd. Director of AP67 Co., Ltd. Director of DENTAL Holding Corp.
Director	Katsuhiro Kawamura	COO (Chief Operating Officer), Executive Officer, and Executive Officer of Sales Unit Representative Director, President and CEO of SOLOEL Corporation
Director	Shinichi Hokari	CTO (Chief Technology Officer), Executive Officer, and Executive Officer of EC Product Unit
Director	Yumiko Ichige	Partner of Nozomi Sogo Attorneys at Law Outside Audit & Supervisory Board Member of Idemitsu Kosan Co., Ltd.
Director	Genri Goto	CEO of Kotozna, Inc. Chairman of Kotozna (China Office) Managing Director of Kotozna Singapore Pte Ltd
Director	Kazuo Tsukahara	
Director	Naomi Aoyama	Representative Director of style bis Inc. Outside Director of IZUMI Co., Ltd.
Director	Rina Akimoto	CEO of vivid garden Inc.
Director	Hironori Koshimizu	
Audit & Supervisory Board Member (full-time)	Toshio Imamura	
Audit & Supervisory Board Member	Yoshitaka Asaeda	Director of Yoshitaka Asaeda CPA Office Outside Auditor of WingArc1st Inc. Outside Director of Shimane Bank Ltd.
Audit & Supervisory Board Member	Miyuki Nakagawa	Representative of Kousui Law Office Professor of Chuo Law School, Chuo University Outside Director of NITTO KOGYO CORPORATION Outside Director of Nissan Chemical Corporation Outside Audit & Supervisory Board Member of SBI Shinsei Bank, Limited

(Notes)
1. Directors Yumiko Ichige, Genri Goto, Kazuo Tsukahara, Naomi Aoyama, and Rina Akimoto are Outside Directors.
2. Audit & Supervisory Board Members Yoshitaka Asaeda and Miyuki Nakagawa are Outside Audit & Supervisory Board Members.
3. Mr. Yoshitaka Asaeda, an Audit & Supervisory Board Member, is a certified public accountant and has considerable knowledge of financing and accounting.
4. The Company has registered Ms. Yumiko Ichige, Mr. Genri Goto, Mr. Kazuo Tsukahara, Ms. Naomi Aoyama, Ms. Rina Akimoto, Mr. Yoshitaka Asaeda, and Ms. Miyuki Nakagawa with Tokyo Stock Exchange, Inc. as Independent Officers as stipulated in Article 436-2 of the Securities Listing Regulations of the Exchange.
5. Mr. Tadahisa Imaizumi retired from the position of Director at the conclusion of the 61st Annual General Meeting of Shareholders held on August 8, 2024.

(2) Outline of agreement to limit liability

The Company and its Directors (excluding executive Directors, etc.) and Audit & Supervisory Board Members have concluded agreements to limit the liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the same Act. An outline of each agreement concluded to limit liability is as follows.

a. An agreement to limit liability for Directors (excluding executive Directors, etc.)

In the event that Directors (excluding executive Directors, etc.) damage the Company as a result of failing in the execution of their responsibilities, if they have performed their duties in good faith and without gross negligence, they shall be liable for damages limited to 30 million yen or the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is higher.

The Company has entered into agreements with Ms. Yumiko Ichige, Mr. Genri Goto, Mr. Kazuo Tsukahara, Ms. Naomi Aoyama, Ms. Rina Akimoto, and Mr. Hironori Koshimizu to limit their liability.

b. An agreement to limit liability for Audit & Supervisory Board Members

In the event that Audit & Supervisory Board Members damage the Company as a result of failing in the execution of their responsibilities, if they have performed their duties in good faith and without gross negligence, they shall be liable for damages limited to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act.

The Company has entered into agreements with Mr. Toshio Imamura, Mr. Yoshitaka Asaeda, and Ms. Miyuki Nakagawa to limit their liability.

(3) Outline of contents of a directors and officers liability insurance agreement

The Company has entered into a directors and officers liability insurance agreement with an insurance company, pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement will cover Directors, Audit & Supervisory Board Members, Executive Officers, and employees in management positions at the Company and its subsidiaries within the scope of the insured, and the insured will not bear responsibility for paying the insurance premiums. The insurance agreement will cover damages that may arise due to the insured persons assuming liability for their execution of duties or receiving a claim for the pursuit of such liability during the insurance period.

However, in order to ensure that the appropriateness of the execution of business by the insured remains unimpaired, there are certain exclusions, such as coverage not being provided for damages arising from actions taken by the insured with the knowledge that they were in violation of laws and regulations.

(4) Compensation, etc. for Directors and Audit & Supervisory Board Members for the fiscal year under review

1) Matters concerning the policies for determining the details of compensation, etc. for individual Directors

The amount of annual monetary compensation for the Company's Directors is determined by taking into consideration market levels, corporate performance, and individual performance. The amount of annual monetary compensation for Directors, excluding Outside Directors, consists of basic compensation (monthly compensation) as a fixed portion and performance-linked compensation, with basic compensation determined on an individual basis, reflecting market levels and expected roles. Regarding performance-linked compensation, consolidated EBITDA is used as an indicator for performance evaluation, and the total amount of annual monetary compensation is determined by multiplying the annual target achievement rate by the individual evaluation and subtracting the basic compensation as the fixed portion from that amount, which is paid as performance-linked compensation within the limit of the total compensation for executives. The amount of performance-linked compensation for each fiscal year is calculated by setting the lower and upper limits for the total amount of annual monetary compensation within a range of +/-15% (achievement rate between 85% and 115%) of the annual target achievement rate of consolidated EBITDA for the fiscal year preceding each fiscal year, and subtracting the basic compensation (fixed portion) from the amount obtained by multiplying the total annual monetary compensation determined in proportion to this achievement rate by the individual's evaluation for the previous year for each fiscal year. The actual consolidated EBITDA for the previous fiscal year, which was the basis for calculating the performance-linked compensation for the fiscal year under review, was 27.7 billion yen (target achievement rate of 102.9%), which was paid at 77% of the upper limit. The reason for adopting consolidated EBITDA as an indicator for performance evaluation is that the Company aims to secure profits while actively executing the necessary investments to ensure the Group's sustainable growth and enhance its corporate value. The Company does not fix the ratio of performance-linked compensation to total compensation, instead adopting a design in which the ratio of performance-linked compensation for Directors (excluding Outside Directors) increases as the Company's consolidated annual performance exceeds targets.

In addition, the Company has introduced a "restricted stock compensation (performance provisos)" plan to promote the further sharing of value with shareholders as an incentive to sustainably enhance its corporate value. Upon conferring restricted stock compensation (performance provisos), the Company's basic policy is to make the achievement of certain performance conditions a requirement for lifting the transfer restrictions, so that Directors can achieve loftier goals and contribute to the significant growth of the Group. The amount and the number of shares of restricted stock compensation (performance provisos) conferred shall be determined by the Board of Directors after deliberation by the Nomination and Compensation Committee based on an amount equivalent to 15% of the monthly compensation (annual amount), taking into consideration factors such as positions, expected roles, and share price trends.

Restricted stock compensation (performance provisos) conferred on Directors for the fiscal year ended May 20, 2025 is as follows.

Effective from the fiscal year ended May 20, 2025, the Company has decided to allow the grant of the tenure-based restricted stock compensation which is not performance-linked, and with continued service during the restricted period of between 3 years and 5 years, as determined in advance by the Company's Board of Directors, as a condition for the removal of transfer restrictions, in addition to the existing performance-linked restricted stock compensation and ESG indicator-based restricted stock compensation with the achievement of ESG indicators as a condition for the removal of transfer restrictions. In the fiscal year ended May 20, 2025, the Company granted the tenure-based restricted stock compensation instead of the performance-linked restricted stock compensation. In addition, the Company has granted a restricted stock compensation (ESG provisos) in order to make the achievement of ESG targets even more effective. Regarding the targets for the ESG provisos, the Company sets forth its important themes in the E (Environment), S (Social), and G (Governance) aspects, and these indicators will be reviewed annually.

The Company only pays basic compensation to Outside Directors and Audit & Supervisory Board Members from the viewpoint of their roles and independence.

[Details of the restricted stock compensation (tenure provisos)]

(1) Restricted transfer period

From August 30, 2024 to August 29, 2027

(2) Tenure conditions

(a) The individual has continuously remained in a position of Director, Audit & Supervisory Board Member, Executive Officer, employee, or equivalent position of the Company, its consolidated subsidiaries, or affiliated companies during the restricted transfer period
(b) Notwithstanding the provisions in (a), in the event that the individual retires or resigns from a position of Director, Audit & Supervisory Board Member, Executive Officer, employee, or equivalent position of the Company, its consolidated subsidiaries, or affiliated companies during the restricted transfer period on or after August 21, 2025, due to expiration of term of office, expiration of contract, mandatory retirement, death, or any other reason deemed justifiable (excluding voluntary resignation for personal reasons)

[Details of the restricted stock compensation (ESG provisos)]
(1) Restricted transfer period
From August 30, 2024 to August 29, 2027
(2) ESG conditions (achievement of three or more of the five items listed below that are related to the materiality (important issues) set forth by the Company. The ESG items to be used as evaluation indicators will be reviewed annually.)
(a) Achievement of the target of reducing the number of deliveries (target for orders per box) through an increase in the number of products per box for one-year period for the fiscal year ended May 20, 2025
(b) Achievement of the overall score target for products with environmental scores for one-year period for the fiscal year ended May 20, 2025
(c) Achievement of the overall score target (67.4 points or higher) in the engagement surveys conducted for the fiscal year ended May 20, 2025
(d) Achievement of the target ratio of female managers (30.0%) as of December 31, 2025.
(e) Achievement of a governance score higher than the previous year (4.0 or higher) in the evaluation conducted by an external organization (FTSE) for the fiscal year ended May 20, 2025

2) Matters concerning resolutions of the general meeting of shareholders regarding compensation, etc. of Directors and Audit & Supervisory Board Members

The maximum amount of compensation of Directors was resolved at the 53rd Annual General Meeting of Shareholders held on August 3, 2016 to be no more than 800 million yen per annum (however, not including salaries for employees; the number of Directors at the conclusion of such Annual General Meeting of Shareholders was 10). In addition, at the 61st Annual General Meeting of Shareholders held on August 8, 2024, the total amount of monetary compensation claims to be paid to Directors as compensation, etc. related to restricted stock was resolved to be no more than 160 million yen per annum (including no more than 40 million yen per annum for Outside Directors; the number of Directors at the conclusion of such Annual General Meeting of Shareholders was 10, including 5 Outside Directors), and the total number of shares of common stock of the Company to be granted was resolved to be no more than 100,000 shares per annum, within such compensation limit (800 million yen per annum).

The maximum amount of compensation for Audit & Supervisory Board Members was resolved at the 38th Annual General Meeting of Shareholders held on August 10, 2001 to be no more than 80 million yen per annum (the number of Audit & Supervisory Board Members at the conclusion of such Annual General Meeting of Shareholders was 4).

3) Matters concerning the method of determining the details of compensation, etc. for individual Directors

The Company has established the Nomination and Compensation Committee as a voluntary, permanent advisory body to the Board of Directors for the purpose of contributing to the building of an appropriate management structure and ensuring management transparency.

The policies on compensation of Directors are deliberated by the Nomination and Compensation Committee and determined by the Board of Directors.

The amount of individual compensation for Directors is determined by resolution of the Board of Directors after deliberation by the Nomination and Compensation Committee, respecting the opinions of the Nomination and Compensation Committee.

The Nomination and Compensation Committee is an advisory body to the Board of Directors and consists of all Independent Outside Directors and CEO, and provides reports to the Board of Directors on matters related to the election and dismissal of Directors, Audit & Supervisory Board members, and other key officers and employees, the main areas of responsibilities of Directors (including the selection

of Representative Directors), basic policies on compensation, and individual compensation. The Nomination and Compensation Committee met 16 times during the fiscal year under review to deliberate on policies on compensation of Directors and other matters.

In determining the details of compensation for individual directors, etc., the Nomination and Compensation Committee deliberates and reports to the Board of Directors, and the Board of Directors fully respects the report of the Nomination and Compensation Committee in making its decisions, and therefore, the Company believes that the details of such compensation are in line with the policies for determination.

4) Total amount of compensation, etc., for Directors and Audit & Supervisory Board Members

Category	Total amount of compensation, etc.	Total amount of compensation, etc., by category			Number of eligible officers
		Basic compensation	Performance-linked compensation, etc.	Non-monetary compensation, etc.	
Directors [of which, Outside Directors]	246 million yen [63 million yen]	180 million yen [63 million yen]	48 million yen [–]	17 million yen [–]	9 [5]
Audit & Supervisory Board Members [of which, Outside Audit & Supervisory Board Members]	48 million yen [26 million yen]	48 million yen [26 million yen]	– million yen [–]	– million yen [–]	3 [2]

(Notes)
1. As of the end of the fiscal year under review, the number of Directors is 10 (including 5 Outside Directors) and the number of Audit & Supervisory Board Members is 3 (including 2 Outside Audit & Supervisory Board Members). The number of eligible Directors does not include 1 Director with no compensation.
2. Total amount of compensation, etc., for Directors does not include employee salaries of Directors who concurrently serve as employees.
3. The total amount of non-monetary compensation, etc., for Directors (excluding Outside Directors) consists of restricted stock compensation and the amount of ¥17 million recorded as expenses for the fiscal year under review. The details of said stock compensation and the status of stock granted is as stated in “II. Status of the Company 1. Status of stock.”

(5) Matters concerning outside officers

1) Status of key concurrent positions at other companies, etc., and relationship between the Company and said other companies, etc. (As of May 20, 2025)

Category	Name	Companies, etc. of key concurrent positions	Description of key concurrent positions	Relationship with the Company
Director	Yumiko Ichige	Nozomi Sogo Attorneys at Law Idemitsu Kosan Co., Ltd.	Partner Outside Audit & Supervisory Board Member	(Note 1) (Note 1)
Director	Genri Goto	Kotozna, Inc. Kotozna (China Office) Kotozna Singapore Pte Ltd	CEO Chairman Managing Director	(Note 1) (Note 2) (Note 2)
Director	Naomi Aoyama	style bis Inc. IZUMI Co., Ltd.	Representative Director Outside Director	(Note 2) (Note 1)
Director	Rina Akimoto	vivid garden Inc.	CEO	(Note 1)
Audit & Supervisory Board Member	Yoshitaka Asaeda	Yoshitaka Asaeda CPA Office WingArc1st Inc. Shimane Bank Ltd.	Director Outside Audit & Supervisory Board Member Outside Director	(Note 1) (Note 3) (Note 1)
Audit & Supervisory Board Member	Miyuki Nakagawa	Kousui Law Office Chuo Law School, Chuo University NITTO KOGYO CORPORATION Nissan Chemical Corporation SBI Shinsei Bank, Limited	Representative Professor Outside Director Outside Director Outside Audit & Supervisory Board Member	(Note 1) (Note 1) (Note 1) (Note 1) (Note 1)

(Notes)
1. Although there are past records of sales of the Company's products, there are no other special relationships.
2. There are no special relationships.
3. Although there are transactions related to system usage and past records of sales of the Company's products, there are no other special relationships.
4. Transaction amounts of (Note 1) and (Note 3) account for less than 0.1% of the Company's consolidated net sales or consolidated purchase of goods, and there is no impact on their independence.

2) Status of key activities of outside officers

Category	Name	Status of key activities
Director	Yumiko Ichige	Yumiko Ichige attended 15 of the 16 meetings of the Board of Directors held in the fiscal year under review. In addition to her highly specialized expertise and work experience in the fields of corporate governance, compliance, and intellectual property, she possesses experience and a solid track record as an outside officer at multiple companies. Based on this perspective, she is expected to serve a role in ensuring the appropriateness of business execution, and has appropriately fulfilled the roles expected as an Outside Director by providing advice and proposals from an objective and specialized perspective in regard to decisions of the Board of Directors. In addition, she attended 16 of the 16 meetings of the voluntary Nomination and Compensation Committee as a member, and provides statements considering diversity from an independent standpoint.
	Genri Goto	Genri Goto attended 16 of the 16 meetings of the Board of Directors held in the fiscal year under review. He has been involved in the management of an online sales business for many years and possesses extensive work experience and advanced insights and knowledge in the e-commerce field and the digital services field. Based on this perspective, he is expected to serve a role in ensuring the appropriateness of business execution, and has appropriately fulfilled the roles expected as an Outside Director by providing advice and proposals from an objective and specialized perspective in regard to decisions of the Board of Directors. In addition, he attended 16 of the 16 meetings of the voluntary Nomination and Compensation Committee as a member, and provides statements based on his extensive management experience from an independent standpoint.
	Kazuo Tsukahara	Kazuo Tsukahara attended 16 of the 16 meetings of the Board of Directors held in the fiscal year under review. He has been involved in the management of a heavy industrial manufacturer with global operations and possesses extensive experience and a solid track record regarding corporate management. Based on this perspective, he is expected to serve a role in ensuring the appropriateness of business execution, and has appropriately fulfilled the roles expected as an Outside Director by providing advice and proposals from an objective and specialized perspective in regard to decisions of the Board of Directors. In addition, he attended 16 of the 16 meetings of the voluntary Nomination and Compensation Committee as its chairperson and leads the active dialogue of the committee from an independent standpoint.
	Naomi Aoyama	Naomi Aoyama attended 16 of the 16 meetings of the Board of Directors held in the fiscal year under review. She possesses advanced expertise and extensive experience through serving as an advisor related to corporate social media management and e-commerce. Based on this perspective, she is expected to serve a role in ensuring the appropriateness of business execution, and has appropriately fulfilled the roles expected as an Outside Director by providing advice and proposals from an objective and specialized perspective in regard to decisions at the Board of Directors' meetings. In addition, she attended 15 of the 16 meetings of the voluntary Nomination and Compensation Committee as a member, and provides statements considering diversity from an independent standpoint.
	Rina Akimoto	Rina Akimoto attended 14 of the 14 meetings of the Board of Directors held after assuming office as an Outside Director. Having established an innovative business that solves the distribution challenges of agriculture, she possesses extensive experience and knowledge gained through her activities for solving social issues in various organizations. Based on this perspective, she is expected to serve a role in ensuring the appropriateness of business execution, and has appropriately fulfilled the roles expected as an Outside Director by providing advice and proposals from an objective and specialized perspective in regard to decisions at the Board of Directors' meetings. In addition, she attended 13 of the 13 meetings of the voluntary

Category	Name	Status of key activities
		Nomination and Compensation Committee held after assuming office as an Outside Director as a member, and provides statements considering diversity from an independent standpoint.
Audit & Supervisory Board Member	Yoshitaka Asaeda	Yoshitaka Asaeda attended 16 of the 16 meetings of the Board of Directors and 16 of the 16 meetings of the Audit & Supervisory Board held in the fiscal year under review. He provides statements based on his work experience and expertise as a CPA.
	Miyuki Nakagawa	Miyuki Nakagawa attended 15 of the 16 meetings of the Board of Directors and 15 of the 16 meetings of the Audit & Supervisory Board held in the fiscal year under review. She provides statements based on her extensive experience in legal circles.

4. Status of Accounting Auditor

(1) Name: Deloitte Touche Tohmatsu LLC

(2) Amount of compensation, etc.

Amount of compensation, etc., for the Accounting Auditor for the fiscal year under review	43 million yen
Total amount of cash and other assets to be paid to the Accounting Auditor by the Company and subsidiaries	43 million yen

(Notes)
1. Since the audit contract between the Company and the Accounting Auditor does not clearly distinguish between the amount of compensation, etc., for audits based on the Companies Act and the amount of compensation, etc., for audits based on the Financial Instruments and Exchange Act and it is also not practicable to distinguish them, the sum of these amounts is shown as the total amount of compensation etc. for Accounting Auditor for the fiscal year under review.
2. The Audit & Supervisory Board, based on the "Practical Guidelines for Cooperation with Accounting Auditor" published by the Japan Audit & Supervisory Board Members Association, confirmed and deliberated the details of the audit plan of the Accounting Auditor, the status of the execution of audit, the basis for the calculation of the compensation estimates, and other matters. As a result, the Audit & Supervisory Board agreed to the compensation, etc. for the Accounting Auditor.

(3) Content of non-audit operations

No applicable items.

(4) Policy on determining dismissal or non-reappointment of Accounting Auditor

The Audit & Supervisory Board shall dismiss the Accounting Auditor with the unanimous consent of all members of the Audit & Supervisory Board if the Accounting Auditor is deemed to fall under the items of Article 340, Paragraph 1 of the Companies Act.

In addition, if the Audit & Supervisory Board evaluates the status of execution of the Accounting Auditor's duties, etc. and finds it necessary to change the Accounting Auditor, such as when recognizing that the Accounting Auditor's appropriate performance of its duties is impaired, the Audit & Supervisory Board shall determine a proposal related to dismissal or non-reappointment of the Accounting Auditor to be submitted to the General Meeting of Shareholders.

(5) Matters regarding audits of subsidiaries

Certain consolidated subsidiaries of the Company are audited by auditing firms other than the Company's Accounting Auditor.

III. System and Policies of the Company

"Systems to Ensure the Appropriateness of Operations," "Operational Status of Systems to Ensure the Appropriateness of Operations," and "Policy for Determining Dividends of Surplus, etc." are posted on the Company's website on the Internet (Japanese only; https://www.askul.co.jp/corp/investor/library/agm/) in accordance with laws and regulations as well as Article 17 of the Articles of Incorporation of the Company.

Consolidated Financial Statements

Consolidated Balance Sheet (As of May 20, 2025)

(Millions of yen)

Item	Amount	Item	Amount
(Assets)		**(Liabilities)**	
Current assets	**149,752**	**Current liabilities**	**106,972**
Cash and deposits	48,423	Notes and accounts payable-trade	58,482
Trade receivables and contract assets	59,870	Electronically recorded obligations - operating	21,660
Merchandise and finished goods	22,909	Short-term borrowings	380
Raw materials and supplies	559	Current portion of long-term borrowings	6,096
Costs on construction contracts in progress	70	Lease liabilities	3,377
Accounts receivable - other	14,300	Accounts payable - other	12,342
Other	3,638	Income taxes payable	578
Allowance for doubtful accounts	(21)	Accrued consumption taxes	398
Non-current assets	**78,030**	Provision for bonuses	438
Property, plant and equipment	**34,047**	Other	3,216
Buildings and structures	4,612	**Non-current liabilities**	**39,555**
Machinery, equipment and vehicles	1,871	Long-term borrowings	13,735
Land	257	Lease liabilities	12,651
Leased assets	14,501	Retirement benefit liability	5,001
Construction in progress	11,435	Asset retirement obligations	2,941
Other	1,368	Deferred tax liabilities	2,394
Intangible assets	**31,895**	Other	2,830
Software	14,556	**Total liabilities**	**146,527**
Software in progress	5,524		
Goodwill	4,783	**(Net assets)**	
Customer-related intangible assets	7,020	**Shareholders' equity**	**77,572**
Other	10	Share capital	21,233
Investments and other assets	**12,086**	Capital surplus	14,934
Investment securities	100	Retained earnings	43,393
Long-term prepaid expenses	330	Treasury shares	(1,989)
Guarantee deposits	7,064	**Accumulated other comprehensive income**	**216**
Deferred tax assets	4,566	Remeasurements of defined benefit plans	216
Other	770	**Non-controlling interests**	**3,466**
Allowance for doubtful accounts	(745)	**Total net assets**	**81,254**
Total assets	**227,782**	**Total liabilities and net assets**	**227,782**

Consolidated Statement of Income (May 21, 2024 – May 20, 2025)

(Millions of yen)

Item	Amount	
Net sales		**481,101**
Cost of sales		**363,562**
Gross profit		**117,538**
Selling, general and administrative expenses		**103,534**
Operating profit		**14,004**
Non-operating income		
Interest income	119	
Subsidy income	67	
Reversal of allowance for doubtful accounts	35	
Other	80	302
Non-operating expenses		
Interest expenses	393	
Other	97	490
Ordinary profit		**13,816**
Extraordinary income		
Gain on sale of non-current assets	3	
Compensation for damage income	6	
Other	6	16
Extraordinary losses		
Impairment losses	83	
Loss on sale of non-current assets	1	
Loss on retirement of non-current assets	65	
Loss on valuation of investment securities	57	
Other	6	214
Profit before income taxes		**13,618**
Income taxes-current	4,605	
Income taxes-deferred	(425)	4,179
Profit		**9,439**
Profit attributable to non-controlling interests		370
Profit attributable to owners of parent		**9,068**

Non-consolidated Financial Statements

Non-consolidated Balance Sheet (As of May 20, 2025)

(Millions of yen)

Item	Amount	Item	Amount
(Assets)		**(Liabilities)**	
Current assets	**117,986**	**Current liabilities**	**90,920**
Cash and deposits	33,917	Accounts payable – trade	47,591
Accounts receivable - trade	47,851	Electronically recorded obligations - operating	21,660
Merchandise	18,667	Current portion of long-term borrowings	4,588
Prepaid expenses	1,742	Lease liabilities	2,887
Accounts receivable - other	14,793	Accounts payable - other	11,538
Income taxes receivable	214	Other	2,654
Other	803		
Allowance for doubtful accounts	(4)		
Non-current assets	**78,634**		
Property, plant and equipment	**29,582**	**Non-current liabilities**	**29,766**
Buildings	2,990	Long-term borrowings	10,065
Machinery and equipment	1,416	Lease liabilities	11,039
Tools, furniture and fixtures	1,153	Retirement benefit liability	3,448
Leased assets	12,600	Asset retirement obligations	2,419
Construction in progress	11,384	Other	2,794
Other	36	**Total liabilities**	**120,687**
Intangible assets	**16,747**		
Software	12,451	**(Net assets)**	
Software in progress	4,291	**Shareholders' equity**	**75,933**
Other	4	**Share capital**	**21,233**
Investments and other assets	**32,305**	**Capital surplus**	**13,713**
Investment securities	84	Legal capital surplus	13,713
Shares of subsidiaries and associates	21,587	**Retained earnings**	**42,975**
Long-term loans receivable from subsidiaries and associates	179	Legal retained earnings	10
Guarantee deposits	6,568	Other retained earnings	42,965
Deferred tax assets	3,602	Retained earnings brought forward	42,965
Other	974	**Treasury shares**	**(1,989)**
Allowance for doubtful accounts	(690)	**Total net assets**	**75,933**
Total assets	**196,620**	**Total liabilities and net assets**	**196,620**

Non-consolidated Statement of Income (May 21, 2024 – May 20, 2025)

(Millions of yen)

Item	Amount	
Net sales		**395,420**
Cost of sales		
Beginning inventory of merchandise	18,215	
Cost of purchased merchandise	293,726	
Total	311,941	
Transfer to other account	75	
Ending inventory of merchandise	18,667	293,198
Gross profit		**102,222**
Selling, general and administrative expenses		**89,915**
Operating profit		**12,306**
Non-operating income		
Interest income	92	
Dividend income	356	
Rental income	4	
Other	148	601
Non-operating expenses		
Interest expenses	310	
Loss on sale of receivables	15	
Other	37	363
Ordinary profit		**12,544**
Extraordinary income		
Gain on sale of non-current assets	0	
Compensation for damage income	6	6
Extraordinary losses		
Impairment losses	83	
Loss on retirement of non-current assets	16	
Loss on valuation of investment securities	57	
Other	3	161
Profit before income taxes		**12,389**
Income taxes-current	3,630	
Income taxes-deferred	(217)	3,413
Profit		**8,976**

Audit Report

Audit Report by the Accounting Auditor for the Consolidated Financial Statements

Independent Auditor's Report
(English Translation)

June 30, 2025

To the Board of Directors
ASKUL Corporation

Tokyo Office,
Deloitte Touche Tohmatsu LLC

Designated Limited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Hiroyuki Kobayashi

Designated Limited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Osamu Hattori

Opinion

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the consolidated financial statements, namely, the consolidated balance sheet as of May 20, 2025, of ASKUL Corporation (the "Company") and consolidated subsidiaries, and the related consolidated statements of income and changes in net assets for the fiscal year from May 21, 2024, to May 20, 2025, and the related notes.

In our opinion, the above-mentioned consolidated financial statements, in conformity with accounting principles generally accepted in Japan, present fairly, in all material respects, the financial position and results of operations of the corporate group, which consists of the Company and its consolidated subsidiaries, for the period covered by the consolidated financial statements.

Basis for the Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in "Auditor's Responsibility for the Audit of the Consolidated Financial Statements." We are independent of the Company and its consolidated subsidiaries in accordance with the provisions related to professional ethics in Japan and are fulfilling other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

Other Information

The other information comprises the Business Report and its supplemental schedules. Management is responsible for the preparation and disclosure of the other information. Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process of the other information.

Our audit opinion on the consolidated financial statements does not cover the other information, and we do not provide an opinion on the other information.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management, Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in conformity with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements in accordance with a going concern assumption. If it is necessary to disclose matters relating to the going concern assumption in accordance with accounting principles generally accepted in Japan, management is responsible to do so.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

The auditor's responsibility is to express an opinion on these consolidated financial statements based on its audit from an independent standpoint in an audit report, by obtaining reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement due to fraud or error. Misstatements can occur as a result of fraud or error and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the consolidated financial statements.

We make professional judgment in the audit process in accordance with auditing standards generally accepted in Japan and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the consolidated financial statements on the going concern assumption and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the consolidated financial statements in the audit report, or if the notes to the consolidated financial statements pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the consolidated financial statements. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the consolidated financial statements including related notes, and whether the consolidated financial statements fairly present the transactions and accounting events on which they are based.
- Plan and implement the audit of the consolidated financial statements to obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries, which serves as the basis for expressing an opinion on the consolidated financial statements. The auditor is responsible for instructing, supervising, and inspecting the audit of the consolidated financial statements, and is solely responsible for the audit opinion.

The auditor reports to Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the observance of provisions related to professional ethics in Japan as well as matters that are

reasonably considered to have an impact on the auditor's independence and any measures in place to eliminate obstacles or safeguards applied to reduce obstacles to an acceptable level.

Interest

Our firm and the engagement partners do not have any interest in the Company or its consolidated subsidiaries, for which disclosure is required under the provisions of the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

Audit Report by the Accounting Auditor for the Non-consolidated Financial Statements

Independent Auditor's Report
(English Translation)

June 30, 2025

To the Board of Directors
ASKUL Corporation

Tokyo Office,
Deloitte Touche Tohmatsu LLC

Designated Limited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Hiroyuki Kobayashi

Designated Limited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Osamu Hattori

Opinion

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the financial statements, namely, the balance sheet, the statement of income, the statement of changes in net assets and the related notes, and the supplementary schedules (the "Financial Statements, etc.") of ASKUL Corporation (the "Company") for the 62nd fiscal year from May 21, 2024, to May 20, 2025, and the related notes.

In our opinion, the above-mentioned Financial Statements, etc., present fairly, in all material respects, the financial position and results of operations of the Company for the period covered by the Financial Statements, etc. in conformity with accounting principles generally accepted in Japan.

Basis for the Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in "Auditor's Responsibility for the Audit of the Financial Statements, etc." We are independent of the Company in accordance with the provisions related to professional ethics in Japan and are fulfilling other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

Other Information

The other information comprises the Business Report and its supplemental schedules. Management is responsible for the preparation and disclosure of the other information. Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process of the other information.

Our audit opinion on the financial statements does not cover the other information, and we do not provide an opinion on the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management, Audit & Supervisory Board Members, and the Audit & Supervisory Board for the Financial Statements, etc.

Management is responsible for the preparation and fair presentation of the Financial Statements, etc. in conformity with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of the Financial Statements, etc. that are free from material misstatement, whether due to fraud or error.

In preparing Financial Statements, etc., management is responsible for assessing whether it is appropriate to prepare the Financial Statements, etc. in accordance with a going concern assumption. If it is necessary to disclose matters relating to the going concern assumption in accordance with accounting principles generally accepted in Japan, management is responsible to do so.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements, etc.

The auditor's responsibility is to express an opinion on the Financial Statements, etc. based on its audit from an independent standpoint in an audit report, by obtaining reasonable assurance about whether the Financial Statements, etc. as a whole are free from material misstatement due to fraud or error. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the Financial Statements, etc.

We make professional judgment in the audit process in accordance with auditing standards generally accepted in Japan and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the Financial Statements, etc. on the going concern assumption and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the Financial Statements, etc. in the audit report, or if the notes to the Financial Statements, etc. pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the Financial Statements. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the Financial Statements, etc. are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the Financial Statements, etc. including related notes, and whether the Financial Statements, etc. fairly present the transactions and accounting events on which they are based.

The auditor reports to Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the observance of provisions related to professional ethics in Japan as well as matters that are reasonably considered to have an impact on the auditor's independence and any measures in place to eliminate obstacles or safeguards applied to reduce obstacles to an acceptable level.

Interest

Our firm and the engagement partners do not have any interest in the Company, for which disclosure is required under the provisions of the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

Audit Report by the Audit & Supervisory Board

Audit Report

Regarding the performance of duties by Directors for the 62nd fiscal year, which began May 21, 2024, and ended May 20, 2025, the Audit & Supervisory Board of ASKUL Corporation (the "Company") hereby submits its audit report, which has been prepared through discussions based on the audit reports prepared by the respective Audit & Supervisory Board Members.

1. Auditing Methods Employed by Audit & Supervisory Board Members and the Audit & Supervisory Board and the Substance Thereof

(1) The Audit & Supervisory Board determined auditing policies, division of duties and other guidelines; received reports about the progress and results of audits from each Audit & Supervisory Board Member; received reports on the execution of duties of Directors and the Accounting Auditor; and requested explanations therefrom, as required.

(2) In compliance with the audit standards specified by the Audit & Supervisory Board and based on the auditing policies, division of duties and other guidelines, each Audit & Supervisory Board Member has communicated with Directors and other relevant personnel of the internal audit department and others to collect necessary information and improve the auditing environment, and, at the same time, conducted his/her audit in the following manner.

1) Each Audit & Supervisory Board Member has attended the meetings of the Board of Directors and other important meetings; received reports on the execution of duties from Directors and other relevant personnel; requested explanations therefrom, as required; examined important authorized documents and associated information; and studied the operations and financial position at the headquarters and principal offices. Moreover, the Audit & Supervisory Board Members have communicated and exchanged information with Directors, Audit & Supervisory Board Members and other relevant personnel of the subsidiaries and received reports on operations therefrom, as required.

2) The Audit & Supervisory Board regularly received reports from Directors and other relevant personnel about the status of establishment and operation of structures (internal control systems) that are maintained based on the Board of Directors resolutions, pursuant to Article 100, Paragraphs 1 and 3 of the Companies Act enforcement regulations as essential for ensuring the execution of duties by Directors described in the business report conforms with laws and regulations as well as the Company's Articles of Incorporation and for otherwise ensuring proper business conduct by the conglomerate consisting of the Company and its subsidiaries. The Audit & Supervisory Board requested explanations when deemed necessary and Audit & Supervisory Board Members expressed their opinions.

3) While supervising whether or not the Accounting Auditor is maintaining an independent standpoint and implementing appropriate audits, reports were received from the Accounting Auditor on the status of execution of duties, and explanations were requested as required. Additionally, notification was received from the Accounting Auditor that "Systems to Secure the Appropriateness of Operations" (matters in each item of Article 131 of the Regulations for Corporate Accounting) were being maintained in accordance with "Quality Management Standards Regarding Audits" (Business Accounting Council), and explanations were requested as required.

Based on the methods above, the Business Report, accompanying supplementary schedules, Non-consolidated Financial Statements (Non-consolidated Balance Sheet, Non-consolidated Statement of Income, Non-consolidated Statements of Changes in Net Assets, and Notes to the Non-consolidated Financial Statements) and accompanying supplementary schedules, Consolidated Financial Statements (Consolidated Balance Sheet, Consolidated Statement of Income, and Consolidated Statements of Changes in Net Assets, and Notes to the Consolidated Financial Statements) were evaluated.

2. Results of Audit

(1) Audit results for the Business Report, etc.

1) The Business Report and accompanying supplementary schedules are in compliance with laws and regulations and accurately reflect the status of the Company.

2) There are no inappropriate actions regarding the execution of duties by Directors and significant facts that are in violation of laws and regulations or the Articles of Incorporation.

3) The content of resolutions by the Board of Directors regarding internal control systems are appropriate. Additionally, there are no matters of note concerning the content of information provided in the Business Report regarding said internal control systems nor the execution of duties by Directors.

(2) Audit results for the Non-consolidated Financial Statements and accompanying supplementary schedules
The methods and results of audits performed by Deloitte Touche Tohmatsu LLC, the Accounting Auditor, are appropriate.

(3) Audit results for the Consolidated Financial Statements and accompanying supplementary schedules
The methods and results of audits performed by Deloitte Touche Tohmatsu LLC, the Accounting Auditor, are appropriate.

July 1, 2025

Audit & Supervisory Board, ASKUL Corporation
Audit & Supervisory Board Member (Full-time) Toshio Imamura
Audit & Supervisory Board Member Yoshitaka Asaeda
Audit & Supervisory Board Member Miyuki Nakagawa

(Note) Audit & Supervisory Board Members Yoshitaka Asaeda and Miyuki Nakagawa are Outside Audit & Supervisory Board Members as stipulated by Article 2, Item 16 and Article 335, Paragraph 3 of the Companies Act.