Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 4922
March 12, 2025
Start of Electronic Access: March 6, 2025

To Our Shareholders:

3-6-2 Nihonbashi, Chuo-ku, Tokyo
KOSÉ Corporation
Kazutoshi Kobayashi
Representative Director
President & CEO

Notice of the 83rd Annual General Meeting of Shareholders

We are pleased to announce the 83rd Annual General Meeting of Shareholders of KOSÉ Corporation ("KOSÉ" or the "Company"), which will be held as indicated below.

Information about this shareholders meeting is distributed electronically and can be viewed using the internet on the following website.

KOSÉ website
https://corp.kose.co.jp/en/ir/stock/meeting/

In addition to this website, information distributed electronically can be viewed on the following website.

After accessing this website, which is the Tokyo Stock Exchange listed company search service, enter either "KOSÉ (KOSE)" in the company name box or "4922" in the securities code box and click search. Then select "Basic information" and then "Documents for public inspection/PR information."

Tokyo Stock Exchange website
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

If you do not attend this meeting, you are able to submit your votes by using the internet or postal mail. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights no later than 5:30 p.m. on Thursday, March 27, 2025 (JST).

Meeting Details

1. Date and Time: Friday, March 28, 2025, at 10:00 a.m. (Reception starts at 9:00 a.m.)

2. Venue: "Yamabuki," 4th floor, Palace Hotel Tokyo
1-1-1 Marunouchi, Chiyoda-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 83rd fiscal year (from January 1, 2024 to December 31, 2024), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 83rd fiscal year (from January 1, 2024 to December 31, 2024)

Matters to be resolved

Proposal No. 1: Approval of Absorption-type Split Agreement
Proposal No. 2: Partial Revisions to Articles of Incorporation
Proposal No. 3: Appropriation of Surplus
Proposal No. 4: Election of Twelve (12) Directors

* If you attend the shareholders meeting, please submit the voting rights exercise form at the reception desk. In addition, please bring this shareholders meeting notice to the meeting.

* If there are revisions to information provided electronically, the revised information will be posted on the websites used to provide this information.

* The paper document provided to shareholders also serves as the document describing the information provided electronically based on the request for delivery of the document. In accordance with laws and regulations and Article 16 of the KOSÉ Articles of Incorporation, the following two items are not included in the paper document. Consequently, the paper document will be only part of the documents that are subject to examinations for the preparation of audit reports by the Accounting Auditor and the Audit & Supervisory Board.

  1) Notes to the Consolidated Financial Statements (Japanese only)
  2) Notes to the Non-consolidated Financial Statements (Japanese only)

Notice of End of Distribution of First Half Shareholders Newsletter

Beginning with the report for the first half of 2025, KOSÉ will no longer send a paper first half Shareholders Newsletter to shareholders. This change is for the purposes of focusing on the website for the distribution of information and providing information faster. The first half newsletter, which KOSÉ will continue to issue, will be accessible only on the KOSÉ website. Thank you for your understanding.

Shareholders Newsletters (Japanese only)
https://corp.kose.co.jp/ja/ir/library/report/

Supplementary Information

Financial Results/Presentation Materials
https://corp.kose.co.jp/en/ir/library/earnings/

KOSÉ REPORT (Integrated Report)
https://corp.kose.co.jp/en/sustainability/report/

Reference Documents for General Meeting of Shareholders

Proposal No. 1: Approval of Absorption-type Split Agreement

1. Reason for the absorption-type split

KOSÉ provides various types of value to customers worldwide as a beauty creation company with operations based on the mission of "Creating Beauty in a Sustainable World."

Significant changes are taking place in the business climate for these activities. Achieving the goals of more growth in Japan and a major expansion of operations outside Japan will require going beyond business models used by KOSÉ in the past to become a source of a diverse array of products and services.

To continue growing as these medium to long-term changes take place in its markets, the KOSÉ Group must reexamine the organizational structure used for business operations. As a result, the decision has been made for transition to a pure holding company structure for accomplishing the following two goals.

(1) Make the KOSÉ Group more competitive and increase corporate value

A pure holding company structure is expected to enable group companies to benefit from more synergies. Other anticipated benefits are better linkage and oversight of the functions of group companies, the more strategic allocation of KOSÉ Group resources among these companies, and the ability to take actions with even greater speed and flexibility. Overall, these benefits are expected to make the entire group more competitive and contribute to the growth of corporate value.

(2) Stronger governance of the KOSÉ Group

Operations on a global scale using many business models will require the ability to make decisions quickly and allocate resources efficiently. The pure holding company structure is expected to facilitate the even stronger governance needed for the optimization of operations of group companies.

For the transition to a pure holding company structure, KOSÉ and KOSÉ Split Preparation Corporation, which was established on January 23, 2025 by KOSÉ, signed an absorption-type split agreement on February 26, 2025. Based on this agreement, KOSÉ will transfer all of its business operations to KOSÉ Split Preparation Corporation on January 1, 2026. However, these operations will not include activities involving the control and administration of the business activities of companies in which KOSÉ holds stock, nor activities involving the operation of the KOSÉ Group.

In this proposal, shareholders are asked to approve the terms of this absorption-type split agreement.

* On January 1, 2026, when the absorption-type split takes place, KOSÉ is to be renamed KOSÉ Holdings Corporation and retain its stock market listings and KOSÉ Split Preparation Corporation is to be renamed KOSÉ Corporation.

2. Overview of absorption-type split agreement

The terms of the absorption-type split agreement signed with KOSÉ Split Preparation Corporation are as follows.

Absorption-type Split Agreement (Copy)

KOSÉ Corporation (3-6-2 Nihonbashi, Chuo-ku, Tokyo, "KOSÉ") and KOSÉ Split Preparation Corporation (3-6-2 Nihonbashi, Chuo-ku, Tokyo, "KOSÉ Split Preparation") have signed an absorption-type split agreement (the "Agreement") as follows for the use of an absorption-type split for the transfer to KOSÉ Split Preparation of all rights and obligations concerning the businesses specified by KOSÉ in Article 1.

Article 1 (Method used for the split)

In accordance with the provisions of this agreement, KOSÉ will use the absorption-type split method for the divestiture and transfer to KOSÉ Split Preparation of the rights and obligations specified in Article 2 concerning all businesses of KOSÉ. However, these businesses will not include activities involving the control and administration of the business activities of companies in which KOSÉ holds stock, nor activities involving the operation of the KOSÉ Group (the "Excluded Businesses").

Article 2 (Rights and obligations transferred from KOSÉ to KOSÉ Split Preparation)

By using this absorption-type split, KOSÉ Split Preparation will receive from KOSÉ all assets, liabilities, and contractual and other rights and obligations concerning the items listed in the Table of Rights and Obligations To Be Transferred. KOSÉ and KOSÉ Split Preparation will be jointly responsible for liabilities transferred by KOSÉ. However, KOSÉ Split Preparation is the final party responsible for these liabilities. If KOSÉ fulfills any obligations concerning the transferred liabilities, KOSÉ will have the right to demand payment from KOSÉ Split Preparation of the entire cost of fulfilling the obligation.

Article 3 (Payment by KOSÉ Split Preparation involving the absorption-type split)

KOSÉ Split Preparation will make no payment to KOSÉ for the rights and obligations received due to the absorption-type split.

Article 4 (Share capital and capital reserve of KOSÉ Split Preparation)

There will be no increase of the share capital and capital reserve of KOSÉ Split Preparation due to this absorption-type split.

Article 5 (Shareholders meeting to approve the absorption-type split)

1. KOSÉ will hold a shareholders meeting by no later than the date of effectiveness of the absorption-type stock split specified in Article 6 at which shareholders will be asked to approve the Agreement and all necessary items concerning the absorption-type split.
2. The absorption-type split can take place without approval at a shareholders meeting of KOSÉ Split Preparation because this is a simple absorption-type split as defined in Article 796-1 of the Companies Act.

Article 6 (Absorption-type split date of effectiveness)

The date of effectiveness of the absorption-type split is January 1, 2026. However, this date can be changed by the mutual agreement of KOSÉ and KOSÉ Split Preparation.

Article 7 (Duty of care)

Between the signing of the Agreement and the date of effectiveness of the absorption-type split, KOSÉ and KOSÉ Split Preparation will manage and operate all of their respective businesses in a responsible manner while fulfilling their duty of care obligations.

Article 8 (Revisions of the absorption-type split terms and Agreement termination)

Between the signing of the Agreement and the date of effectiveness specified in Article 6, by mutual agreement of KOSÉ and KOSÉ Split Preparation, the Agreement can be revised or terminated in the event of a significant change in the businesses of either company or assets involving these businesses or any other event that prevents accomplishing the purpose of the Agreement.

Article 9 (Non-compete clause)

Following the date of effectiveness of the absorption-type split, KOSÉ will still have no obligation to avoid competition with the businesses transferred to KOSÉ Split Preparation.

Article 10 (Effectiveness of the Agreement)

The Agreement will become invalid if the absorption-type split is not approved at a KOSÉ shareholders meeting or does not receive the approval of government agencies as required by laws and regulations or if the Agreement is terminated in accordance with the terms of Article 8.

Article 11 (Discussions to determine other items)

Items not specified in the Agreement and other necessary items concerning the absorption-type split will be determined by discussions by KOSÉ and KOSÉ Split Preparation that are held in a manner consistent with the spirit and intent of the Agreement.

Two Agreement documents have been prepared as proof of the Agreement and, with the seals of KOSÉ and KOSÉ Split Preparation, each company has received one document.

February 26, 2025

3-6-2 Nihonbashi, Chuo-ku, Tokyo
KOSÉ Corporation
Kazutoshi Kobayashi, Representative Director
President & CEO

3-6-2 Nihonbashi, Chuo-ku, Tokyo
KOSÉ Split Preparation Corporation
Kazutoshi Kobayashi, Representative Director

(Appendix)

Table of Rights and Obligations To Be Transferred

The rights and obligations transferred due to the absorption-type split are, as of immediately prior to the effectiveness of the absorption-type split, the following assets, liabilities, and contractual and other obligations of the businesses of KOSÉ to be transferred.

The monetary value of the assets and liabilities included in rights and obligations to be transferred will be based on the KOSÉ balance sheet as of December 31, 2024 and will be finalized after making any additions or deductions by no later than the day before to the date of effectiveness.

1. Assets

(1) Current assets

All current assets involving the businesses to be transferred (except the following items)

a) Short-term loans extended to subsidiaries and affiliated companies

b) Cash and deposits other than the cash and deposits required by KOSÉ Split Preparation to fund business operations of the transferred businesses following the absorption-type split

(2) Non-current assets

All non-current assets involving the businesses to be transferred (except the following items)

a) Land, buildings and other real estate owned by KOSÉ and all equipment, fixtures and other non-current assets associated with this real estate (except items excluded by the mutual agreement of the two companies)

b) Long-term loans extended to subsidiaries and affiliated companies

c) Stock and other equity interests in KOSÉ Split Preparation, KOSÉ Cosmeport Corp., KOSÉ INDUSTRIES CO., LTD., ALBION Co., Ltd., Tarte, Inc., PURI CO.,LTD. and other KOSÉ subsidiaries and affiliated companies included in the Excluded Businesses and in other KOSÉ subsidiaries and affiliated companies that are included in the Excluded Businesses in accordance with a separate mutual agreement of the two companies

d) IT systems and software (excluding items by mutual agreement of the two companies)

2. Liabilities

(1) Current liabilities

All current liabilities involving the businesses to be transferred

(2) Non-current liabilities

All non-current liabilities involving the businesses to be transferred

Excludes liabilities associated with assets that are not transferred to KOSÉ Split Preparation and other items by mutual agreement of the two companies.

3. Other transferred rights, obligations and other related items

(1) Employment contracts

Job positions in labor contracts involving all employees at KOSÉ (including seconded employees, contract employees and temporary employees) and all rights and obligations in accordance with these contracts

(2) Other contracts

For the businesses to be transferred, all rights, obligations and contractual positions based on all contracts (irrespective of the names used and method used for the contracts) involving KOSÉ purchasing and sales contracts, basic contracts for business transactions, business process outsourcing contracts, subcontracting contracts, rental and leasing contracts, and all other contracts involving the businesses to be transferred. However, this excludes contracts involving assets or liabilities that are not transferred by KOSÉ to KOSÉ Split Preparation.

4. Intellectual assets

KOSÉ will retain all rights to intellectual assets (irrespective of if they are registered, includes patents pending and rights to intellectual assets under laws of other countries but excludes items by mutual agreement of the two companies), including patents, utility models, trademarks, designs, copyrights, know-how and other items.

5. Regulatory approvals and other related items

KOSÉ will transfer to KOSÉ Split Preparation all regulatory approvals and other related items received by KOSÉ involving the businesses to be transferred to the extent that laws and regulations permit the transfer of these items to another company.

3. Summary of Article 183 of the Companies Act Enforcement Regulations

(1) Suitability of payment or other compensation

KOSÉ Split Preparation Corporation does not plan to submit to KOSÉ any monetary payment or other compensation for the rights and obligations received due to the absorption-type split. There is no need for a payment or other compensation because KOSÉ Split Preparation Corporation is a wholly owned subsidiary of KOSÉ. As a result, KOSÉ has reached the conclusion that it is appropriate for KOSÉ Split Preparation Corporation to submit no payment or other compensation involving the absorption-type split.

Due to the absence of a payment or other compensation, there will be no change in the share capital and capital reserve of KOSÉ Split Preparation Corporation due to the absorption-type split.

(2) Balance sheet of KOSÉ Split Preparation Corporation as of its establishment

KOSÉ Split Preparation Corporation has not completed its first fiscal year because this company was established on January 23, 2025. The balance sheet of this company on the day it was established is as follows.

(Millions of yen)

Item	Amount	Item	Amount
(Assets)		(Net assets)	
Current assets		Shareholders' equity	
Cash and deposits	100	Share capital	100
Total assets	100	Total liabilities and net assets	100

(3) Disposal of significant assets and events creating a major debt or having another significant effect on the financial soundness of KOSÉ Split Preparation Corporation following its establishment

Not applicable.

(4) Disposal of significant assets and events creating a major debt or having another significant effect on the financial soundness of KOSÉ Split Preparation Corporation following the end of its most recent fiscal year

Not applicable.

Proposal No. 2: Partial Revisions to Articles of Incorporation

1. Purpose of revisions to the Articles of Incorporation

As was explained in Proposal No. 1 Approval of Absorption-type Split Agreement, KOSÉ plans to transition to a pure holding company on January 1, 2026. In conjunction with this change, KOSÉ plans to revise the current Article 1 (Trade Name) and Article 2 (Purpose) of the Articles of Incorporation. Revisions also include a supplementary provision concerning the date of effectiveness of the revisions to the Articles of Incorporation.

If Proposal No. 1 is approved by shareholders with no changes and the absorption-type split takes place in accordance with the Agreement, these revisions, if approved by shareholders, will become effective on January 1, 2026, which is the date of effectiveness of the absorption-type split.

2. Description of proposed changes

The proposed changes are as follows.

(Revised sections are underlined.)

Current	Proposed changes
(Trade Name) Article 1 The name of the Company shall be Kabushiki Gaisha KOSÉ, expressed in English as KOSÉ Corporation.	(Trade Name) Article 1 The name of the Company shall be Kabushiki Gaisha KOSÉ Holdings, expressed in English as KOSÉ Holdings Corporation.
(Purpose) Article 2 The purpose of the Company is to perform businesses described in the following items. (1) to (25) (Omitted)	(Purpose) Article 2 The purpose of the Company is to perform businesses described in the following items and to control and oversee the business activities of companies that perform the following businesses by holding the stock of these companies. (1) to (25) (Unchanged)
(Addition)	Supplementary Provisions (Date of the revisions to the Articles of Incorporation being effective) Article 1 The revisions to Article 1 (Trade Name) and Article 2 (Purpose) will become effective on January 1, 2026 if the absorption-type split is approved with no changes at the shareholders meeting to be held on March 28, 2025 and if this split becomes effective. 2 This article will be deleted after the effective date in the preceding paragraph.

Proposal No. 3: Appropriation of Surplus

Concerning profit distribution, KOSÉ has made it a basic policy to pay stable dividend. The Company's policy is to work on the return of profit to its shareholders while giving considerations to securing sufficient internal reserves for future business expansion, the financial position, the progress of business performance, dividend payout ratio, and other factors. Based on this policy, KOSÉ proposes the appropriation of surplus as follows:

Year-end dividends

1. Type of dividend property

   Cash

2. Allotment of dividend property and their aggregate amount

   ¥70 per common stock of KOSÉ

   The total dividends will be ¥3,994,540,550.

   As KOSÉ has already paid an interim dividend of ¥70 per share on September 10, 2024, the annual dividend will be ¥140 per share.

3. Effective date of dividends of surplus

   March 31, 2025

Proposal No. 4: Election of Twelve (12) Directors

The terms of office of all twelve (12) Directors will expire at the conclusion of this General Meeting of Shareholders. KOSÉ asks shareholders to elect the following twelve (12) Directors.

The candidates for Director are as follows:

If this proposal is approved, the number of Directors will be twelve (12), including four (4) Outside Directors, at the conclusion of this meeting.

No.	Name	Current Position	Attribute		
1.	Kazutoshi Kobayashi	Representative Director and President of KOSÉ	Reelection		
2.	Takao Kobayashi	Senior Executive Director of KOSÉ	Reelection		
3.	Masanori Kobayashi	Executive Director of KOSÉ	Reelection		
4.	Koichi Shibusawa	Executive Director of KOSÉ	Reelection		
5.	Yusuke Kobayashi	Director of KOSÉ	Reelection		
6.	Atsuko Ogura	Director of KOSÉ	Reelection		
7.	Yoshinori Haratani	Director of KOSÉ	Reelection		
8.	Shinji Tanaka	Director of KOSÉ	Reelection		
9.	Yukino Kikuma	Outside Director of KOSÉ	Reelection	Outside	Independent
10.	Norika Yuasa	Outside Director of KOSÉ	Reelection	Outside	Independent
11.	Miwa Suto	Outside Director of KOSÉ	Reelection	Outside	Independent
12.	Kumi Kobayashi	Outside Director of KOSÉ	Reelection	Outside	Independent

Reelection Candidate for reelection as Director
New Candidate for election as a new Director
Outside Candidate for Outside Director
Independent Independent director as provided for by Tokyo Stock Exchange, Inc.

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Career Summary and Position in the Company</th><th>Number of KOSÉ Shares Owned</th></tr>
<tr><td rowspan="4">1</td><td rowspan="4">Kazutoshi Kobayashi
(August 8, 1962)
Reelection</td><td>Apr. 1986 Joined KOSÉ
Mar. 1991 Director of KOSÉ
Mar. 1995 Executive Director of KOSÉ
Jun. 2004 Representative Director and Vice President of KOSÉ
Jun. 2007 Representative Director and President of KOSÉ (present)</td><td rowspan="3">683,642</td></tr>
<tr><td>(Responsibilities)
–</td></tr>
<tr><td>(Significant Concurrent Positions Outside the Company)
Director of ALBION Co., Ltd.</td></tr>
<tr><td colspan="2">(Reasons for Nomination as Candidate for Director)
Mr. Kazutoshi Kobayashi has been engaged in management as a Director of KOSÉ for many years. Since becoming Representative Director and President in 2007, he has played a central role in the growth of the KOSÉ Group’s businesses and results of operations. He has overseen various initiatives for management reforms, accelerating global growth, creating new forms of value and other actions. In addition, he has shown strong leadership under a new medium-to long-term vision called Vision for Lifelong Beauty Partner－Milestone2030, which aims for even more progress. For these reasons, KOSÉ recommends his reelection as a Director.</td></tr>
<tr><td rowspan="4">2</td><td rowspan="4">Takao Kobayashi
(April 6, 1965)
Reelection</td><td>Apr. 1993 Joined KOSÉ
Jun. 1998 Director of KOSÉ
Jun. 2013 Executive Director of KOSÉ
Jun. 2014 Senior Executive Director of KOSÉ (present)</td><td rowspan="3">683,180</td></tr>
<tr><td>(Responsibilities)
–</td></tr>
<tr><td>(Significant Concurrent Positions Outside the Company)
Representative Director and President of KOSÉ Cosmeport Corp.</td></tr>
<tr><td colspan="2">(Reasons for Nomination as Candidate for Director)
Mr. Takao Kobayashi has been engaged in management as a Director of KOSÉ for many years. He has promoted business expansion as Representative Director and President of KOSÉ Cosmeport Corp. since 2006. He has been substantially helping it achieve rapid growth in its share of the cosmetaries market. He has also contributed to management throughout the Group as Senior Executive Director of KOSÉ since 2014. For these reasons, KOSÉ recommends his reelection as a Director.</td></tr>
</table>

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Shares Owned
3	Masanori Kobayashi (April 19, 1973) Reelection	Mar. 2004 Joined KOSÉ Mar. 2008 General Manager of Corporate Strategy Office, President Office of KOSÉ Mar. 2009 General Manager in charge of Medium-term Strategy at Corporate Strategy Office, President Office of KOSÉ Mar. 2010 General Manager of Global Business Div. of KOSÉ Mar. 2011 Executive Officer, General Manager of Global Business Div. of KOSÉ Jun. 2013 Director, General Manager of Global Business Div. of KOSÉ Jun. 2017 Executive Director and General Manager of Global Business Div. of KOSÉ Mar. 2018 Executive Director of KOSÉ Mar. 2020 Executive Director and General Manager of Marketing Headquarters of KOSÉ Jan. 2024 Executive Director and Chief Product Officer of KOSÉ (present)	682,846
		(Responsibilities) Product Headquarters Manufacturing Subsidiaries and Associates of KOSÉ Special missions	
		(Significant Concurrent Positions Outside the Company) Representative Director and President of KOSÉ INDUSTRIES CO., LTD.	
		(Reasons for Nomination as Candidate for Director) Mr. Masanori Kobayashi has contributed to the rapid growth of the global business by enacting many reforms. Since becoming Executive Director in charge of marketing in 2018, he has overseen the establishment of brands that are successful worldwide while implementing a digital marketing strategy. Since 2024, Mr. Kobayashi has used his expertise for increasing the value of products as the Director responsible for manufacturing. KOSÉ asks shareholders to reelect Mr. Kobayashi as a Director because of his many years of experience and broad knowledge of management as an Executive Director.	

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Career Summary and Position in the Company</th><th>Number of KOSÉ Shares Owned</th></tr>
<tr><td rowspan="4">4</td><td rowspan="4">Koichi Shibusawa
(October 31, 1960)
Reelection</td><td>Apr. 1984 Joined KOSÉ
Mar. 2008 Representative Director and President of KOSÉ COSMETICS CO., LTD. (CHINA) and KOSÉ COSMETICS SALES (CHINA) CO., LTD.
Mar. 2010 General Manager of Accounting and Finance Dept. of KOSÉ
Mar. 2011 Executive Officer and General Manager of Accounting and Finance Dept. of KOSÉ
Jun. 2013 Director and General Manager of Accounting and Finance Dept. of KOSÉ
Jun. 2018 Executive Director of KOSÉ (present)</td><td rowspan="3">3,742</td></tr>
<tr><td>(Responsibilities)
Risk Management, President Office, General Administration Dept., Legal Dept., Human Resources Dept., Quality Assurance Dept., and Domestic Sales Subsidiaries and Associates of KOSÉ</td></tr>
<tr><td>(Significant Concurrent Positions Outside the Company)
Audit & Supervisory Board Member of KOSÉ SALES CO., LTD.
Audit & Supervisory Board Member of KOSÉ Cosmeport Corp.
Director of ALBION CO., LTD.</td></tr>
<tr><td colspan="2">(Reasons for Nomination as Candidate for Director)
After acquiring experience in marketing and the supervision of global business operations, Mr. Koichi Shibusawa was elected a Director in 2013 and was General Manager of the Accounting and Finance Department. He made contributions to improving KOSÉ's management and increasing corporate value. As Executive Director in charge of administration, he is building a sound foundation for managing operations and governance system. With concurrent positions that include Director of ALBION, Mr. Shibusawa is also involved with strategies for the entire Group. KOSÉ asks shareholders to reelect Mr. Shibusawa as a Director because of his many years of experience involving the management of the Group.</td></tr>
<tr><td rowspan="4">5</td><td rowspan="4">Yusuke Kobayashi
(December 24, 1970)
Reelection</td><td>Apr. 2000 Joined ALBION Co., Ltd.
Sep. 2005 Executive Officer of ALBION Co., Ltd.
Sep. 2006 Director of ALBION Co., Ltd.
Jun. 2014 Director of KOSÉ (present)
Apr. 2017 Executive Director of ALBION Co., Ltd.
Mar. 2022 Senior Executive Director of ALBION Co., Ltd. (present)</td><td rowspan="3">313,537</td></tr>
<tr><td>(Responsibilities)
–</td></tr>
<tr><td>(Significant Concurrent Positions Outside the Company)
Senior Executive Director of ALBION Co., Ltd.</td></tr>
<tr><td colspan="2">(Reasons for Nomination as Candidate for Director)
Mr. Yusuke Kobayashi has contributed to business expansion of Group company ALBION Co., Ltd. as its Senior Executive Director. He has amassed many years of overseas experience, particularly as the General Manager of the Global Business Division, and accordingly possesses a proven track record in that regard. Meanwhile, he wields substantial influence across the entire Group, underpinned by his abundance of global insight and knowledge. For these reasons, KOSÉ recommends his reelection as a Director.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Career Summary and Position in the Company</th><th>Number of KOSÉ Shares Owned</th></tr>
<tr><td rowspan="4">6</td><td rowspan="4">Atsuko Ogura
(August 26, 1965)
Reelection</td><td>Apr. 1988 Joined KOSÉ
Mar. 2015 General Manager of IT Management Dept. of KOSÉ
Mar. 2019 Executive Officer, General Manager of IT Management Dept. of KOSÉ
Mar. 2021 Executive Officer, Director of R&D Laboratories and General Manager of Advanced Research Laboratories of KOSÉ
Mar. 2023 Director of KOSÉ, Director of R&D Laboratories
Jan. 2025 Director, Deputy General Manager of Product Headquarters of KOSÉ, Director of R&D Laboratories (present)</td><td rowspan="3">990</td></tr>
<tr><td>(Responsibilities)
Product Headquarters
R&D Laboratories</td></tr>
<tr><td>(Significant Concurrent Positions Outside the Company)
–</td></tr>
<tr><td colspan="2">(Reasons for Nomination as Candidate for Director)
Since joining KOSÉ, Ms. Atsuko Ogura has been involved with product development and basic research activities and has contributed to the management of research technologies and the development of IT systems. Since 2015, as General Manager of the IT Management Department, Ms. Ogura supervised the speedy and powerful development of a data infrastructure needed to adapt to the enormous changes in the IT environment. Currently, as the Director of KOSÉ and Director of R&D Laboratories, Ms. Ogura is playing an important role in the creation of new forms of value. KOSÉ asks shareholders to reelect Ms. Ogura as a Director because of her many years of experience and extensive knowledge involving IT and R&D.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Career Summary and Position in the Company</th><th>Number of KOSÉ Shares Owned</th></tr>
<tr><td rowspan="4">7</td><td rowspan="4">Yoshinori Haratani
(January 12, 1964)
Reelection</td><td>Apr. 1989 Joined KOSÉ
Mar. 2008 General Manager of PR Dept. of KOSÉ
Mar. 2012 General Manager of Corporate Strategy Dept. of KOSÉ
Mar. 2018 Executive Officer, General Manager of Corporate Strategy Dept. of KOSÉ
Mar. 2024 Director, General Manager of Corporate Strategy Dep. of KOSÉ
Oct. 2024 Director, General Manager of Corporate Strategy Dep. and IT Management Dept. of KOSÉ (present)</td><td rowspan="3">914</td></tr>
<tr><td>(Responsibilities)
Corporate Strategy Dept., IT Management Dept., Advertising Dept.</td></tr>
<tr><td>(Significant Concurrent Positions Outside the Company)
Director of Tarte, Inc.</td></tr>
<tr><td colspan="2">(Reasons for Nomination as Candidate for Director)
Since joining KOSÉ, Mr. Yoshinori Haratani was assigned to basic research at the R&D Laboratories, product management operations and IT system development in the IT Management Department. Named General Manager of the PR Department in 2008, Mr. Haratani determined on Public Relations issues and worked with senior management to create an effective PR framework. He is now a Director and General Manager of the Corporate Strategy Department. In this role, he was involved with establishing the medium- to long-term vision, “Vision for Lifelong Beauty Partner－Milestone2030,” the foundation for KOSÉ’s sustainability strategy, corporate-level decisions and other activities. Mr. Haratani is a Director candidate because of his broad range of experience with business operations and knowledge of all aspects of KOSÉ’s management.</td></tr>
<tr><td rowspan="4">8</td><td rowspan="4">Shinji Tanaka
(February 24, 1967)
Reelection</td><td>Apr. 1989 Joined KOSÉ
Mar. 2019 General Manager of SK Brand Office of KOSÉ
Mar. 2020 General Manager of Strategic Brands Div. of KOSÉ
Jan. 2023 Executive Officer, General Manager of Strategic Brands Div. of KOSÉ
Jan. 2024 Executive Officer, Chief Marketing Officer of KOSÉ, General Manager of DECORTÉ Div.
Mar. 2024 Director, Chief Marketing Officer of KOSÉ, General Manager of DECORTÉ Div. (present)</td><td rowspan="3">926</td></tr>
<tr><td>(Responsibilities)
Marketing Headquarters</td></tr>
<tr><td>(Significant Concurrent Positions Outside the Company)
–</td></tr>
<tr><td colspan="2">(Reasons for Nomination as Candidate for Director)
Since joining KOSÉ, Mr. Shinji Tanaka was involved with marketing for many years. He was named General Manager of the SK Brand Office in 2019 and the Strategic Brands Division in 2020, and he played important roles in the progress of these business operations. As a Director in charge of marketing, Mr. Tanaka is now involved with developing and strengthening brands. He is a Director candidate because of his many years of experience and extensive knowledge concerning marketing and his many years of brand management experience.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Career Summary and Position in the Company</th><th>Number of KOSÉ Shares Owned</th></tr>
<tr><td rowspan="3">9</td><td rowspan="3">Yukino Kikuma
(March 5, 1972)
Reelection
Outside
Independent</td><td>Apr. 1995 Joined Fuji Television Network, Inc.
Dec. 2011 Registered as an attorney at law
Joined Law Office of Matsuo & Kosugi
Jun. 2018 Director of KOSÉ (present)
May 2020 Outside Director (Audit & Supervisory Committee Member) of Takihyo Co., Ltd.
Jun. 2020 Outside Director of ALCONIX CORPORATION (present)
Jun. 2020 Outside Director of KITZ CORPORATION (present)
Jan. 2022 Representative attorney of Law Office of Matsuo & Kosugi (present)
Feb. 2024 External Director of Money Forward, Inc. (present)
Jun. 2024 Outside Auditor of Tokio Marine & Nichido Life Insurance Co., Ltd. (present)</td><td rowspan="2">–</td></tr>
<tr><td>(Significant Concurrent Positions Outside the Company)
Representative attorney of Law Office of Matsuo & Kosugi
Outside Director of ALCONIX CORPORATION
Outside Director of KITZ CORPORATION
External Director of Money Forward, Inc.</td></tr>
<tr><td colspan="2">(Reasons for Nomination as Candidate for Outside Director and Summary of Expected Roles)
Ms. Yukino Kikuma has advanced expertise as an attorney at law and extensive knowledge regarding corporate legal affairs and corporate compliance in particular. Meanwhile, she appropriately furnishes guidance and advice regarding management of KOSÉ from a broad-based perspective, drawing on her abundance of experience in relation to mass media. For these reasons, KOSÉ recommends her reelection as an Outside Director. If Ms. Kikuma is reelected an Outside Director, she is expected to use her broad knowledge and insight for guidance and advice for management reforms involving sustainability and diversity.</td></tr>
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<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Career Summary and Position in the Company</th><th>Number of KOSÉ Shares Owned</th></tr>
<tr><td rowspan="3">10</td><td rowspan="3">Norika Yuasa
(August 18, 1974)
Reelection
Outside
Independent</td><td>Sep. 2003 Registered as an attorney at law
Aug. 2011 Registered as an attorney at law in New York
Sep. 2017 Part-time Professor of Waseda Law School
Jan. 2019 Partner of Miura & Partners (present)
Jun. 2019 Director of KOSÉ (present)
Jun. 2021 Outside Audit & Supervisory Board Member of TOKYO ELECTRON DEVICE LIMITED (present)
Jun. 2021 Outside Director of SAINT-CARE HOLDING CORPORATION (present)
Apr. 2024 Deputy President of Daini Tokyo Bar Association (present)</td><td rowspan="2">–</td></tr>
<tr><td>(Significant Concurrent Positions Outside the Company)
Partner of Miura & Partners
Outside Audit & Supervisory Board Member of TOKYO ELECTRON DEVICE LIMITED
Outside Director of SAINT-CARE HOLDING CORPORATION
Deputy President of Daini Tokyo Bar Association</td></tr>
<tr><td colspan="2">(Reasons for Nomination as Candidate for Outside Director and Summary of Expected Roles)
Ms. Norika Yuasa has advanced expertise as an attorney at law that includes Japan as well as Asia, Europe and the United States. She has used this knowledge to provide suitable guidance and advice concerning KOSÉ’s management from many perspectives. For these reasons, KOSÉ recommends her reelection as an Outside Director. If Ms. Yuasa is reelected an Outside Director, the primary expectation for her role is the oversight and advice concerning KOSÉ’s global strategies from the standpoint of an attorney.</td></tr>
</table>

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Shares Owned
11	Miwa Suto (August 17, 1963) Reelection Outside Independent	Apr. 1988 Joined Hakuhodo Inc. Oct. 1991 Joined Arthur Andersen Apr. 1995 Registered as a certified public accountant Oct. 1996 Joined Schroeder PTV Partners KK Jan. 2001 Partner of Bain & Company Apr. 2006 Managing Director of PLANETPLAN,Inc. (present) Jun. 2017 Board Member of Japan Volleyball Association Apr. 2019 Project Professor of Graduate School of Media and Governance of Keio University Mar. 2020 Outside Director (Audit & Supervisory Committee Member) of ASICS Corporation Jun. 2021 Outside Director of KATITAS Co., Ltd. (present) Jun. 2021 Executive Board Member of Japanese Olympic Committee (present) Mar. 2023 Director of KOSÉ (present) Jun. 2023 Outside Director of KANDENKO CO., LTD. (present) Jun. 2023 Vice President of Japan Volleyball Association (present) Mar. 2024 Outside Director of ASICS Corporation (present) Mar. 2024 Board Member of Japan Football Association (present)	–
		(Significant Concurrent Positions Outside the Company) Managing Director of PLANETPLAN,Inc. Outside Director of ASICS Corporation Outside Director of KATITAS Co., Ltd. Outside Director of KANDENKO CO., LTD.	
		(Reasons for Nomination as Candidate for Outside Director and Summary of Expected Roles) Ms. Miwa Suto has considerable expertise concerning marketing and many years of experience involving venture capital investments and the support of start-up companies. She also has experience involving management and personnel development assistance at large companies. Furthermore, Ms. Suto has advanced professional skills and abundant insight as a certified public accountant. Due to this broad spectrum of activities and experience, KOSÉ recommends her reelection as an Outside Director. If Ms. Suto is reelected an Outside Director, she is expected to use her extensive knowledge concerning corporate management to oversee the management of KOSÉ and provide advice concerning many subjects.	

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Career Summary and Position in the Company</th><th>Number of KOSÉ Shares Owned</th></tr>
<tr><td rowspan="3">12</td><td rowspan="3">Kumi Kobayashi
(November 2, 1979)
Reelection
Outside
Independent</td><td>Mar. 2006 Registered as a certified public accountant
Sep. 2006 Joined GCA Corporation
Sep. 2015 Representative Partner of Kobayashi CPA Office (present)
Apr. 2017 Representative Director of Tokyo Athletes Office, Inc. (present)
Jun. 2019 Director of SPOKACHI, Inc. (present)
Jun. 2020 Audit & Supervisory Board Member of KOSÉ
Jun. 2022 External Auditor of Oisix ra daichi Inc.
Jun. 2023 Outside Audit & Supervisory Board Member of ITOCHU Corporation (present)
Mar. 2024 Director of KOSÉ (present)</td><td rowspan="2">–</td></tr>
<tr><td>(Significant Concurrent Positions Outside the Company)
Representative Partner of Kobayashi CPA Office
Representative Director of Tokyo Athletes Office, Inc.
Director of SPOKACHI, Inc.
Outside Audit & Supervisory Board Member of ITOCHU Corporation</td></tr>
<tr><td colspan="2">(Reasons for Nomination as Candidate for Outside Director and Summary of Expected Roles)
Ms. Kumi Kobayashi is a certified public accountant with a broad range of experience involving business operations in Japan and other countries. She has expertise in the fields of accounting and finance as well as involving M&A and corporate finance. She is a candidate for election as an Outside Director because of this diverse experience and expertise. If Ms. Kobayashi is reelected an Outside Director, she is expected to provide oversight and advice that will increase the effectiveness of the Board of Directors.</td></tr>
</table>

[Special notes regarding candidates for Director]

1. There is no special interest between each candidate for Director and KOSÉ.
2. Ms. Yukino Kikuma, Ms. Norika Yuasa, Ms. Miwa Suto and Ms. Kumi Kobayashi are candidates for Outside Directors.
3. The term of office of Ms. Yukino Kikuma as Outside Director will have been six years and nine months at the conclusion of this meeting.
4. The term of office of Ms. Norika Yuasa as Outside Director will have been five years and nine months at the conclusion of this meeting.
5. The term of office of Ms. Miwa Suto as Outside Director will have been two years at the conclusion of this meeting.
6. The term of office of Ms. Kumi Kobayashi as Outside Director will have been one year (three years and nine months as Outside Audit & Supervisory Board Member) at the conclusion of this meeting.
7. KOSÉ has submitted notification to the Tokyo Stock Exchange, Inc. that Ms. Yukino Kikuma, Ms. Norika Yuasa, Ms. Miwa Suto and Ms. Kumi Kobayashi satisfy the requirements for an independent director. If these candidates are reelected, they will continue to be independent directors.
8. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act of Japan, KOSÉ has entered into an agreement with Ms. Yukino Kikuma, Ms. Norika Yuasa, Ms. Miwa Suto and Ms. Kumi Kobayashi to limit their liabilities for damages under Article 423, paragraph 1 of the Companies Act of Japan. Pursuant to this agreement, the defined maximum amount of liability for damages is the amount stipulated by laws and regulations. If these candidates are reelected, KOSÉ plans to renew this agreement with them.
9. Ms. Atsuko Ogura's name on her family register is Atsuko Ito.
10. Ms. Yukino Kikuma's name on her family register is Yukino Yoshida.
11. Ms. Norika Yuasa's name on her family register is Norika Kunii.
12. Ms. Kumi Kobayashi's name on her family register is Kumi Nojiri.
13. Ms. Yukino Kikuma is an Outside Director of ALCONIX CORPORATION. In December 2020, an improper accounting procedure was discovered at a consolidated subsidiary of ALCONIX. Ms. Kikuma was not aware of this problem until it was discovered. Prior to this incident, she made statements at meetings of the ALCONIX Board of Directors regarding compliance and, after the problem was discovered, provided advice and other support concerning the examination of the facts and causes as well as for determining preventive measures.
14. KOSÉ has entered into a liability insurance contract with an insurance company for Directors and Audit & Supervisory Board Members as stipulated in Article 430, paragraph 3-1 of the Companies Act of Japan, and KOSÉ paid the entire insurance premium. Individuals covered by these liability insurance policies are the Directors, Audit & Supervisory Board Members, Executive Officers and other key personnel of KOSÉ and its subsidiaries. Basically, these policies cover liability payments, litigation and other expenses in the event that an insured person, in the performance of his or her duties (except in the case of gross negligence), is required to make a payment involving liability litigation. In addition, KOSÉ has taken measures to ensure that the appropriate execution of his or her duties is not compromised by excluding damages, etc. arising from criminal acts such as bribery or intentional illegal and other similar acts. In the event that each candidate is reelected and assumes office as a Director, he or she will become an insured person under the relevant insurance policy. The insurance policy is scheduled to be renewed with the same terms and conditions at the next renewal.

(Reference)

Skill Matrix of Officers after Proposal No. 4 Is Approved

For the purpose of constantly improving the supervisory function of the Board of Directors, KOSÉ prepares and discloses a matrix of the skills of Directors and Audit & Supervisory Board Members.

Position	Name	Attribute			Remarks
Representative Director and President	Kazutoshi Kobayashi	Reelection			Member of Nomination & Remuneration Committee
Senior Executive Director	Takao Kobayashi	Reelection			
Executive Director	Masanori Kobayashi	Reelection			
Executive Director	Koichi Shibusawa	Reelection			Member of Nomination & Remuneration Committee
Director	Yusuke Kobayashi	Reelection			
Director	Atsuko Ogura	Reelection			
Director	Yoshinori Haratani	Reelection			
Director	Shinji Tanaka	Reelection			
Outside Director	Yukino Kikuma	Reelection	Outside	Independent	Chairperson of Nomination & Remuneration Committee
Outside Director	Norika Yuasa	Reelection	Outside	Independent	Member of Nomination & Remuneration Committee
Outside Director	Miwa Suto	Reelection	Outside	Independent	Member of Nomination & Remuneration Committee
Outside Director	Kumi Kobayashi	Reelection	Outside	Independent	Member of Nomination & Remuneration Committee
Full-time Audit & Supervisory Board Member	Minoru Onagi				
Full-time Audit & Supervisory Board Member	Shinichi Mochizuki				
Outside Audit & Supervisory Board Member	Toru Miyama		Outside	Independent	Member of Nomination & Remuneration Committee
Outside Audit & Supervisory Board Member	Nobuko Takagi		Outside	Independent	Member of Nomination & Remuneration Committee

Name	Corporate management	Global	Marketing / R&D	Sustainability / ESG	Legal / Risk management	Finance / Accounting
Kazutoshi Kobayashi	●	●	●			
Takao Kobayashi	●	●	●			
Masanori Kobayashi	●	●	●			
Koichi Shibusawa				●	●	●
Yusuke Kobayashi	●	●				
Atsuko Ogura			●	●		
Yoshinori Haratani				●	●	
Shinji Tanaka			●			
Yukino Kikuma				●	●	
Norika Yuasa		●		●	●	
Miwa Suto	●		●			●
Kumi Kobayashi				●		●
Minoru Onagi					●	
Shinichi Mochizuki	●	●				●
Toru Miyama				●	●	
Nobuko Takagi			●			●

Notes 1. Directors with Special Titles will be determined at the Board of Directors meeting after this General Meeting of Shareholders, and Full-time Audit & Supervisory Board Members, at the following Audit & Supervisory Board meeting.

2. The Nomination & Remuneration Committee examines proposals concerning nominations, remuneration and other matters that are submitted by the President to the Board of Directors. This committee exists for the purposes of reinforcing the autonomy and objectivity of activities by the Board of Directors concerning nominations, remuneration and other matters involving the Directors, Audit & Supervisory Board Members and Executive Officers and of better fulfilling the obligation to provide explanations for decisions concerning these matters.