Last Update: November 27, 2026

Ryohin Keikaku Co., Ltd.
Satoshi Shimizu, President & Representative Director
Contact: Kenta Hochido, Executive Officer; and in supervision of Corporate Planning Division
Securities code: 7453
https://www.ryohin-keikaku.jp/

The corporate governance of Ryohin Keikaku Co., Ltd. (the "Company" or "Ryohin Keikaku") is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Attributes, and Other Key Information

1. Basic Views

The creation of a highly transparent management system is a high priority based on our belief that establishing an effective management structure and internal control system and improving corporate governance will lead to continuous improvement of corporate value.

In addition, we will strive to maintain and develop good relationships with all stakeholders (shareholders, customers, employees, society, and partner companies), and to proactively disclose information in a timely manner.

Reasons for Non-compliance with the Principles of the Corporate Governance Code

This section is based on the Code scheduled for revision in July 2026.

The Company has implemented all of the principles stipulated in the Corporate Governance Code.

Disclosure Based on each Principle of the Corporate Governance Code

[Principle 1.1 Policy for Constructive Dialogue with Shareholders]

Ryohin Keikaku's IR program promotes constructive dialogue with domestic and foreign shareholders and other investors, with the goal of sustainable growth and medium- to long-term enhancement of corporate value. The opinions obtained through dialogue with shareholders and investors are fed back to management and the Board of Directors, ensuring those ideas are utilized in our business activities.

1. Dialogue at the General Meeting of Shareholders

To encourage the participation of more shareholders, we hold the general meeting of shareholders on a public holiday, and a separate shareholders' meeting after the general meeting to further deepen direct communication with shareholders.

2. Dialogue with Individual Shareholders and Investors

We also hold the shareholders' meetings at the Company stores in a small-group format. The meeting is designed to serve as

direct communication opportunities between the Company's management team, store managers, and shareholders. Details of the meetings are published on our website, enhancing the information disclosure for individual shareholders.

3. Dialogue with Analysts and Institutional Investors

The Company's president and the officer in charge of IR participate in financial results briefings, and hold small meetings for analysts and institutional investors on a regular basis. We also hold small meetings between outside directors and domestic and overseas institutional investors, and release a summary of the Q&A session on our website. In addition, the views of investors obtained through IR and SR interviews including interviews that cover topics such as ESG issues are regularly reported to the management team. Moreover, to improve the quality of non-financial information disclosure, we are taking steps to promote better understanding of our businesses, including through product exhibitions and store tours.

[Principle 1.4 Cross-Shareholdings]

In FY26/8, the Company sold all the shares of other listed companies held as cross-shareholdings.

[Principle 2.2 Ensuring Diversity]

Based on the Ryohin Keikaku Group Compliance Code of Conduct, the Group respects diversity in terms of gender, nationality, ethnicity, religion, etc. and works on human resource development and the creation of environment to enable learning from our differences and helping each other grow. To bring out the best of the diverse talent and enable all members to collaborate together, we develop human resources primarily through the mindset development training for management candidates. Furthermore, to ensure the diversity of members in the Company and realize a multicultural society, we proactively promote talented personnel to management positions. For the creation of a better environment where diverse talent can work more comfortably, we established a Diversity Committee. We will also enhance programs to support diverse workstyles. Currently, female employees equivalent to section manager grade account for 36.5% of all management personnel.

[Principle 2.4 Roles of Corporate Pension Funds as Asset Owners]

The Company does not manage a corporate pension fund.

[Principle 3.1 Full Disclosure]

(1) The Company publishes the Corporate Purpose on its website while business strategies and business plans are released in its financial results briefing presentation materials, convocation notices of general meetings of shareholders, and other materials.

<Corporate Purpose>

https://www.ryohin-keikaku.jp/en/corporate/vision

<Business Strategies and Business Plans>

https://www.ryohin-keikaku.jp/en/ir/library/news

(2) For the Company's basic approach and policy for corporate governance, please refer to the Company's website and this report.

<The Company's website>

https://www.ryohin-keikaku.jp/en/sustainability/governance/corporate-governance-policy

(3) Approach for remuneration of officers is described in the Company's website and the annual securities report.

<The Company's website>

https://www.ryohin-keikaku.jp/en/sustainability/governance/board-evaluation

<The annual securities report >

https://www.ryohin-keikaku.jp/ir/finance-report (Japanese only)

(4) Reasons behind the individual appointments/dismissals of candidates for directors and corporate auditors are described in the convocation notices of the general meetings of shareholders.

https://www.ryohin-keikaku.jp/en/ir/convocation-notice-and-reports

[Principle 4.3 Roles and Responsibilities of the Board III: Effective Oversight of the Management and Directors (i)]

<(3) Related Party Transactions>

At the Company, conflict of interest transactions must be approved beforehand by the Board of Directors in order to ensure that such transactions do not harm the interests of the Company or the common interests of its shareholders. In addition, for related party transactions, the same conditions as those for transactions with an independent party will apply. Related party transactions are periodically monitored.

[Principle 4.5 Roles and Responsibilities of the Board IV: Sustainability Measures]

The Company's core value is "to contribute to society and people." We operate businesses and provide services aligned with our five material issues, and will continuously enhance the value we offer and contribute to the realization of "a simple, pleasant life and society" while making a positive impact on the environment and society.

At least twice a year, the Board of Directors receives reports on sustainability and ESG management initiatives from the Public Relations & ESG Management Development Division, which is the administrative support office of the ESG Management Committee. The Board of Directors supervises the progress of measures and achievement of targets and deliberates and provides guidance on policies and initiatives.

For details, please refer to disclosure items on the "Sustainability" page of the Company's website, integrated reports, and annual securities reports.

<The Company's website>

https://www.ryohin-keikaku.jp/en/sustainability

<Integrated Reports>

https://www.ryohin-keikaku.jp/en/sustainability/muji-sustainability/report

<Response to Climate Change>

https://www.ryohin-keikaku.jp/en/sustainability/environment/climate-change

<Information Disclosure Based on TCFD Recommendations>

https://www.ryohin-keikaku.jp/pdf/sustainability/environment/climate-

change/Information_Disclosure_Based_on_the_TCFD_Recommendation_2023_eng.pdf

[Principle 4.7 Use of Optional Approaches]

The Board of Directors at the Company is composed of nine directors including five independent outside directors. Moreover, the Company has established a Nomination Advisory Committee and a Remuneration Advisory Committee, of which outside directors make up the majority. These committees are respectively chaired by outside directors, which ensures transparency and fairness of decisions on the nominations and remuneration of officers.

The Nomination Advisory Committee has been established as a specialized advisory body to support the Board of Directors and the Audit & Supervisory Board in ensuring transparency, appropriateness, and objectivity in the appointment and dismissal of Directors, Audit & Supervisory Board Members, Executive Officers, and the Chairpersons and Presidents of domestic subsidiaries. The Committee deliberates on matters relating to the appointment and dismissal of such officers and provides recommendations to the Board of Directors and the Audit & Supervisory Board.

The Remuneration Advisory Committee has been established as a specialized advisory body to support the Board of Directors and the Audit & Supervisory Board in ensuring transparency, appropriateness, and objectivity in matters related to the remuneration of Directors, Audit & Supervisory Board Members, Executive Officers, and senior management. The Committee deliberates on (i) remuneration and bonuses for Directors, Audit & Supervisory Board Members, and Executive Officers, and (ii) other important matters relating to compensation, and provides recommendations to the Board of Directors and the Audit & Supervisory Board.

[Principle 4.13 Preconditions for Board Effectiveness (1)]

<(1) Skills and composition of the Board of Directors>

The Company selects personnel with appropriate experience and knowledge as directors from inside and outside of the Company for realization of the medium-term business plan based on the Corporate Purpose and effective supervision of business execution. In addition, the Company selects and nominates personnel with management experience outside of the Company as independent outside directors. Please refer to the convocation notice and the Company's website for the skill matrix of the Company's directors.

<Convocation notice>

https://www.ryohin-keikaku.jp/en/ir/convocation-notice-and-reports

<Company's website>

https://www.ryohin-keikaku.jp/eng/corporate/governance.html

<(3) Analysis and Assessment of Effectiveness of the Board of Directors>

The Board of Directors conducts an analysis and assessment of the Board's effectiveness based on the corporate governance policy set by the Company. Please refer to the Company's website for the assessment results and future initiatives in FY26/8.

https://www.ryohin-keikaku.jp/sustainability/governance/board-evaluation

[Principle 4.15 Director and Corporate Auditor Training]

We encourage directors and corporate auditors to learn about matters such as the responsibilities, duties, and legal risks of officers,

and to work on self-improvement such as acquiring business knowledge of the operations they supervise. External training is also provided as necessary.

Action to Implement Management That Is Conscious of Cost of Capital and Stock Price

Description Updated	Disclosure of the initiatives (update)
Information Disclosure in English	Yes
Date of Update Updated	October 14, 2026

Explanation for applicable items Updated

As disclosed in the financial results briefing in October 2026, the Company positioned 1. Store expansion, 2. Deployment of global operation, 3.Enhancement of product development capabilities, 4. Strengthening of OMO (Online Merges with Offline), 5. Marketing strategy, 6. SCM and improving operational efficiency, 7. IT-driven support, and 8. ESG as a core business strategy, as eight growth drivers for global growth, in our pursuit of global expansion. While enhancing the profitability of our core business, the Company will realize appropriate capital efficiency toward sustainable growth and increased corporate value in the medium to long term. For our financial policy, please refer to page 29 of the presentation materials of the Financial Results Briefing for FY26/8 released on the Company website.
https://ssl4.eir-parts.net/doc/7453/ir_material_for_fiscal_ym8/213999/00.pdf

1. Capital Structure

Foreign Shareholding Ratio	30% or more

Status of Major Shareholders

Updated

Name or Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	102,511,100	18.45
Custody Bank of Japan, Ltd. (Trust account)	58,194,300	10.47
THE CHASE MANHATTAN BANK, N.A. LONDONSECS LENDING OMNIBUS ACCOUNT	44,513,916	8.01
Custody Bank of Japan, Ltd. (Trust account E)	22,313,571	4.01
JPMorgan Securities Japan Co., Ltd.	14,306,416	2.57
STATE STREET BANK AND TRUST COMPANY 505001	11,787,551	2.12
JP MORGAN CHASE BANK 385642	8,064,014	1.45
HSBC HONG KONG-TREASURY SERVICES A/C ASIAN EQUITIES DERIVATIVES	7,394,604	1.33
JP MORGAN CHASE BANK 385781	7,175,266	1.29
Ryohin Keikaku Employee Shareholding Association Program	5,523,278	0.99

Name of Controlling Shareholder, if applicable (excluding Parent Companies)	—
Name of Parent Company, if applicable	None

Supplementary Explanation

Updated

The status of major shareholders is as of August 31, 2026.

2. Corporate Attributes

Listed Stock Exchange and Market Segment	Prime Market, Tokyo
Fiscal Year-End	August
Business Sector	Retail Trade
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	1,000 or more
Net Sales (Consolidated) for the Previous Fiscal Year	¥100 billion or more but less than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	10 or more but fewer than 50

3. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

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4. Other Special Circumstances which May have a Material Impact on Corporate Governance

Nothing in particular.

II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight

1. Organizational Composition and Operation

Corporate Governance System	Company with Audit and Supervisory Board*

*Referred to as "Company with *Kansayaku* Board" in the Corporate Governance Code reference translation

Directors

Number of Directors Stipulated in Articles of Incorporation	11
Directors' Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President & Representative Director
Number of Directors	9
Election of Outside Directors	Elected
Number of Outside Directors	5
Number of Independent Directors	5

Outside Directors' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Atsushi Yoshikawa	From another company											
Kumi Ito	From another company											
Yuriko Kato	From another company								△			
Mayuka Yamazaki	From another company											
Kazuhiro Higashi	From another company								△			

*Categories for "Relationship with the Company".
(Use "○" when the director presently falls or has recently fallen under the category; "△" when the director fell under the category in the past; "●" when a close relative of the director presently falls or has recently fallen under the category; and "▲" when a close relative of the director fell under the category in the past.)

a. Person who executes business for the Company or its subsidiary
b. Person who executes business for or a non-executive director of the Company's parent company
c. Person who executes business for a fellow subsidiary
d. Person/entity for which the Company is a major client or a person who executes business for said person/entity
e. Major client of the Company or a person who executes business for said client
f. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/Audit and Supervisory Board Member
g. Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for the corporation)
h. Person who executes business for a client of the Company (excluding persons categorized as any of d, e, or f above) (applies to director him/herself only)
i. Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to director him/herself only)
j. Person who executes business for an entity receiving donations from the Company (applies to director him/herself only)
k. Other

Outside Directors' Relationship with the Company (2) Updated

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Atsushi Yoshikawa	○	—	Mr. Atsushi Yoshikawa, drawing from his extensive experience and broad insight as a corporate manager, is expected to provide valuable suggestions and advice for management of the Company as a whole. Therefore, he has been selected as an outside director. In addition, Mr. Yoshikawa satisfies the Company's independence criteria for outside officers and the independence criteria stipulated by the Tokyo Stock Exchange. He is deemed unlikely to have conflicts of interest with general shareholders. Therefore, Mr. Yoshikawa has been designated as an independent director.
Kumi Ito	○	—	Ms. Kumi Ito has deep insight into the management of digital technology and the healthcare sector from her experience as an outside director in several companies. Ms. Ito has been selected as an outside director since we expect she can provide valuable suggestions and advice for management of the Company. In addition, Ms. Ito satisfies the Company's independence criteria for outside officers and the independence criteria stipulated by the Tokyo Stock Exchange. She is deemed unlikely to have conflicts of interest with general shareholders. Therefore, Ms. Ito has been designated as an independent director.
Yuriko Kato	○	Ms. Yuriko Kato is CEO of Vegibus Inc., and while the Company has business with the said company, the amount of the transactions accounts for 2% or lower of the Company's annual consolidated net sales and 2% or lower (0.32%) of the annual consolidated net sales for Vegibus Inc. However, the transactions are under general conditions and do not affect the independence of the outside director. Therefore, Ms. Kato is deemed appropriate as an independent director.	Ms. Yuriko Kato has professional knowledge in the agriculture business and digital fields, and holds deep insight in corporate management based on her experience as an entrepreneur and outside director of several companies. Ms. Kato has been selected as an outside director since we expect she can provide valuable suggestions and advice for management of the Company. In addition, Ms. Kato satisfies the Company's independence criteria for outside officers and the independence criteria stipulated by the Tokyo Stock Exchange. She is deemed unlikely to have conflicts of interest with general shareholders. Therefore, Ms. Kato has been designated as an independent director.
Mayuka Yamazaki	○	—	Ms. Mayuka Yamazaki has experience in international management research and as outside director of growing companies, and is well versed in traditional culture and art as a practitioner of Japanese flower arrangement. Therefore, Ms. Yamazaki has been selected as an outside director since she is expected to give valuable suggestions and advice for management of the Company. In addition, Ms. Yamazaki satisfies the Company's independence criteria for outside officers and the independence criteria stipulated by the Tokyo Stock Exchange. Ms. Yamazaki has been designated as an independent director since she is deemed unlikely to have conflicts of interest with general shareholders.

Kazuhiro Higashi	○	Mr. Kazuhiro Higashi was formerly a business executor at Resona Bank, Limited. The Company conducts banking transactions such as holding deposits and a commitment line agreement (zero loan balance as of the end of August 2026) with Resona Bank. However, the transactions are under general conditions and do not affect the independence of the outside director. Therefore, Mr. Higashi is deemed appropriate as an independent director.	Mr. Higashi has experience in financial affairs and management administration in the banking business, as well as extensive management experience. He has held key positions in several economic organizations and has experience serving as an outside director for several corporations. Mr. Higashi has been selected as an outside director since we expect him to provide advice from a broad perspective. In addition, Mr. Higashi satisfies the Company's independence criteria for outside officers and the independence criteria stipulated by the Tokyo Stock Exchange. He is deemed unlikely to have conflicts of interest with general shareholders. Therefore, Mr. Higashi has been designated as an independent director.

Voluntary Establishment of Committee(s) equivalent to Nomination Committee or Remuneration Committee	Established

Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee and the Committee Chairperson

Committee's Name		All Members	Full-time Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairperson
Voluntarily Established Committee Equivalent to Nomination Committee	Nomination Advisory Committee	5	1	1	4	0	0	Outside Director
Voluntarily Established Committee Equivalent to Remuneration Committee	Remuneration Advisory Committee	5	1	1	4	0	0	Outside Director

Supplementary Explanation

The Company has the following committees where a majority of the members are outside directors to maintain fairness.

The Nomination Advisory Committee reports to the Board of Directors on the election of officers.

The Remuneration Advisory Committee reports to the Board of Directors on officer compensation.

Audit and Supervisory Board Member*

*Referred to as "*kansayaku*" in Corporate Governance Code reference translation

Establishment of Audit and Supervisory Board	Established
Number of Audit and Supervisory Board Members Stipulated in Articles of Incorporation	4
Number of Audit and Supervisory Board Members	4

Cooperation among Audit and Supervisory Board Members, Accounting Auditors and Internal Audit Departments

The Board of Auditors liaises with the Internal Audit Office, which is an independent organization, and strives to gather

information on sales activity-related issues for early understanding of potential management risk items.

Appointment of Outside Audit and Supervisory Board Members	Appointed
Number of Outside Audit and Supervisory Board Members	3
Number of Independent Audit and Supervisory Board Members	3

Outside Audit and Supervisory Board Members' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Kosuke Yamane	From another company													
Jun Arai	From another company													
Maoko Kikuchi	From another company													

*Categories for “Relationship with the Company”.
(Use “○” when the director presently falls or has recently fallen under the category; “△” when the director fell under the category in the past; “●” when a close relative of the director presently falls or has recently fallen under the category; and “▲” when a close relative of the director fell under the category in the past.)

a. Person who executes business for the Company or its subsidiary
b. A non-executive director or an accounting advisor of the Company or its subsidiaries
c. Person who executes business for or a non-executive director of the Company's parent company
d. An Audit and Supervisory Board Member of a parent company of the Company
e. Person who executes business for a fellow subsidiary
f. Person/entity for which the Company is a major client or a person who executes business for said person/entity
g. Major client of the Company or a person who executes business for said client
h. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/ Audit and Supervisory Board Member
i. Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for the corporation)
j. Person who executes business for a client of the Company (excluding persons categorized as any of f, g, or h above) (applies to the auditor him/herself only)
k. Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to the director/auditor him/herself only)
l. Person who executes business for an entity receiving donations from the Company (applies to the person him/herself only)
m. Other

Outside Audit and Supervisory Board Members' Relationship with the Company (2)

Name	Designation as Independent Audit and Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons for Appointment
Kosuke Yamane	○	—	Mr. Kosuke Yamane has served as General Manager of Corporate Communications Public Relations & Investor Relations, General Manager of the Finance & Treasury Department, Executive Officer and General Manager of the Information Strategy Division, and Audit & Supervisory Board Member in another company. Mr. Yamane has been selected as an outside corporate auditor since he is expected to provide advice based on his extensive experience and broad discernment. In addition, Mr. Yamane satisfies the Company's independence criteria for outside officers and the independence criteria stipulated by the Tokyo Stock Exchange. He is deemed unlikely to have conflicts of interest with general shareholders. Therefore, Mr. Yamane has been designated as an independent corporate auditor.
Jun Arai	○	—	Mr. Jun Arai has served as Representative Director and Audit & Supervisory Board Member in other companies. Mr. Arai has been selected as an outside corporate auditor since he is expected to provide advice based on his extensive experience and broad discernment. In addition, Mr. Arai satisfies the Company's independence criteria for outside officers and the independence criteria stipulated by the Tokyo Stock Exchange. He is deemed unlikely to have conflicts of interest with general shareholders. Therefore, Mr. Arai has been designated as an independent corporate auditor.
Maoko Kikuchi	○	—	Ms. Maoko Kikuchi has served as a public prosecutor at the Ministry of Justice, has practical experience at the Japan Fair Trade Commission and other public agencies, and has experience as an attorney at law, both in Japan and overseas, and in legal affairs in other corporations. In addition, she has served as an Outside Director and a Standing Outside Audit & Supervisory Board Member. Since Ms. Kikuchi is expected to provide advice based on her broad discernment, she has been selected as an outside corporate auditor. In addition, Ms. Kikuchi satisfies the Company's independence criteria for outside officers and the independence criteria stipulated by the Tokyo Stock Exchange. She is deemed unlikely to have conflicts of interest with general shareholders. Therefore, Ms. Kikuchi has been designated as an independent corporate auditor.

Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

Number of Independent Directors and Independent Audit and Supervisory Board Members	8

Other Matters Concerning Independent Directors and Independent Audit and Supervisory Board Members

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Incentives

Implementation Status of Measures related to Incentives Granted to Directors	Introduction of Performance-linked Remuneration Scheme / Other

Supplementary Explanation for Applicable Items

As written in "Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods" in [Director Remuneration] below.

Persons Eligible for Stock Options	

Supplementary Explanation for Applicable Items

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Director Remuneration

Status of Disclosure of Individual Director's Remuneration	Disclosure for Selected Directors

Supplementary Explanation for Applicable Items

When the consolidated total of all remuneration paid is 100 million yen or more, applicable directors are individually disclosed in the annual securities report.

For the annual securities report of the Company, please refer to our website (Japanese only).

https://www.ryohin-keikaku.jp/ir/finance_report/

Policy on Determining Remuneration Amounts and Calculation Methods	Established

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

To enhance corporate value further, remuneration of the Company's directors consists of three types: payment of base compensation, which is a fixed amount (according to the director's position) within the total remuneration limits set by the general meeting of shareholders; payment of performance-based bonuses as a short-term incentive (STI) linked to the Company's performance; and non-monetary compensation as a long-term incentive (LTI) to continuously increase long-term corporate value and shareholder value. Remuneration of the Company's directors is designed to motivate directors managing the Company not only from a perspective of focusing on a single fiscal year but also from a medium- to long-term perspective.

The limit of total remuneration amount paid to directors is 800 million yen per year as approved in the 43rd Ordinary General Meeting of Shareholders (November 26, 2021). The total amount of compensation for granting restricted shares to directors (excluding outside directors) as non-monetary compensation is 300 million yen or less per year as approved in the 43rd Ordinary General Meeting of Shareholders (November 26, 2021). However, the Company implemented a 2-for-1 stock split of its common shares effective September 1, 2025. Consequently, the total number of the Company's common shares to be issued or disposed of as stock-based compensation is 240,000 shares a year at most.

The fixed base compensation of the Company's directors is determined based on each director's position and by the Board of Directors pursuant to results of the deliberations of the Remuneration Advisory Committee, a majority of which are outside directors.

Performance-based bonuses as a short-term incentive (STI) paid to directors excluding outside directors are calculated based on the criteria set forth by the Company and linked to the Company's performance for each consolidated fiscal year. The standard amount of bonus, which is the basis of calculation, is determined based on the position of the directors in relation to base compensation, and is resolved by the Board of Directors pursuant to results of the deliberations of the Remuneration Advisory Committee, a majority of which are outside directors.
The achievement (plan ratio) payment coefficient, which is the coefficient that will be multiplied to the standard amount of bonus, is calculated based on consolidated operating profit and return on equity (ROE) from the viewpoint of pursuing profit in our core business, and will be decided within the scope of 0% to 200% according to the following achievement (plan ratio) criteria.
(Calculation formula for performance-based bonus payment amounts for directors excluding outside directors)
Performance-based bonus payment amount = Standard amount of bonus x Achievement (plan ratio) payment coefficient)

The non-monetary compensation as a long-term incentive provided to directors excluding outside directors shall consist of the grant of shares with restrictions on transfer up to the point immediately after retirement, with the number of grants varying from 30% to 100% of the base amount by position, depending on the degree of achievement of ESG and other indicators that are important from a long-term perspective. Non-monetary compensation is determined by the Board of Directors pursuant to results of the deliberations of the Remuneration Advisory Committee, a majority of which are outside directors.

The ratio of performance-based compensation for directors of the Company increases the higher the position.

The ratio of base compensation: performance-based bonus: non-monetary compensation, etc., is designed so that the composition will be as shown in the table below if 100% of the target is achieved.

In addition, performance-based bonuses as a short-term incentive (STI) range from 0% to 200%, depending on the level of achievement. The percentage of non-monetary compensation as a long-term incentive (LTI) will vary from 30% to 100% depending on the degree of target achievement.

(Composition ratio)	Monetary compensation/Base compensation	Monetary compensation/ Performance-based bonuses	Non-monetary compensation/ Restricted shares	Total
- Representative director	33.3%	33.3%	33.3%	100%
- Director	40%	40%	20%	100%
- Outside director	100%	—	—	100%

Support System for Outside Directors (and/or Outside Audit and Supervisory Board Members)

There is no specific person or division in charge of the support system for outside directors and outside corporate auditors, but the administration division provides information, including distributing the agenda of Board of Directors meetings in advance and internal meeting material sharing, and assists outside corporate auditors in the execution of their duties.

Status of Persons who have Retired as Representative Director and President, etc.

Information on Persons Holding Advisory Positions (*Sodanyaku*, *Komon*, etc.) after Retiring as Representative Director and President, etc. Updated

Name	Job title/ position	Responsibilities	Terms and Conditions of Employment (Full/part time, with/without remuneration, etc.)	Date when former role as president/ CEO ended	Term
Masaaki Kanai	Advisor	Provision of analysis and advice for overall management according to requests from directors	Part time, with remuneration	November 23, 2024	2 years (since 2025)

Number of Persons Holding Advisory Positions (*Sodanyaku*, *Komon*, etc.) After Retiring as Representative Director and President, etc.	1

Other Related Matters

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2. Matters Concerning Functions of Business Execution, Auditing and Supervision, Nomination, and Remuneration Decisions (Overview of Current Corporate Governance System)

At the Company, business is carried out under the leadership of the Board of Directors. Each meeting body, which examines and confirms policies and issues related to management and sales activities, executes and manages the business.

At the Board of Directors meetings, which are held monthly in principle, important management decisions are made and execution of duties by the directors are supervised. At the Executive Advisory Committee convened by the representative director, important issues and measures are examined.

Through the Remuneration Advisory Committee and Nomination Advisory Committee, the selection of suitable personnel for company management and decisions on plans for appropriate remuneration amounts based on business performance are made.

Moreover, the Company has established various committees including the Business Process Standardization Committee, Compliance & Risk Management Committee, and Occupational Safety & Health Committee to enable the examination of company-wide issues in an interorganizational format and implementation of countermeasures across the Company.

For the auditing function, the Board of Auditors conduct audits on overall management and sales activities. Out of the four corporate auditors, three are outside corporate auditors. The Board of Auditors liaises with the accounting auditor and the Internal Audit Office, which conducts internal audits, and meets regularly to report and exchange information on accounting and legal compliance matters.

Furthermore, full-time corporate auditors participate in the Business Process Standardization Committee and the Compliance & Risk Management Committee to understand the actual field operation situation.

In addition to the above systems, our Board of Directors includes five outside directors for an enhanced governance system.

3. Reasons for Adoption of Current Corporate Governance System

For the execution of duties by directors, five outside directors and three outside corporate auditors conduct thorough supervision. Through this, appropriate verification of the execution of duties from the technical and objective perspectives is deemed possible.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize General Meeting of Shareholders and Facilitate Exercise of Voting Rights

	Supplementary Explanation
Early Posting of Notice of the General Meeting of Shareholders	We send out convocation notices of general meetings of shareholders three weeks to one month before the date of the general meeting of shareholders in consideration of the time required for shareholders residing overseas to examine the agenda.
Electronic Exercise of Voting Rights	At the Company, shareholders are able to exercise their voting rights using the internet.
Participation in a Platform for the Electronic Exercise of Voting Rights and Other Initiatives to Enhance Environment for Institutional Investors to Exercise Voting Rights	The Company participates in a platform for the electronic exercise of voting rights.
Provision of Notice (or Summary of Notice) of the General Meeting of Shareholders in English	The Company creates a summary of the notice of the general meeting of shareholders in English and publishes it on the Company's website.

2. Status of IR-related Activities Updated

	Supplementary Explanation	Explanation by a representative director or a representative executive officer
Formulation and Publication of Disclosure Policies	Disclosure policies are published on the Company's website. (https://www.ryohin-keikaku.jp/eng/ir/ir_policy/)	
Regular Investor Briefings held for Individual Investors	We hold shareholders' meetings several times a year to offer the opportunity of direct dialogue with the Company's management team and store managers. In addition, meeting materials and videos are published on the Company's website.	Held
Regular Investor Briefings held for Analysts and Institutional Investors	We hold financial results briefings and small meetings in each quarter every year.	Held
Regular Investor Briefings held for Overseas Investors	We hold individual meetings (in person or online) for overseas investors and attend conferences hosted by securities companies for direct dialogue.	Held
Online Disclosure of IR Information	Disclosure policies are published on the Company's website.	
Establishment of Department and/or Placement of a Manager in Charge of IR	The Company has an IR Department in the Corporate Planning Division.	

3. Status of Measures to Ensure Due Respect for Stakeholders Updated

	Supplementary Explanation
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	We set forth respect for the position of stakeholders in the Corporate Purpose, Ryohin Keikaku Group Compliance Code of Conduct, Code of Conduct for Production Partners, and MUJI Employee Handbook, which is a rule book for all employees.
Implementation of Environmental Preservation Activities and CSR Activities, etc.	The Company releases its initiatives for the environment and society on the "Sustainability" page of our website (https://www.ryohin-keikaku.jp/eng/sustainability/). The web page consists of Ryohin Keikaku and Sustainability, Respect for the Environment, Engagement with Society, and Governance. In each subject matter, our approach, initiatives for waste reduction, and various activities under the initiatives of the Company's stores are outlined.

IV. atters Concerning the Internal Control System

1. Basic Views on Internal Control System and Status of Development Updated

1. Systems to Ensure that the Execution of the Duties of Directors Complies with Laws, Regulations, and the Articles of Incorporation

[Policies]

(1) The Board of Directors shall stipulate important management matters to be resolved at the Board of Directors and matters to be resolved at each meeting body as prescribed by the internal regulations, in addition to matters to be resolved at the Board of Directors as stipulated by laws, regulations, and the Company's Articles of Incorporation. According to the stipulations, the matters shall be comprehensively examined and decided by the Board of Directors or each meeting body.

(2) The Company shall select outside independent directors and corporate auditors to establish an adequate supervision system. Committees to specialize in each field shall be established to discuss their specialized matters appropriately.

(3) The Compliance & Risk Management Committee shall regularly meet to discuss important issues appropriately for more effective compliance activities and risk management.

(4) The Company shall formulate a Code of Conduct as comprehensive ethical and legal compliance rules. Directors shall ensure that the Code of Conduct is thoroughly followed.

(5) The Company shall establish a system that allows the Company to liaise with attorneys-at-law, the police, etc. in regards to anti-social forces and organizations that threaten the order and safety of the lives of citizens. The Company shall take a firm stand against anti-social forces and respond in a systematic manner.

[Operation Situation Outline]

(1) Decisions are made following comprehensive examination based on the internal regulations that set forth items to be resolved by the Board of Directors or each meeting body.

(2) The Company ensures the supervisory function of the Board of Directors by selecting five independent outside directors and three outside corporate auditors. In addition, outside directors and outside corporate auditors state opinions proactively from independent positions.

(3) Various committees, whose members are directors, executive officers, and division managers, are periodically held to understand and resolve problems quickly and specifically. Moreover, the Company has established a Nomination Advisory Committee and Remuneration Advisory Committee. These committees are respectively chaired by outside directors, which ensures the transparency and fairness of decision-making for the nomination and remuneration of officers.

(4) The Compliance & Risk Management Committee met four times in FY26/8. The Committee gathered information on compliance and risks and discussed important issues, which are reported to the Board of Directors. In addition, the Committee recognizes issues to be improved in consideration of the situation surrounding the Company and social background at the time. The Committee also works on enhancing the information collection system and reporting contents to the Board of Directors.

(5) The Company stipulates and publishes the Ryohin Keikaku Group Compliance Code of Conduct on the Company's intranet, and booklets including the Code of Conduct are distributed to directors, corporate auditors, executive officers, and employees.

(6) The Company periodically exchanges information and liaises with attorneys-at-law and the police to respond to anti-social forces and organizations that threaten the order and safety of the lives of citizens.

2. Rules and Other Systems related to Management of the Risk of Loss

[Policies]

(1) In decision-making, risk of loss shall be appropriately analyzed, and comprehensive examination including advantages and disadvantages shall be carried out.
(2) By establishing relevant regulations for systematic risk management, the Company shall work to prevent risk of loss, appropriately address the risk of loss if any, and prevent reoccurrence.
(3) The Compliance & Risk Management Committee shall comprehensively consider the situation surrounding the Company and social background for preventing risk of loss, response to the risk of loss if any, and prevention of reoccurrence. Then, the Committee shall identify issues, examine a response, and monitor the risk.
(4) The Company shall establish an information collection scheme, reporting rules, and other methods for comprehensive understanding of the risk of loss.
(5) The Company shall set up committees specializing in specific fields, and each committee shall appropriately discuss prevention of the risk of loss in each field, a response when there is a risk of loss, and prevention of reoccurrence.

[Operation Situation Outline]

(1) In approving the proposal for decision, the Company has set a rule that reference materials shall contain advantageous and disadvantageous information in an organized manner, so decisions are made comprehensively with an understanding of the risk of loss and other necessary factors.
(2) At the Board of Directors meetings, outside directors and outside corporate auditors ask questions proactively in terms of risk of loss as well. Decisions are made following comprehensive examination.
(3) The Company has formulated Risk Management Regulations for systematic risk management and strives to prevent risk of loss, appropriately address the risk of loss if any, and prevent reoccurrence.
(4) The Compliance & Risk Management Committee has created a risk management list to help each division recognize possible risk of loss and understand how to respond. The risk management list corresponds to the Company's operations manual, ensuring that information on specific responses and measures is made easily accessible. In addition, each division periodically reviews and updates the list on matters related to risk of loss.
(5) The Compliance & Risk Management Committee met four times in FY26/8. In the meetings, the Committee identified issues and discussed the response. The Committee continues to monitor the situation and periodically reports the results to the Board of Directors.
(6) The Company set up a reporting hotline to comprehensively collect information on risk of loss.
(7) The committees for each specific field meet periodically and discuss risk of loss from various angles.

3. Systems to Ensure that the Execution of the Duties of Directors Is Performed Efficiently

[Policies]

(1) The Company shall formulate medium-term plans and company policy for each fiscal year to enable each division to create policy quickly in a standard manner.

(2) The Company shall create a structure to realize efficient execution of duties so information on each division and the actual fields is quickly and appropriately shared by the management team as a whole.

(3) A system that allows decisions made by the management team and measures by each division to be communicated efficiently throughout the Company including the actual fields shall be in place at the Company.

(4) By diffusing the Company's operations manual for standardizing the work in the medium term, the Company shall strive to divide roles and simplify and increase efficiency of decision-making and work.

(5) The Company shall assign a person in charge of business execution in each division or function to promote the delegation of authority and simplification of hierarchy.

[Operation Situation Outline]

(1) The Company formulates medium-term business plans as well as plans for each fiscal year. Based on the plans, each division establishes its own policy.

(2) Information of each division is shared with the management team monthly, weekly, and daily, primarily through the Executive Advisory Committee, Management Executive Meetings, and sales meetings that are held regularly, in addition to statutory meeting bodies.

(3) In addition to information distribution through the meeting bodies in the preceding paragraph, an internal infrastructure to diffuse each measure and instruction and distribute information across the Company including the actual fields is in place. In particular, also at the Company's stores, which is an important position for the Company, the said information distribution functions as business guidance.

(4) The Company's operations manual has been established and is updated as needed. The operations manual stipulates role divisions and other systems to standardize work and increase efficiency.

(5) The Company adopts the executive officer system to accelerate the speed of business execution. Authority is given to the executive officers to realize swift decision-making and more efficient business execution.

4. Systems regarding Retention and Management of Information in relation to the Execution of the Duties of Directors

[Policies]

(1) The Company sets forth relevant regulations for information in relation to the execution of duties by directors. Based on relevant regulations and laws, each department in charge shall appropriately store and manage information.

[Operation Situation Outline]

(1) Based on related regulations and laws, each division in charge appropriately stores and manages information including reference materials and minutes of meeting bodies necessary for executing the duties of directors. Therefore, directors and corporate auditors are able to review the said information based on necessity. For information security, in addition, the

Company manages information according to a global information security policy. The Company reviews and updates the policy based on necessity, in light of technical standard trends.

5. Systems to Ensure that the Execution of the Duties of Employees Complies with Laws, Regulations, and the Articles of Incorporation

[Policies]

(1) The Company shall stipulate items to be complied with by employees in internal regulations and ensure that the employees execute their duties according to the stipulated items.
(2) The Company shall formulate a Code of Conduct as comprehensive ethical and legal compliance rules. The employees shall ensure that the Code of Conduct is thoroughly followed.
(3) The Company offers opportunities such as training and workshops to the employees so they can learn about matters employees should pay attention to.
(4) The Company strives to discover and prevent compliance problems by setting up a whistleblowing hotline where employees can report and consult about compliance matters.
(5) Audits shall be carried out to understand the compliance with laws, regulations, the Articles of Incorporation, and internal regulations along with the operation status of the Company's operations manual and to respond appropriately in a timely manner.

[Operation Situation Outline]

(1) Internal rules and regulations, including the Rules of Employment, Rewards and Penalty Regulations, and Basic Regulations for Personal Information Protection, stipulate matters to be complied with by employees. These regulations are available for access by employees on the intranet as well as in the employee booklet that employees are expected to carry, whenever necessary.
(2) The Company stipulated and released the Ryohin Keikaku Group Compliance Code of Conduct on the intranet. The code is also published in a booklet distributed to directors, corporate auditors, executive officers, and employees.
(3) The Company offers opportunities to employees such as e-learning courses and store manager training to learn about matters to be noted regarding personal information.
(4) The Ryohin Keikaku Group Hotline whistleblowing system is in place inside and outside the Company so employees can report compliance issues and consult with the internal contact person or an external attorney-at-law.
(5) At the Company, periodic audits take place, and the results are reported to the Board of Directors. Improvement measures have been implemented for problems found in the audits.

6. Systems to Ensure Proper Business Activities in a Business Group Comprised of the Company and Subsidiary Companies

[Policies]

(1) Systems related to reporting of matters regarding the execution of the duties of directors, etc. at subsidiary companies to the Company

The Company shall stipulate important management matters for subsidiary companies in the regulations for subsidiary companies to require prior approval or reporting of the matters to the Company. Depending on the matter, discussions shall take place at the meeting bodies of the Company or on other decision-making occasions.

(2) Regulations and other systems related to management of the risk of loss of subsidiary companies

For managing the risk of loss at subsidiary companies, the Company shall encourage subsidiary companies to implement the same initiatives as the Company does, and to set up a system that enables subsidiary companies to immediately report the risk of loss to the Company.

(3) Systems to ensure that the execution of the duties of directors, etc. at subsidiary companies is performed efficiently

The Company shall require directors of subsidiary companies to formulate medium-term and annual plans, receive information at the actual fields, create communication systems for decisions, and develop operations manuals.

(4) Systems to ensure that the execution of the duties of directors, etc. and employees at subsidiary companies complies with laws, regulations, and the Articles of Incorporation

The Company shall formulate regulations for the execution of duties at subsidiary companies and set up a reporting hotline if problems occur. The risk management situation at the Group as a whole, including subsidiary companies, shall be periodically reported to the Board of Directors. Moreover, the Company shall provide appropriate guidance to subsidiary companies based on necessity.

[Operation Situation Outline]

(1) For important management matters of subsidiary companies, the Company has established regulations for subsidiary companies such as Affiliated Company Regulations and Group Operation Approval Regulations. Based on the said regulations, the Company provides guidance to subsidiary companies and discusses and makes decisions on important management matters for subsidiary companies.

(2) For managing the risk of loss at subsidiary companies, the Company has established the Ryohin Keikaku Group Risk Management Regulations and encourages subsidiary companies to implement the same initiatives as the Company does based on the regulations. The Company has also set up a 24-hour hotline to report the risk or potential risk of loss swiftly to the Company if any.

(3) Medium-term and annual plans are formulated at subsidiary companies. Operations manuals are also being created and have been updated based on necessity. Information at the frontlines is shared with and reported to the Company.

(4) The Ryohin Keikaku Group Compliance Code of Conduct, which is applied to subsidiary companies as well, is in place. The Company ensures that the code is thoroughly understood in subsidiary companies and provides guidance to them. Moreover, the Ryohin Keikaku Group Hotline is also accessible from subsidiary companies. A 24-hour reporting hotline has also been set up to respond to problems in subsidiary companies if any. The situation is reported to the Board of Directors in Group-wide risk management reporting. Based on necessity, the Company provides appropriate guidance.

7. Systems related to Employees If a Corporate Auditor Has Requested that an Employee Be Appointed to Assist with the Duties of the Corporate Auditor, Systems related to the Independence of the Said Employees from the Directors, and Systems to Ensure the Effectiveness of Instructions Given by the Corporate Auditors to the Said Employees

[Policies]

(1) The administration division shall assist the corporate auditors in their execution of duties upon request or according to their instructions. Directors must not unreasonably restrict the provision of assistance to corporate auditors by employees from the administration division in the execution of the duties of corporate auditors upon request or according to instructions from corporate auditors.

[Operation Situation Outline]

(1) At the administration division, several employees are assigned to assist with the execution of duties by corporate auditors. Directors, in addition, do not unreasonably restrict the administration division from assisting the execution of the duties by corporate auditors.

8. Systems related to Reporting to the Corporate Auditor and Systems to Ensure that Persons Who Report Are Not Treated Disadvantageously due to Reporting

[Policies]

(1) Directors and employees shall report important matters regarding company management and business operations as well as the status and results of their business execution to corporate auditors upon request from the corporate auditors. These important matters include those related to compliance, risk, and other internal control.
(2) Persons who report to the corporate auditors shall not be treated disadvantageously due to reporting.

[Operation Situation Outline]

(1) Corporate auditors periodically have directors, executive officers, and employees, whose attendance and reporting in the Board of Auditors meetings are deemed necessary, attend and report in Board of Auditors meetings. In addition, corporate auditors attend meetings of each meeting body, including meetings that formulate division policy, based on necessity.
(2) The reporting to the corporate auditors mentioned above is not under any restrictions from other directors, executive officers, or employees. Moreover, each related regulation sets forth that persons who report to corporate auditors must not be treated disadvantageously due to reporting. Those who reported to the corporate auditors have never been treated disadvantageously.

9. Matters related to Policies concerning the Procedure for Advance Payment or Reimbursement of Expenses That Arise with regard to Execution of the Duties of the Corporate Auditors or Any Other Processing of Expenses or Obligations That Arise with regard to Execution of the Duties

[Policies]

(1) The Company shall budget the monetary amount deemed necessary by the corporate auditors for execution of their duties and pay other unexpected necessary expenses.

[Operation Situation Outline]

(1) The Company pays expenses necessary for the execution of duties by corporate auditors, such as for business trip, books, and research.

10. Other Systems to Ensure that Audits by the Corporate Auditors Are Performed Effectively

[Policies]

(1) The chief executive officer and corporate auditors shall regularly have opportunities to discuss issues and communicate with each other.
(2) A system where the accounting auditor liaises with corporate auditors shall be in place.
(3) Corporate auditors may attend meetings of each meeting body upon request and influence examination, discussion, and decision-making of each issue.

[Operation Situation Outline]

(1) The representative director and corporate auditors regularly exchange opinions and communicate with each other on management issues, risk of loss for the Company, and important audit issues.
(2) Corporate auditors regularly receive reporting on accounting audit methods and results from the accounting auditor. In addition, corporate auditors share information with the accounting auditor and internal audit division based on necessity.
(3) Corporate auditors attend statutory meetings, committee meetings including the Compliance & Risk Management Committee, and other internal meetings based on necessity, and state their opinions.

2. Basic Views on Measures for Eliminating Anti-Social Forces and Status of Development

1. Basic Views on Measures for Eliminating Anti-Social Forces

The Company shall establish a system that allows the Company to liaise with attorneys-at-law, the police, etc. in regards to anti-social forces and organizations that threaten the order and safety of the lives of citizens. The Company shall take a firm stand against anti-social forces and respond in a systematic manner.

2. Status of Development of Systems for Eliminating Anti-Social Forces

The Company liaises with attorneys-at-law, the police, etc. and periodically exchanges information with them to respond to anti-social forces and organizations that threaten the order and safety of the lives of citizens.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted

Supplementary Explanation for Applicable Items
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2. Other Matters Concerning the Corporate Governance System

[Outline of the Timely Disclosure System]

The internal timely disclosure system for the Company's information is as follows. Adhering to our basic policy of accurate, swift, fair, and appropriate information disclosure, the Company will build a long-term relationship of trust with shareholders, investors, and other stakeholders, and is engaging in investor relations to ensure that our enterprise value can be determined correctly.

- Attitude and policies of the management team

The Company formulated and released on our website the IR Policy clarifying our basic approach, criteria, and method of information disclosure to promote understanding internally and externally. For details of the IR Policy, please refer to the following URL.

https://www.ryohin-keikaku.jp/eng/ir/ir_policy/

- Timely disclosure system and procedure

The information handling manager consolidates information. Finance Division and Corporate Planning Division are the departments in charge of information disclosure. The information handling manager decides the necessity of timely disclosure of important decision items according to the Timely Disclosure Rules of the Tokyo Stock Exchange and Financial Instruments and Exchange Act. The Company discloses important matters that are deemed necessary to disclose through TDnet and on our website immediately following approval by the Board of Directors.

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