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Securities Code: 3415

April 3, 2024

To our shareholders:

Masato Tani, Representative Director and CEO  
**TOKYO BASE CO., LTD.**  
3-11-13, Minami-Aoyama, Minato-ku, Tokyo

## **Notice of the 16th Annual General Meeting of Shareholders**

We would like to inform you that the 16th Annual General Meeting of Shareholders of TOKYO BASE CO., LTD. (the “Company”) will be held as follows.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the websites below. Please access any of those websites to review the information.

The Company’s website:

<https://tokyobase.co.jp/> (in Japanese)

(From the above website, select “IR,” and then select “株主総会” (General Meeting of Shareholders) in “IR MENU.”)

Tokyo Stock Exchange website (Listed Company Search):

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

(Access the website of Tokyo Stock Exchange, Inc. by using the Internet address shown above, enter “TOKYO BASE” in “Issue name (company name)” or the Company’s securities code “3415” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

You may exercise your voting rights in writing or via the Internet instead of attending the meeting in person. Please review the Reference Documents for the General Meeting of Shareholders below, refer to the “Guide to Exercising Voting Rights” (in Japanese only), and exercise your voting rights by 6:30 p.m. on Thursday, April 18, 2024 (JST).

- 1. Date and Time:** Friday, April 19, 2024 at 10:30 a.m. (JST)  
(Reception start time: 10:00 a.m.)
- 2. Venue:** Press Room, Head Office, TOKYO BASE CO., LTD., Shin-Aoyama Tokyu Building  
11F  
3-11-13, Minami-Aoyama, Minato-ku, Tokyo

### **3. Purpose of the Meeting**

#### **Matters to be reported:**

1. Report on the Business Report, Consolidated Financial Statements and results of audits of the Consolidated Financial Statements by the financial auditors and the Audit & Supervisory Committee for the 16th fiscal year (from February 1, 2023 to January 31, 2024)
2. Report on the Non-consolidated Financial Statements for the 16th fiscal year (from February 1, 2023 to January 31, 2024)

#### **Matters to be resolved:**

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Four Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

For this General Meeting of Shareholders, the Company shall send paper-based documents stating items subject to measures for electronic provision to all shareholders regardless of whether or not delivery of paper-based documents has been requested. Among items for which measures for providing information in electronic format are to be taken, the following items are not provided in the documents to be delivered as provided for by the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company.

#### ■Business Report

- System to ensure the properness of operations and the status of operations of the system
- Basic policy on the control of the company
- Policy on the determination of dividends of surplus, etc.

#### ■Consolidated Financial Statements

- Consolidated Statements of Changes in Net Assets
- Notes to Consolidated Financial Statements

#### ■Non-consolidated Financial Statements

- Statement of Changes in Net Assets
- Notes to Non-consolidated Financial Statements

Consequently, the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements provided in the said documents consist of part of the documents that were audited by the financial auditors or the Audit & Supervisory Committee in preparing financial audit report or audit report. In addition, if revisions to the items for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website and the Tokyo Stock Exchange website shown above.

**The Company will not distribute gifts to shareholders attending the General Meeting of Shareholders.**

**Thank you for your understanding.**

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company believes that continuously working for stable dividends, while giving overall consideration to consolidated business results, internal reserves to prepare for future business development and other factors, is a key management issue.

The Company hereby proposes the year-end dividend for the fiscal year under review as follows based on this policy and after taking into consideration business results, etc. for the fiscal year under review in order to respond to the consistent support of its shareholders.

#### Year-end dividends

- (1) Type of dividend property  
Cash
- (2) Allotment of dividend property and their aggregate amount  
¥4 per common share of the Company  
Total dividends: ¥183,865,528
- (3) Effective date of dividends of surplus  
April 22, 2024

**Proposal No. 2 Election of Four Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)**

At the conclusion of this meeting, the terms of office of all three Directors (excluding Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire. Therefore, the Company proposes the election of four Directors, increasing the number of such Directors by one to promote strategic decision-making by the Board of Directors.

Furthermore, in regard to this proposal, the Audit & Supervisory Committee of the Company has determined that all candidates qualify as Director.

The candidates for the role of a Director are as follows:

Candidate No.	Name	Position	Candidate attributes
1	Masato Tani	Representative Director and CEO	Reelection
2	Katsu Takagi	Director	Reelection
3	Ayushi Kubo	General Manager, Sales Division	New election
4	Hiroaki Takashita	–	New election Outside Independent

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for outside Director

Independent: Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masato Tani (October 12, 1983)  Reelection	<p>Apr. 2006    Joined DAYTONA INTERNATIONAL Co., Ltd.</p> <p>Apr. 2007    Manager, Business Department of the firm</p> <p>Dec. 2008    Founded the Company Representative Director and CEO of the Company (current position)</p> <p>Sept. 2016    Director of TOKYO BASE HONG KONG., Ltd. (current position)</p> <p>Mar. 2019    Executive Director of TOKYO BASE CHINA CO., LTD.</p> <p>Oct. 2021    Director of TOKYO BASE CHINA CO., LTD. (current position)</p>	11,367,500 shares
<p><b>Reasons for nomination as candidate for Director</b> Mr. Masato Tani is the founding Representative Director and CEO of the Company, and he has driven the Company's growth to date. The Company believes that Mr. Tani will contribute to the Company's further growth going forward by leveraging his knowledge and experience nurtured through engaging in management thus far, demonstrating leadership to all officers and employees, and supervising important decision-making and business execution, and nominates him as a candidate for Director again.</p> <p><b>Attendance at Board of Directors meetings (number of times):</b> 100% (16 of 16 meetings)</p>			
2	Katsu Takagi (June 26, 1973)  Reelection	<p>Apr. 1996    Joined WORLD TEXTILE Co., Ltd. (currently World Co., Ltd.)</p> <p>Sept. 2005    Seconded to WORLD Fashion (China) Co., Ltd. General Manager of Corporate Planning Office</p> <p>Sept. 2012    Joined POINT Co., Ltd. (currently Adastria Co., Ltd.)</p> <p>Oct. 2012    Seconded to POINT (Shanghai) Co., Ltd. General Manager of North China region</p> <p>Feb. 2014    Seconded to Adastria Korea Co., Ltd. President and Director</p> <p>Apr. 2016    Seconded to Adastria (Shanghai) Co., Ltd. President and Director</p> <p>Apr. 2019    Joined the Company</p> <p>Jan. 2020    President and Director of TOKYO BASE CHINA CO., LTD.</p> <p>June 2020    Director of TOKYO BASE HONG KONG., Ltd. (current position)</p> <p>Oct. 2021    Executive Director of TOKYO BASE CHINA CO., LTD. (current position)</p> <p>Apr. 2022    Director of the Company (current position)</p>	5,000 shares
<p><b>Reasons for nomination as candidate for Director</b> Mr. Katsu Takagi has experience in overseas business development, including China, and through his knowledge, experience, and leadership toward all officers and employees, as well as important decision-making and supervision of business execution, accumulated so far in such areas as store opening strategies and store development for the expansion of the Company's overseas business, as well as the establishment and operation of local organizations as general manager, the Company believes that he will contribute to the further growth of the Company going forward, and nominates him as a candidate for Director again.</p> <p><b>Attendance at Board of Directors meetings (number of times):</b> 100% (16 of 16 meetings)</p>			

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Ayushi Kubo (July 2, 1988)  New election	Mar. 2011    Joined the Company	11,000 shares
		Dec. 2012    Store Manager, STUDIOUS Minamihorie Store	
Sept. 2019    General Manager, STUDIOUS Sales Division			
Mar. 2020    General Manager, Education Promotion Office			
Dec. 2020    General Manager, A+ TOKYO Business Division			
Dec. 2022    General Manager, Sales Division (current position)			
<p><b>Reasons for nomination as candidate for Director</b>  Since joining the Company as one of the Company's first hired new graduates, Mr. Ayushi Kubo cultivated a wide-ranging career through serving as a store manager, merchandiser and education promoter. From December 2022, he was appointed General Manager, Sales Division, to be in charge of physical stores of all labels in Japan and overseas. The Company believes that Mr. Kubo will contribute to the Company's further growth going forward by leveraging his knowledge and experience nurtured thus far, demonstrating leadership to all officers and employees, and supervising important decision-making and business execution, and nominates him as a candidate for Director.</p>			
4	Hiroaki Takashita (February 21, 1962)  New election Outside Independent	Feb. 1986    Representative Director of LE CIEL BLEU Co., Ltd. (currently RESTIR Inc.)	- shares
		June 2005    Representative Director of BALENCIAGA JAPAN LIMITED	
Apr. 2007    Representative Director of RESTIR Investment Co., Ltd.			
Aug. 2021    Representative Director of 246 Co., Ltd. (current position)			
<p><b>Reasons for nomination as candidate for Director</b>  Mr. Hiroaki Takashita has abundant and long-standing experience as a representative director at select shop companies and in a joint venture with a luxury brand. The Company anticipates that he can provide meaningful opinions on a wide range of issues, particularly in the creative areas, and nominates him as a candidate for outside Director.</p>			

- Notes:
1. If Mr. Hiroaki Takashita assumes the office of outside Director, the Company plans to submit notification to the Tokyo Stock Exchange concerning his designation as an independent officer, as stipulated by the said Exchange.
  2. The Company will enter into a directors and officers liability insurance policy provided for under Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages, such as compensation for damages and litigation expenses that insureds are liable for, by means of the insurance policy in the event a shareholder or a third party, etc. raises a claim for compensation for damages. If the election of each candidate is approved and they assume the office of Director, they shall be included as the insured under the said insurance policy. Furthermore, the Company plans to renew the aforementioned policy having comparable contents at the time of next renewal.
  3. If the election of Mr. Hiroaki Takashita is approved, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to Article 427, paragraph (1) of the said Act. The maximum amount of liability for damages under such agreement shall be the minimum liability amount stipulated in Article 425, paragraph (1) of the said Act.
  4. There is no special interest between any of the candidates and the Company.

[Reference]

If Proposal No. 2 is approved as proposed at this Annual General Meeting of Shareholders, the composition and expertise of the Board of Directors will be as follows.

			Corporate Management	Merchandise SCM	Sales Marketing	Over-seas Business	Organization / Human Resources Human Resources Development	IT / Digital	Finance / Accounting Financing M&A	Legal Affairs Compliance	ESG
Directors	Masato Tani	Inside	•	•	•	•	•	•	•	•	•
	Katsu Takagi	Inside	•		•	•	•			•	•
	Ayushi Kubo	Inside		•	•	•	•	•			
	Hiroaki Takashita	Outside Independent	•	•	•			•	•		
	Yozaburo Sasaki	Outside Independent	•					•	•	•	•
	Xu Jin	Outside Independent	•			•				•	•
	Koichi Matsumoto	Outside Independent	•				•		•	•	•