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(Securities code 3064)

March 8, 2022

**To Shareholders with Voting Rights:**

Masaya Suzuki  
President & CEO  
**MonotaRO Co., Ltd.**  
2-183, Takeyacho, Amagasaki, Hyogo

**NOTICE OF  
THE 22ND GENERAL SHAREHOLDERS' MEETING**

We are pleased to announce the 22nd General Shareholders' Meeting of MonotaRO Co., Ltd. (the "Company," and collectively with its subsidiaries, the "Group"). The meeting will be held for the purposes described below.

You can exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Shareholders' Meeting and exercise your voting rights.

- 1. Date and Time:** Tuesday, March 29, 2022 at 10:00 a.m., Japan time
- 2. Venue:** Naniwa banquet room, 20th floor, Hotel Granvia Osaka  
3-1-1 Umeda, Kita-ku, Osaka  
*\*Please note that the venue is different from that of the previous year.*
- 3. Meeting Agenda:**  
**Matters to be reported:**
  1. Business Report, Consolidated Financial Statements for the Company's 22nd Term (January 1, 2021 - December 31, 2021) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee
  2. Non-consolidated Financial Statements for the Company's 22nd Term (January 1, 2021 - December 31, 2021)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Amendment to the Articles of Incorporation  
**Proposal 3:** Election of Seven (7) Directors

**4. Exercise of Voting Rights**

Please refer to "Exercise of Voting Rights" on page 3.

**5. Disclosure on the Internet**

Among the documents that should be provided in conjunction with this notice, the items below are not attached hereto, but posted on the Company's website (see URL below) pursuant to the provisions of laws and regulations and Article 13 of the Articles of Incorporation of the Company. Accordingly, the documents attached hereto are part of the information audited by the Audit Committee and the Accounting Auditor as part of their preparation of their audit reports.

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

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When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Should the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements and the Reference Documents for the General Shareholders' Meeting require revisions, they will be posted on the Company's website.

The Company's website: <https://www.monotaro.com>

**Exercise of Voting Rights**

Voting rights exercisable at a general shareholders' meeting are important rights of shareholders. Shareholders are requested to exercise their voting rights after reviewing the attached Reference Documents for the General Shareholders' Meeting. Voting rights can be exercised in the following three ways:

**By mail**

Indicate your vote for or against each proposal in the enclosed Voting Rights Exercise Form and return it without affixing a stamp.

Exercise cut-off time: To be received no later than 6:00 p.m., Monday, March 28, 2022, Japan time

**By the Internet**

Enter your vote for or against each proposal in accordance with the instructions on the next page.

Exercise cut-off time: All data entry to be completed no later than 6:00 p.m., Monday, March 28, 2022, Japan time

**By attending the General Shareholders' Meeting**

Submit the enclosed Voting Rights Exercise Form at the reception desk.

Date and time: Tuesday, March 29, 2022 at 10:00 a.m., Japan time

**Multiple exercise of voting rights**

- (1) Please note that in the event that voting rights have been exercised in duplicate through both postal mail (Voting Rights Exercise Form) and the Internet, the voting rights exercised via the Internet shall prevail.
- (2) In the event that voting rights are exercised multiple times via the Internet, the last exercised vote shall prevail. Furthermore, in the event that voting rights are exercised in duplicate through a personal computer or smartphone, the last exercised vote shall prevail.

## Exercise of Voting Rights via the Internet, etc.

### Log in via QR Code

You can log in to the website for exercising voting rights without having to enter the Login ID and Temporary Password presented on the Voting Rights Exercise Form.

- 1 Please scan the QR code printed on the Voting Rights Exercise Form.  
\* QR code is a registered trademark of DENSO WAVE INCORPORATED.
- 2 Please indicate your vote for or against the proposal according to the directions on the screen.

**The QR Code may only be used once when logging in.**

If you wish to redo your vote or exercise your voting rights without using QR Code, please refer to “Entering Login ID and Temporary Password” on the right.

### Entering Login ID and Temporary Password

- 1 Please access the website for exercising voting rights.

Website for exercising voting rights:

<https://evote.tr.mufg.jp/>

- 2 Enter the Login ID and Temporary Password shown on the Voting Rights Exercise Form, then click “Log in.”
- 3 Register a new password.
- 4 Please indicate your vote for or against the proposal according to the directions on the screen.

Institutional investors may use the electronic voting platform for institutional investors operated by ICJ, Inc.

# Reference Documents for the General Shareholders' Meeting

**Proposal 1:** Appropriation of Surplus

Appropriation of surplus is proposed as described below.

Matters relating to the year-end dividend

The year-end dividend for the 22nd term is proposed as described below in consideration of the business performance for the current fiscal year and future business expansion.

<b>Type of dividend property</b>	Cash
<b>Allotment of dividend property to shareholders and the total amount thereof:</b>	5.75 yen per share of the Company's common stock Total dividends: 2,856,779,331 yen
<b>Effective date of dividends from surplus:</b>	March 30, 2022

**Proposal 2:** Amendment to the Articles of Incorporation

**1. Reason for the amendments**

- (1) As the “Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts” that came into force on June 16, 2021 newly allowed a general meeting of shareholders without a specified venue (what is commonly called a “virtual-only general meeting of shareholders”), the Company proposes to add Paragraph 2 in Article 10 of the Articles of Incorporation.

We think a virtual-only general meeting of shareholders, due to being easier for many shareholders such as those in remote locations to attend, will vitalize, streamline, and smoothen general meetings of shareholders and help prevent the spread of COVID-19.

Regarding the addition of Article 10 Paragraph 2 of the Articles of Incorporation, as it will contribute to enhancing industrial competitiveness with due care to securing shareholders’ interests, the Company has obtained confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that it meets the requirements stipulated in Ministry of Economy, Trade and Industry ordinances and Ministry of Justice ordinances.

- (2) The Company proposes to amend the Articles of Incorporation as follows due to the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format as the revised provisions set forth in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No.70 of 2019) will come into force on September 1, 2022.

- (i) The Company intends to establish the proposed revision of Article 13 (ELECTRONIC PROVISION MEASURE) Paragraph 1 of the Articles of Incorporation, as it will be obligated to stipulate in the Articles of Incorporation that it shall take measures for providing information contained in reference documents and such like for the general meeting of shareholders in electronic format.
- (ii) The Company plans to establish the proposed revision of Article 13 (ELECTRONIC PROVISION MEASURE) Paragraph 2 of the Articles of Incorporation. This is in order to limit the scope of matters to be stated in the paper-based documents to be delivered to shareholders requesting delivery of the paper-based documents to what is stipulated in Ministry of Justice ordinances, among matters for which measures are taken for providing information contained in reference documents and such like for the general meeting of shareholders in electronic format.
- (iii) The Company will eliminate Article 13 (PUBLIC NOTICE ON WEB SITE) of the current Articles of Incorporation as the article will become unnecessary after the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.
- (iv) The Company will put in place supplementary provisions on the effect of the provision to be established and the provision to be eliminated as set forth above. These supplementary provisions will be eliminated after a specified date passes.

2. Details of the amendments

The details of the amendments are as follows.

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed amendments
<p>ARTICLE 10 NOTIFICATION OF CALL An ordinary shareholders' meeting of the Company shall be convened within three (3) months of the next day after the day of closing of each fiscal year, and an extraordinary general meeting of shareholders shall be held whenever necessary.  (Newly established)</p> <p><u>ARTICLE 13 PUBLIC NOTICE ON WEB SITE</u> The Company, on the convocation of the shareholders' meeting, shall disclose the information through web site on the business report, financial statements and other relevant documents according to the ordinance of the Ministry of Justice.  (Newly established)</p> <p>(Newly established) (Newly established)</p>	<p>ARTICLE 10 NOTIFICATION OF CALL (i) An ordinary shareholders' meeting of the Company shall be convened within three (3) months of the next day after the day of closing of each fiscal year, and an extraordinary general meeting of shareholders shall be held whenever necessary. (ii) <u>The Company may hold its general meeting of shareholders without a specified venue.</u>  (Deleted)</p> <p><u>ARTICLE 13 ELECTRONIC PROVISION MEASURE</u> (i) <u>The Company shall take a measure for providing information contained in reference documents and such like for the general meeting of shareholders in electronic format.</u> (ii) <u>In paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents no later than the record date for voting rights, the Company is not required to state all or some of the matters stipulated in Ministry of Justice ordinances, among matters for which the measures for providing information in electronic format will be taken.</u> (SUPPLEMENTARY PROVISION) <u>ARTICLE 1 (TRANSITIONAL MEASURES REGARDING PROVISION OF INFORMATIONAL MATERIALS FOR GENERAL MEETING OF SHAREHOLDERS IN ELECTRONIC FORMAT)</u> (i) <u>The elimination of Article 13 (PUBLIC NOTICE ON WEB SITE) of the Articles of Incorporation and the establishment of Article 13 (ELECTRONIC PROVISION MEASURE) of the Articles of Incorporation shall come into effect on September 1, 2022.</u> (ii) <u>Notwithstanding the provision of the preceding paragraph, Article 13 (PUBLIC NOTICE ON WEB SITE) of the Articles of Incorporation shall still remain in force regarding any general meeting of shareholders held on a date within six (6) months from September 1, 2022.</u></p>

	<p><u>(iii) The provision of this article shall be eliminated on the date when six (6) months have elapsed from September 1, 2022 or three (3) months have elapsed from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>
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**Proposal 3: Election of Seven (7) Directors**

The terms of office of all seven (7) Directors will expire at the conclusion of this General Shareholders' Meeting. Accordingly, the election of seven (7) Directors is proposed in accordance with the decision made by the Nomination Committee.

The candidates for Director are as follows:

No.	Name	Position and responsibilities at the Company	Significant concurrent positions	
1	Kinya Seto	Director & Chairman Compensation Committee Member	Director, Representative Executive Officer, President & CEO, LIXIL Corporation	Reelection
2	Masaya Suzuki	Director President & CEO	Managing Director, Endless Assortment Business, W.W. Grainger, Inc.	Reelection
3	Masahiro Kishida	Director Chairperson, Compensation Committee Nomination Committee Member	Representative in Japan, Russell Reynolds Associates Japan, Inc.	Reelection Outside Independent
4	Tomoko Ise	Director Chairperson, Audit Committee	Partner, TMI Associates Osaka Office	Reelection Outside Independent
5	Mari Sagiya	Director Compensation Committee Member Audit Committee Member	–	Reelection Outside Independent
6	Hiroshi Miura	–	–	New election Outside Independent
7	Barry Greenhouse	Director Nomination Committee Member	Senior Vice President, Global Supply Chain & Customer Experience, W.W. Grainger, Inc.	Reelection

Reelection

Candidate for Director to be reelected

New election

Candidate for Director to be newly elected



Outside

Candidate for outside Director



Independent

Candidate for independent officer as defined by the Tokyo Stock Exchange

No.	Name (Date of birth) Responsibilities	Career summary and positions (Significant concurrent positions)	Number of shares of the Company held
1	<p data-bbox="236 712 400 770">Kinya Seto (June 25, 1960)</p>  <p data-bbox="185 1043 453 1102">Compensation Committee Member</p> <p data-bbox="261 1128 376 1160"><u>Reelection</u></p>	<p data-bbox="472 264 1302 689"> April 1983    Joined Sumitomo Corporation  July 1990    Specialty Iron &amp; Steel Products Mgr., Sumitomo Corporation of Americas  July 1992    Vice President, Sales Dept., Precision Bar Service, INC.  May 1997    President &amp; Representative Director, Iron Dynamics Process International LLC  September 1999    E-commerce Team Mgr., Business Planning Dept., Iron &amp; Steel Div., No. 1, Sumitomo Corporation  October 2000    Director, the Company  June 2001    President &amp; Representative Director, the Company  March 2006    Director, President &amp; CEO, the Company  November 2010    Director (part-time), Zoro Tools, Inc.  August 2011    President &amp; Representative Director, K-engine Corporation  March 2012    President &amp; Representative Director, Grainger Asia Pacific K.K.  October 2013    Director, Chairman &amp; CEO, the Company  December 2013    Senior Vice President, W.W. Grainger, Inc.  CEO, GWW UK Online Ltd. (present Grainger Global Online Business Ltd.)  March 2014    Director &amp; Chairman, the Company (to present)  January 2016    Representative Executive Officer &amp; COO, LIXIL Group Corporation  February 2016    Director, President &amp; CEO, LIXIL Corporation  February 2016    Director, Grainger Asia Pacific K.K.  June 2016    Director, Representative Executive Officer, President &amp; CEO, LIXIL Group Corporation  November 2018    Director, Representative Executive Officer, President, LIX-IL Group Corporation  April 2019    Director, LIXIL Group Corporation  June 2019    Director, Representative Executive Officer, President &amp; CEO, LIXIL Group Corporation (present LIXIL Corporation) (to present)  Representative Director, Chairman, and Chairperson of the Board, LIXIL Corporation  April 2020    Representative Director, Chairman, President &amp; CEO, and Chairperson of the Board, LIXIL Corporation </p> <p data-bbox="472 1366 1302 1606"> (Reasons for nominating Mr. Kinya Seto as a candidate for Director)  Mr. Seto is the founder of the Company and led the management as President &amp; CEO for over 10 years (He held the position of President &amp; Representative Director of the Company before it became a company with Nomination Committees and other committees.). Mr. Seto has deep insight into business and abundant experience as a leader of several companies, and the Company requests that he continue to serve as a Director of the Company and utilize his experience for its management. </p>	1,974,400

2	<p>Masaya Suzuki (July 24, 1975)</p>  <p>Reelection</p>	<p>April 1998      Joined Sumitomo Corporation November 2000      Seconded to the Company; System Team Manager, the Company March 2006      Advanced Materials and Specialty Iron &amp; Steel Trade Dept., Sumitomo Corporation May 2006      EC Business Dept., No. 2, Rakuten, Inc. November 2006      Marketing Team Manager, Bookmedia Dept., Rakuten, Inc. April 2007      General Manager, Marketing Dept., the Company March 2008      Executive Officer and General Manager, Marketing Dept., the Company August 2011      Director, K-engine Corporation March 2012      Director, President &amp; COO, the Company. (to present) January 2013      Director, NAVIMRO Co., Ltd. (to present) August 2016      Director, PT Sumisho E-Commerce Indonesia (present PT MONOTARO INDONESIA) (to present) February 2018      Chairman, ZORO Shanghai Co., Ltd July 2018      Outside director, Smaregi, Inc. February 2020      Managing Director, Endless Assortment Business, W.W. Grainger, Inc. (to present) November 2020      Director, IB MONOTARO PRIVATE LIMITED (to present)</p> <p>(Grounds for nominating Mr. Masaya Suzuki as a candidate for Director) Mr. Suzuki has been leading the Company as President &amp; COO since 2012 (President &amp; CEO since 2014). Further, Mr. Suzuki possesses abundant knowledge and experience in businesses and operations of the Company and has sufficiently fulfilled his role as Director and CEO. Therefore, the Company requests that Mr. Suzuki continue to serve as a Director of the Company.</p>	1,596,247
3	<p>Masahiro Kishida (March 30, 1961)</p>  <p>Chairperson, Compensation Committee and Nomination Committee Member</p> <p>Reelection Outside Independent</p>	<p>April 1983      Joined PARCO CO., LTD. May 1992      Joined The Japan Research Institute, Limited July 1996      Joined Booz, Allen &amp; Hamilton Inc. (present Booz &amp; Company Inc.) October 2002      Partner, Roland Berger Ltd. September 2006      Partner, Booz, Allen &amp; Hamilton Inc. (present Booz &amp; Company Inc.) March 2012      Director, the Company (to present) April 2013      Partner, A.T. Kearney, K.K. January 2014      CEO and Representative Director, A.T. Kearney, K.K. January 2018      Member of the Board, A.T. Kearney Ltd. January 2021      Representative in Japan, Russell Reynolds Associates Japan, Inc. (to present)</p> <p>(Grounds for nominating Mr. Masahiro Kishida as a candidate for Outside Director and overview of expected roles) The Company proposes the re-election of Mr. Masahiro Kishida as an Outside Director in the expectation that he will apply his expertise and extensive experience in corporate management and marketing policies as a management consultant to the management of the Company. It is hoped that, after being elected, Mr. Kishida will monitor and supervise the management of the Company from an independent standpoint by leveraging his expertise as a management consultant.</p>	0

4	<p>Tomoko Ise (June 18, 1978)</p>  <p>Chairperson, Audit Committee</p> <p>Reelection Outside Independent</p>	<p>October 2004 Admitted to the bar Joined TMI Associates</p> <p>August 2014 Joined Pillsbury Winthrop Shaw Pittman LLP</p> <p>June 2015 Returned to TMI Associates</p> <p>January 2019 Counsel, TMI Associates</p> <p>March 2020 Director, the Company (to present)</p> <p>November 2021 Counsel, TMI Associates Osaka Office</p> <p>January 2022 Partner, TMI Associates Osaka Office (to present)</p> <p>(Grounds for nominating Ms. Tomoko Ise as a candidate for Outside Director and overview of expected roles)</p> <p>The Company proposes the re-election of Ms. Tomoko Ise as an Outside Director in the expectation that she will apply her expertise and abundant experience as a lawyer to the management of the Company. It is hoped that, after being elected, Ms. Ise will monitor and supervise the management of the Company from an independent standpoint by leveraging her expertise as a lawyer. Although Ms. Ise has not previously been directly involved in management of a company, the Company deems that she will properly carry out her duties as an Outside Director for the reasons stated above.</p>	0
5	<p>Mari Sagiya (November 16, 1962)</p>  <p>Compensation Committee Member Audit Committee Member</p> <p>Reelection Outside Independent</p>	<p>April 1985 Joined IBM Japan, Ltd.</p> <p>July 2002 Director, IBM Japan, Ltd.</p> <p>July 2005 Vice President, IBM Japan, Ltd.</p> <p>July 2014 Vice President, SAP Japan Co., Ltd.</p> <p>January 2016 Vice President, salesforce.com Co., Ltd.</p> <p>June 2019 Outside Director, Mizuho Leasing Company, Limited (to present) Outside Director, Kokusai Pulp &amp; Paper Co., Ltd. (to present)</p> <p>March 2020 Director, the Company (to present)</p> <p>June 2021 Outside Director, JBCC Holdings Inc. (to present)</p> <p>(Grounds for nominating Ms. Mari Sagiya as a candidate for Outside Director and overview of expected roles)</p> <p>The Company proposes the re-election of Ms. Mari Sagiya as an Outside Director in the expectation that she will apply her broad insight and abundant experience gained at senior management positions in multiple IT companies to the management of the Company. It is hoped that, after being elected, Ms. Sagiya will monitor and supervise the management of the Company from an independent standpoint by leveraging her extensive knowledge and experience as a former management executive at an IT-related company.</p>	0

6	<p>Hiroshi Miura (April 16, 1959)</p>  <p><b>New election</b> <b>Outside</b> <b>Independent</b></p>	<p>April 1985      Joined Eiwa Audit Corporation (present KPMG AZSA LLC)  August 1989      Registered as a certified public accountant  February 1992    Seconded to New York Office of Arthur Andersen LLP  June 2006        Representative Partner of KPMG AZSA &amp; Co. (present KPMG AZSA LLC)  July 2009        Seconded to KPMG London Office (Head of EMA Global Japanese Practice (GJP))  October 2013    Executive Board Member of KPMG AZSA LLC  July 2019        Executive Officer of KPMG AZSA LLC  June 2021        Outside Audit &amp; supervisory Board Member of MARUWA UNYU KIKAN CO., LTD. (to present)  July 2021        Representative CPA of Global Management Advisory Office (to present)  August 2021     Managing Director of Plante &amp; Moran Japan, LLC (to present)  November 2021   Executive Director of ORIX JREIT Inc. (to present)</p> <p>(Grounds for nominating Mr. Hiroshi Miura as a candidate for Outside Director and overview of expected roles)  The Company proposes the new election of Mr. Hiroshi Miura as an Outside Director in the expectation that he will apply his expertise and extensive experience as a certified public accountant to the management of the Company. It is hoped that, after being elected, Mr. Miura will monitor and supervise the management of the Company from an independent standpoint by leveraging his expertise as a certified public accountant.</p>	0
7	<p>Barry Greenhouse (October 5, 1973)</p>  <p>Nomination Committee Member <b>Reelection</b></p>	<p>July 1996        Joined Heinz Pet Products  July 1997        Joined McMaster-Carr Supply Company  January 2000    Joined Webvan  January 2001    Joined McMaster-Carr Supply Company  September 2004 Joined W.W. Grainger, Inc.  December 2005 Director, W.W. Grainger, Inc.  August 2012    Senior Director, W.W. Grainger, Inc.  September 2013 Vice President, W.W. Grainger, Inc.  September 2017 Senior Vice President, Global Supply Chain, W.W. Grainger, Inc.  November 2019 Senior Vice President, Global Supply Chain &amp; Customer Experience, W.W. Grainger, Inc. (to present)  March 2020     Director, the Company (to present)</p> <p>(Grounds for nominating Mr. Barry Greenhouse as a candidate for Director)  Mr. Barry Greenhouse has expertise and abundant experience in the field of distribution, as well as overseeing the global supply chain department at W.W. Grainger, Inc., the parent company of the Company. The Company proposes his re-election as a Director of the Company to utilize his experience for its business. The Company notes that Mr. Greenhouse has been sent to the Company from W.W. Grainger, Inc., the parent company of the Company.</p>	0

(Notes)

1. Mr. Kinya Seto, a candidate for Director, is a Director, Representative Executive Officer, President & CEO at LIXIL Corporation. The Company engages in selling and purchasing products with LIXIL Corporation; however, the amount of transactions is only below 1% of consolidated net sales (or consolidated sales revenue) of the Company or LIXIL Corporation, which is quite small.  
There are no special relationships between the other candidates and the Company.
2. Mr. Masaya Suzuki and Mr. Barry Greenhouse, candidates for Director, are business executives at W.W. Grainger, Inc., which is the parent company of the Company, and their positions and responsibilities are as stated above under “Career summary, positions and responsibilities at the Company (Significant concurrent positions).”
3. The legal name of Ms. Tomoko Ise, a candidate for Director, registered in the family register is Tomoko Tanaka.
4. The legal name of Ms. Mari Sagiya, a candidate for Director, registered in the family register is Mari Itaya.
5. The Company has concluded liability limitation agreements with Mr. Masahiro Kishida, Ms. Tomoko Ise, and Ms. Mari Sagiya, candidates for Director, pursuant to Article 427, paragraph (1) of the Companies Act to limit the liability for damages under Article 423, paragraph (1) of that Act. The upper limit on liability for damages under these agreements will be the total of the amounts prescribed in the items of Article 425, paragraph (1) of the Companies Act. The Company

will continue these agreements with Mr. Masahiro Kishida, Ms. Tomoko Ise, and Ms. Mari Sagiya, candidates for Director, subject to the approval of their reelection as Director. The upper limit on liability for damages under these agreements will be the total of the amounts prescribed in the items of Article 425, paragraph (1) of the Companies Act. If the election of Mr. Hiroshi Miura, a candidate for Director, is approved, the Company plans to enter into the same liability limitation agreement with him.

6. The Company has entered into a contract of Directors and Officers Liability Insurance (D&O Insurance) with an insurance agency, as provided for in Article 430-3, paragraph (1) of the Companies Act. This insurance policy covers damages arising when an insured person, which includes Directors of the Company, receives a claim for compensation for damages originating from actions in the execution of their duties and bears legal responsibility for the compensation for damages (however, this excludes such situations in which the claim originates from actions carried out with full knowledge that such actions were unlawful, etc.). If each candidate for Director is elected and assumes office as Director, they will be insured persons under this insurance policy. Furthermore, the Company plans to renew the insurance policy with the same details at the time of the next renewal in March 2023.
7. Mr. Masahiro Kishida, Ms. Tomoko Ise, Ms. Mari Sagiya, and Mr. Hiroshi Miura, candidates for Director, are candidates for Outside Directors. The Company has designated candidates for Director Mr. Masahiro Kishida, Ms. Tomoko Ise, and Ms. Mari Sagiya as independent officers in accordance with the provisions of the Tokyo Stock Exchange, and registered them as such at the Exchange. As Mr. Hiroshi Miura, a candidate for Director, satisfies the requirements of independent officer in accordance with the provisions of the Tokyo Stock Exchange, the Company will register him as independent officer at the Exchange, subject to the approval of his election.
8. At the conclusion of this General Shareholders' Meeting, the terms of office held as Outside Director will be ten (10) years for Mr. Masahiro Kishida, two (2) years for Ms. Tomoko Ise, and two (2) years for Ms. Mari Sagiya.
9. The number of shares of the Company held by Mr. Masaya Suzuki, a candidate for Director, includes the number of shares actually held by the shareholding association and those held under the name of the SMBC Trust Bank Ltd., Designated Securities Trust.

(Reference) Skill matrix of candidates for Directors

Name	Corporate management	Finance and accounting	Legal affairs and risk management	Overseas business	Marketing	Supply chain	IT and digital
Kinya Seto	•	•	•	•	•	•	•
Masaya Suzuki	•	•	•	•	•	•	•
Masahiro Kishida	•			•	•		
Tomoko Ise			•	•			
Mari Sagiya	•			•	•		•
Hiroshi Miura	•	•		•			
Barry Greenhouse	•			•		•	

## **Business Report**

(January 1, 2021 - December 31, 2021)

### **1. Overview of the Group**

#### **(1) Business Progress and Results**

The Japanese economy during the fiscal year ended December 31, 2021 remained uncertain in its outlook due to concerns about resurging cases of COVID-19 and concerns over effects on the economy from supply shortages of parts such as semiconductors, although government economic and monetary policies provided some support.

In this economic environment, the Company has continually concentrated on acquiring new customers aggressively mainly through internet advertisements (paid listings) and internet search engine optimization (SEO), which can improve the position of the Company's website on the search engines. We also conducted promotion activities including direct mail using e-mail and mail flyers, daily special prices, and the publication and distribution of catalogs. In terms of catalogs, we newly published *REDBOOK vol. 17 Spring Edition* in late February, divided into 13 volumes with 180 thousand items and approximately 2.9 million issues available in total, *MonotaRO Selection Catalog* with 12 thousand rigorously selected items in July and we also published *REDBOOK 2021 Autumn Edition vol. 17* in late September, divided into 10 volumes with 266 thousand items and approximately 2.8 million issued available in total. In addition, we broadcasted TV commercials in a few specific geographic areas, to enhance our visibility much further.

Furthermore, the total number of product lineup of the Company reached approximately 18 million items in total and 497 thousand items in stock which are available for the same day shipment to meet the increase in demand corresponding to the expansion of our customer base as of the end of the fiscal year ended December 31, 2021. To step up our logistics platform, we put the Ibaraki Chuou Satellite Center into operation (total floor space of 49,000 square meters) in March. It has a function to serve as a backyard for imported goods and shipping of high-demand products.

In addition, in relation to the sales of MRO products to large customers through the integrated purchase systems, both the number of customers and the amount of sales steadily increased.

Consequently, we have successfully obtained 1,278,545 newly registered accounts for the fiscal year ended December 31, 2021 and the number of registered accounts totaled 6,779,319 as of the end of the fiscal year ended December 31, 2021.

In addition, NAVIMRO Co., Ltd., which is our Korean subsidiary, aggressively engaged in acquiring new customers mainly through paid listings and focused on increasing both its product lineup and the number of products in stock in order to expand its customer base.

All of our efforts mentioned above resulted in net sales of 189,731 million yen (20.6% increase from the previous fiscal year), operating income of 24,129 million yen (23.1% increase from the previous fiscal year), ordinary income of 24,302 million yen (23.5% increase from the previous fiscal year), and net income attributable to owners of the parent of 17,552 million yen, a corresponding 27.5% increase.

(Note) The number of accounts represents the number on a non-consolidated basis.



**(2) Capital Investments**

The amount of investments of the Company for the fiscal year totaled 12,736 million yen which consists of the construction and capability enhancement of the Ibaraki Chuou Satellite Center and distribution centers, software improvement for increasing the number of customers and orders and improvements of core system and usability of our website corresponding to technological innovation. The payments for these investments are made by our own funds and long-term loans payable.

**(3) Fund Procurement**

Not applicable.

**(4) Trends in Assets and Income****(i) Trends in assets and income of the Group**

Classification		19th term ended December 31, 2018	20th term ended December 31, 2019	21st term ended December 31, 2020	22nd term ended December 31, 2021 (Consolidated fiscal year under review)
Net sales	(Millions of yen)	109,553	131,463	157,337	189,731
Net income at- tributable to owners of the parent	(Millions of yen)	9,515	10,984	13,771	17,552
Net income per share	(Yen)	38.32	44.23	55.44	35.33
Total assets	(Millions of yen)	50,706	59,691	81,263	95,789
Net assets	(Millions of yen)	29,838	37,512	47,658	60,283
Net assets per share	(Yen)	119.07	149.15	188.25	119.33

- (Notes)
1. Net sales do not include any consumption taxes.
  2. In the 19th term, the Company implemented a 2-for-1 share split on October 1, 2018, and net income per share and net assets per share were calculated on the assumption that the share split was made at the beginning of the 19th term.
  3. In the 22nd term, the Company implemented a 2-for-1 share split on April 1, 2021, and net income per share and net assets per share were calculated on the assumption that the share split was made at the beginning of the 22nd term.
  4. Net income per share and net assets per share are calculated by excluding the number of treasury stock.

**(ii) Trends in assets and income of the Company**

Classification		19th term ended December 31, 2018	20th term ended December 31, 2019	21st term ended December 31, 2020	22nd term ended December 31, 2021 (Fiscal year under re- view)
Net sales	(Millions of yen)	105,331	126,543	151,798	182,472
Net income	(Millions of yen)	9,825	11,309	13,139	17,701
Net income per share	(Yen)	39.56	45.53	52.89	35.63
Total assets	(Millions of yen)	51,585	60,605	80,962	95,154
Net assets	(Millions of yen)	31,166	39,000	48,138	60,661
Net assets per share	(Yen)	125.35	156.81	193.50	121.90

- (Notes)
1. Net sales do not include any consumption taxes.

2. In the 19th term, the Company implemented a 2-for-1 share split on October 1, 2018, and net income per share and net assets per share were calculated on the assumption that the share split was made at the beginning of the 19th term.
3. In the 22nd term, the Company implemented a 2-for-1 share split on April 1, 2021, and net income per share and net assets per share were calculated on the assumption that the share split was made at the beginning of the 22nd term.
4. Net income per share and net assets per share are calculated by excluding the number of treasury stock.

**(5) Significant Parent Company and Subsidiaries**

(i) Relationship with parent company

Our parent company is W.W. Grainger, Inc. which, indirectly through its wholly owned subsidiary Grain-ger Global Holdings, Inc., holds 250,112,000 shares of the Company (percentage of the total number of voting rights held by shareholders is 50.35%).

(ii) Significant subsidiaries

Company name	Capital	The Company's percentage of equity participation	Principal business
NAVIMRO Co., Ltd.	KRW 17 billion	100.0%	Selling MRO products
PT MONOTARO INDONESIA	IDR 296.111 billion	51.0%	Selling MRO products
IB MONOTARO PRIVATE LIMITED	INR 31 million	51.6%	Selling MRO products

- (Notes)
1. Through the incremental investment by the Company and Sumitomo Corporation in March 2021, the amount of the capital for PT MONOTARO INDONESIA reached IDR 296.111 billion.
  2. In August 2021, the capital of IB MONOTARO PRIVATE LIMITED stood at INR 31 million as a result of exercising the conversion option on mandatory convertible bonds.
  3. ZORO Shanghai Co., Ltd. was excluded from the list of consolidated subsidiaries because its liquidation was completed in September 2021.

**(6) Issues to be Addressed**

While economic conditions show a recovery trend to some extent, mid-to-small manufacturers, the Group's major customers, still remain under a severe business environment. In order to continue strong growth in this economic environment, we have adopted the following strategies.

(i) Acquisition of new customers and improvement of customer lifetime value

For the Group, acquisition of new customers remains the largest source of growth. We will strive to acquire new customers aggressively based on our data and knowledge accumulated in association with the growth of the Group's business mainly through internet advertisements on the search engines and internet search engine optimization (SEO), which can improve our website's position on search results. In addition, based on customer lifetime value predictions from product search trends and other data, we will strive to improve lifetime value of our new customers through optimization of resources invested in marketing.

(ii) Management of products in consideration of both the satisfaction of customers' demand and profitability

As our customer base continues to grow, the products that are in high demand have diversified. Thus, we will expand our product lineup including the so-called long tail products that are purchased less frequently by accurately grasping the customers' diversifying demands, and will expand into new categories to further grow our customer base. We will also aggressively promote the adoption of private label items by capitalizing on our expanding product volume in line with the growth of the Group's business to offer products with stable qualities at low prices to customers and endeavor to improve the profitability of the Group.

(iii) More precise database marketing and provision of product searchability

By utilizing the data accumulated in line with the growth of the Group's business and conducting deeper analysis of such data, we will strive to further meet our customers' purchase needs and conduct promotion activities with higher effectiveness. In addition, we will continuously improve product searchability and usability of the Group's website by using advanced technologies in the rapidly-advancing information

and data analysis field so that each of our customers can find and order the products they need as easily as possible.

(iv) Reinforcement of distribution infrastructure as basis of growth

Same-day dispatch of ordered products for quick delivery to our customers is one of our important advantages. Accordingly, as our business continues to grow, improving shipping capacity at our distribution centers and increasing the number of products in stock are essential for stable and prompt delivery of our products. The Group started full operation of “Amagasaki Distribution Center” in 2014, “Kasama Distribution Center” in Ibaraki which is equipped with self-guided robots in 2017, followed by “Ibaraki Chuou Satellite Center” in 2021. The “Inagawa Distribution Center” will be operated from 2022. We will further establish distribution bases such as transfer centers in other regions while controlling costs appropriately in order to develop a distribution network that brings forth higher levels of convenience.

(v) Promotion of overseas business

NAVIMRO Co., Ltd., which is our Korean subsidiary, has aggressively promoted customer acquisition activities since the start of its business in 2013. It has successfully expanded its customer base and promoted the expansion of its product lineup and products in stock. We will continue to implement measures to achieve business growth. As for PT MONOTARO INDONESIA, our subsidiary in Indonesia of which we acquired shares in 2016, and IB MONOTARO PRIVATE LIMITED, our subsidiary in India of which we acquired shares in 2020, we will further promote our efforts to establish and expand their respective business bases.

(7) **Principal Business** (As of December 31, 2021)

Sale of industrial MRO products mainly through the internet.

(8) **Principal Business Locations** (As of December 31, 2021)

(i) The Company

Headquarters: 2-183, Takeyacho, Amagasaki, Hyogo

Amagasaki Distribution Center: 75-1, Nishimukoujimacho, Amagasaki, Hyogo

Kasama Distribution Center: 1877-3, Tairamachi, Kasama, Ibaraki

Ibaraki Chuou Satellite Center: 3-8, Chuo Kogyo Danchi, Ibarakimachi, Higashi Ibaraki-gun, Ibaraki

(ii) Subsidiaries

NAVIMRO Co., Ltd., the Seoul Special City, the Republic of Korea

PT MONOTARO INDONESIA, Jakarta, the Republic of Indonesia

IB MONOTARO PRIVATE LIMITED, New Delhi, India

(9) **Employees** (As of December 31, 2021)

(i) Employees of the Group

Number of employees	Increase/decrease from previous consolidated fiscal year-end	Average age	Average years of service
2,394	+324	34.8 years old	3.8 years

- (Notes)
1. Number of employees includes the number of part-time workers of 1,400.
  2. Average age and Average years of service are calculated based on only the permanent employees.
  3. The increase of 324 employees was due to the new hiring corresponding to the sales growth.
  4. Other than above, the Company had 514 temporary workers.

(ii) Employees of the Company

Number of employees	Increase/decrease from previous fiscal year-end	Average age	Average years of service
1,988	+193	36.8 years old	4.9 years

- (Notes)
1. Number of employees includes the number of part-time workers of 1,400.

2. Average age and Average years of service are calculated based on only the permanent employees.
3. The increase of 193 employees was due to the new hiring corresponding to the sales growth.
4. Other than above, the Company had 397 temporary workers.

**(10) Principal Lenders (As of December 31, 2021)**

Lender	Amount borrowed
MUFG Bank, Ltd.	9,000 million yen
Total	9,000 million yen

## 2. Status of Shares (As of December 31, 2021)

(1) Total Number of Shares Authorized to be Issued 675,840,000 shares

(2) Total Number of Issued Shares 501,275,000 shares

- (Notes)
1. With the implementation of a 2-for-1 share split, the total number of issued shares increased by 250,631,000 shares.
  2. The total number of issued shares increased by 13,000 shares in total due to the exercise of stock option after the share split.

(3) Number of Shareholders 35,042 persons

### (4) Major Shareholders (Top Ten Shareholders)

Shareholder name	Number of shares held	Shareholding ratio
GRAINGER GLOBAL HOLDINGS, INC.	250,112,000 shares	50.34%
The Master Trust Bank of Japan, Ltd. (Trust Account)	39,649,300 shares	7.98%
Custody Bank of Japan, Ltd. (Trust Account)	15,781,800 shares	3.18%
SSBTC CLIENT OMNIBUS ACCOUNT	15,160,134 shares	3.05%
STATE STREET BANK AND TRUST COMPANY 505001	7,266,272 shares	1.46%
STATE STREET BANK WEST CLIENT - TREATY 505234	5,682,026 shares	1.14%
JP MORGAN CHASE BANK 385632	4,731,349 shares	0.95%
STATE STREET BANK AND TRUST COMPANY 505103	4,209,262 shares	0.85%
CITIBANK, N.A.-NY, AS DEPOSITARY BANK FOR DEPOSITARY SHARE HOLDERS	4,182,916 shares	0.84%
The Dai-ichi Life Insurance Company, Limited	3,936,800 shares	0.79%

(Note) Shareholding ratio is calculated after treasury shares (4,443,812 shares) are deducted.

### (5) Shares Issued to Officers of the Company as Compensation for Their Execution of Duties During the Fiscal Year Under Review

	Number of shares	Number of recipients
Executive Officers	33,090 shares	7

(Note) The details of the stock compensation of the Company are stated on page 28 in “4. (2) (i) Compensation, Etc. for Directors and Executive Officers” of the Business Report.

### 3. Subscription Rights to Shares, Etc.

#### (1) Subscription Rights to Shares Held by Officers of the Company Issued as Compensation for Their Execution of Duties (As of December 31, 2021)

		8th Subscription Rights to Shares	9th Subscription Rights to Shares
Date of resolution of issuance		April 27, 2012	June 21, 2013
Number of subscription rights to shares		19	76
Class and number of shares to be issued upon exercise of subscription rights to shares		Common stock 30,400 shares (1,600 shares per subscription right to shares)	Common stock 60,800 shares (800 shares per subscription right to shares)
Amount paid for subscription rights to shares		No consideration	No consideration
Value of property to be contributed upon exercise of subscription rights to shares		1,600 yen per subscription right to shares (1 yen per share)	800 yen per subscription right to shares (1 yen per share)
Amount to be incorporated into the stated capital when issuing shares upon exercise of subscription rights to shares		39 yen per share	169 yen per share
Exercise period		From May 1, 2014 to March 31, 2022	From July 1, 2015 to May 31, 2023
Conditions for exercise of subscription rights to shares		(Note)	(Note)
Officer holdings	Directors and Executive Officers	Number of subscription rights to shares 9 Number of shares to be issued upon exercise of subscription rights to shares 14,400 shares Number of holders 1	Number of subscription rights to shares 11 Number of shares to be issued upon exercise of subscription rights to shares 8,800 shares Number of holders 1

		10th Subscription Rights to Shares	11th Subscription Rights to Shares
Date of resolution of issuance		July 29, 2014	July 29, 2015
Number of subscription rights to shares		69	24
Class and number of shares to be issued upon exercise of subscription rights to shares		Common stock 55,200 shares (800 shares per subscription right to shares)	Common stock 19,200 shares (800 shares per subscription right to shares)
Amount paid for subscription rights to shares		No consideration	No consideration
Value of property to be contributed upon exercise of subscription rights to shares		800 yen per subscription right to shares (1 yen per share)	800 yen per subscription right to shares (1 yen per share)
Amount to be incorporated into the stated capital when issuing shares upon exercise of subscription rights to shares		177 yen per share	374 yen per share
Exercise period		From August 15, 2017 to June 30, 2024	From August 21, 2018 to June 30, 2025
Conditions for exercise of subscription rights to shares		(Note)	(Note)
Officer holdings	Directors and Executive Officers	Number of subscription rights to shares 5 Number of shares to be issued upon exercise of subscription rights to shares 4,000 shares Number of holders 1	Number of subscription rights to shares 3 Number of shares to be issued upon exercise of subscription rights to shares 2,400 shares Number of holders 1

		12th Subscription Rights to Shares	13th Subscription Rights to Shares
Date of resolution of issuance		July 28, 2016	July 28, 2017
Number of subscription rights to shares		44	34
Class and number of shares to be issued upon exercise of subscription rights to shares		Common stock 17,600 shares (400 shares per subscription right to shares)	Common stock 13,600 shares (400 shares per subscription right to shares)
Amount paid for subscription rights to shares		No consideration	No consideration
Value of property to be contributed upon exercise of subscription rights to shares		400 yen per subscription right to shares (1 yen per share)	400 yen per subscription right to shares (1 yen per share)
Amount to be incorporated into the stated capital when issuing shares upon exercise of subscription rights to shares		322 yen per share	409 yen per share
Exercise period		From August 26, 2019 to June 30, 2026	From August 25, 2020 to June 30, 2027
Conditions for exercise of subscription rights to shares		(Note)	(Note)
Officer holdings	Directors and Executive Officers	Number of subscription rights to shares 11 Number of shares to be issued upon exercise of subscription rights to shares 4,400 shares Number of holders 2	Number of subscription rights to shares 18 Number of shares to be issued upon exercise of subscription rights to shares 7,200 shares Number of holders 4

		14th Subscription Rights to Shares	15th Subscription Rights to Shares
Date of resolution of issuance		March 27, 2018	March 26, 2019
Number of subscription rights to shares		51	85
Class and number of shares to be issued upon exercise of subscription rights to shares		Common stock 20,400 shares (400 shares per subscription right to shares)	Common stock 17,000 shares (200 shares per subscription right to shares)
Amount paid for subscription rights to shares		No consideration	No consideration
Value of property to be contributed upon exercise of subscription rights to shares		400 yen per subscription right to shares (1 yen per share)	200 yen per subscription right to shares (1 yen per share)
Amount to be incorporated into the stated capital when issuing shares upon exercise of subscription rights to shares		469 yen per share	626 yen per share
Exercise period		From April 26, 2020 to February 28, 2028	From April 25, 2021 to February 28, 2029
Conditions for exercise of subscription rights to shares		(Note)	(Note)
Officer holdings	Directors and Executive Officers	Number of subscription rights to shares 17 Number of shares to be issued upon exercise of subscription rights to shares 6,800 shares Number of holders 3	Number of subscription rights to shares 52 Number of shares to be issued upon exercise of subscription rights to shares 10,400 shares Number of holders 6

		16th Subscription Rights to Shares	17th Subscription Rights to Shares
Date of resolution of issuance		March 26, 2020	April 24, 2020
Number of subscription rights to shares		77	131
Class and number of shares to be issued upon exercise of subscription rights to shares		Common stock 15,400 shares (200 shares per subscription right to shares)	Common stock 26,200 shares (200 shares per subscription right to shares)
Amount paid for subscription rights to shares		No consideration	No consideration
Value of property to be contributed upon exercise of subscription rights to shares		200 yen per subscription right to shares (1 yen per share)	200 yen per subscription right to shares (1 yen per share)
Amount to be incorporated into the stated capital when issuing shares upon exercise of subscription rights to shares		782 yen per share	989 yen per share
Exercise period		From April 24, 2022 to February 28, 2030	From May 22, 2022 to March 31, 2030
Conditions for exercise of subscription rights to shares		(Note)	(Note)
Officer holdings	Directors and Executive Officers	Number of subscription rights to shares 77	Number of subscription rights to shares 131
		Number of shares to be issued upon exercise of subscription rights to shares 15,400 shares	Number of shares to be issued upon exercise of subscription rights to shares 26,200 shares
		Number of holders 7	Number of holders 1

(Notes) Conditions for exercise of subscription rights to shares

(8th Subscription Rights to Shares - 13th Subscription Rights to Shares)

- Subscription rights to shares must be exercised by persons who have been granted such subscription rights to shares upon issuance thereof; provided, however, that persons who have acquired such subscription rights to shares by inheritance may exercise such subscription rights to shares.
  - Persons who are Executive Officers of the Company at the time of issuance of subscription rights to shares must remain Executive Officer of the Company at the time of exercise of such subscription rights to shares unless such persons resign from the position due to the expiration of term of office, retire from the Company or have any other justifiable reason, or have acquired such subscription rights to shares by inheritance.
  - Pledging or any other disposal of subscription rights to shares is not permitted.
- Other conditions shall be as set forth in the “Agreement for Granting of Subscription Rights to Shares of MonotaRO Co., Ltd.” entered into by and between the Company and each of the relevant Executive Officers pursuant to a resolution of the Board of Directors of the Company.

(14th Subscription Rights to Shares - 17th Subscription Rights to Shares)

- Subscription rights to shares must be exercised by persons who have been granted such subscription rights to shares upon issuance thereof; provided, however, that persons who have acquired such subscription rights to shares by inheritance may exercise such subscription rights to shares.
  - Persons who are Executive Officers of the Company at the time of issuance of subscription rights to shares must be a member of the Company or its subsidiaries until the inception of exercise of such subscription rights and also remain Executive Officer of the Company at the time of exercise of such subscription rights to shares. However, persons who do not hold the position of Executive Officer at the time of exercise may exercise the subscription rights to shares after the inception of the exercise period, if the reason for not holding the position is due to them resigning from the position at the expiration of their term of office or any other justifiable reason, or if the persons have acquired such subscription rights to shares by inheritance.
  - Pledging or any other disposal of subscription rights to shares is not permitted.
- Other conditions shall be as set forth in the “Agreement for Granting of Subscription Rights to Shares of MonotaRO Co., Ltd.” entered into by and between the Company and each of the relevant Executive Officers pursuant to a resolution of the Board of Directors of the Company.

**(2) Subscription Rights to Shares Issued to Employees, Etc. as Compensation for Their Execution of Duties During the Fiscal Year Under Review**

Not applicable.



## 4. Company Officers

### (1) Directors and Executive Officers (As of December 31, 2021)

Name	Position and responsibilities at the Company	Significant concurrent positions
Kinya Seto	Director & Chairman Compensation Committee Member	Director, Representative Executive Officer, President & CEO, LIXIL Corporation
Masaya Suzuki	Director, President & CEO	Managing Director, Endless Assortment Business, W.W. Grainger, Inc.
Haruo Kitamura	Director Chairperson, Nomination Committee Audit Committee Member	Chief, Kitamura Certified Public Accountant Office Certified Public Accountant
Masahiro Kishida	Director Chairperson, Compensation Committee Nomination Committee Member	Representative in Japan, Russell Reynolds Associates Japan, Inc.
Tomoko Ise	Director Chairperson, Audit Committee	Counsel, TMI Associates Osaka Office Attorney-at-law
Mari Sagiya	Director Compensation Committee Member Audit Committee Member	
Barry Greenhouse	Director Nomination Committee Member	Senior Vice President, Global Supply Chain & Customer Experience, W.W. Grainger, Inc.
Masato Kubo	Deputy President General Manager of IT Department	
Masaaki Hashihara	Executive Vice President General Manager of Marketing Department	
Tetsuya Koda	Senior Executive Officer General Manager of Administration Department	
Kohei Shibagaki	Executive Officer General Manager of Enterprise Business Department	
Hiroki Yoshino	Executive Officer General Manager of Logistics Department	
Hidetoshi Taura	Executive Officer	President Director, PT MONOTARO INDONESIA

- (Notes) 1. Directors Mr. Haruo Kitamura, Mr. Masahiro Kishida, Ms. Tomoko Ise, and Ms. Mari Sagiya are Outside Directors as prescribed in Article 2, Item 15 of the Companies Act.
2. Changes in the position and responsibilities of Director that occurred during the fiscal year ended December 31, 2021 are as follows:

Name	Former positions	New positions	Date
Tomoko Ise	Director Audit Committee Member	Director Chairperson, Audit Committee	March 26, 2021
Mari Sagiya	Director Audit Committee Member	Director Compensation Committee Member Audit Committee Member	March 26, 2021

3. Changes in the position and responsibilities of Executive Officer that occurred during the fiscal year ended December 31, 2021 are as follows:

Name	Former positions	New positions	Date
Masato Kubo	Executive Officer General Manager of Data Marketing Department	Deputy President General Manager of Data Marketing Department	March 26, 2021
	Deputy President General Manager of Data Marketing Department	Deputy President General Manager of IT Department	May 1, 2021
Masaaki Hashihara	Senior Executive Officer General Manager of Sales Planning Department	Senior Executive Officer General Manager of Supply Chain Management Department	January 1, 2021
	Senior Executive Officer General Manager of Supply Chain Management Department	Senior Executive Officer General Manager of Supply Chain Management Department General Manager of Merchandising Department	March 1, 2021
	Senior Executive Officer General Manager of Supply Chain Management Department General Manager of Merchandising Department	Executive Vice President General Manager of Supply Chain Management Department General Manager of Merchandising Department	March 26, 2021
	Executive Vice President General Manager of Supply Chain Management Department General Manager of Merchandising Department	Executive Vice President General Manager of Merchandising Department	April 1, 2021
	Executive Vice President General Manager of Merchandising Department	Executive Vice President General Manager of Data Marketing Department	May 1, 2021
	Executive Vice President General Manager of Data Marketing Department	Executive Vice President General Manager of Marketing Department	November 1, 2021
Kohei Shibagaki	Executive Officer General Manager of Customer Support Department	Executive Officer General Manager of Enterprise Business Department	June 1, 2021
Hidetoshi Taura	Executive Officer General Manager of Global Business Department	Executive Officer	May 1, 2021

4. The Company engages in selling and purchasing products with LIXIL Corporation served by Mr. Kinya Seto, Director & Chairman, as its Director, Representative Executive Officer, President & CEO; however,

the amount of transactions is less than 1% of consolidated net sales (or consolidated sales revenue) of the Company or LIXIL Corporation, which is quite small.

5. Mr. Masahiro Kishida, Director, assumed office as Representative in Japan at Russell Reynolds Associates Japan, Inc. on January 1, 2021.
6. Ms. Tomoko Ise, Director, assumed office as Counsel at TMI Associates Osaka Office from Counsel at TMI Associates on November 1, 2021. In addition, she assumed office as Partner at TMI Associates Osaka Office from Counsel at TMI Associates Osaka Office on January 1, 2022.
7. Mr. Hidetoshi Taura, Executive Officer, assumed office as President Director at PT MONOTARO INDONESIA on May 1, 2021.
8. Mr. Haruo Kitamura, Director and Audit Committee Member, is a certified public accountant and has considerable financial and accounting knowledge.
9. The Company has designated Directors Mr. Haruo Kitamura, Mr. Masahiro Kishida, Ms. Tomoko Ise, and Ms. Mari Sagiya as independent officers in accordance with the provisions of the Tokyo Stock Exchange, and registered them as such at the Exchange.
10. As the Company appoints full-time employees who support the duties of the Audit Committee at the Internal Audit Office, the Company has not selected full-time Audit Committee Members.
11. The legal name of Ms. Tomoko Ise, Director, registered in the family register is Tomoko Tanaka.
12. The legal name of Ms. Mari Sagiya, Director, registered in the family register is Mari Itaya.

## (2) Compensation, Etc. for Directors and Executive Officers

- (i) Matters regarding the policy on determining the amount of compensation, etc. of Directors and Executive Officers and its calculation method

To streamline purchases of indirect materials by customers and further enhance the provision of services to enable them to buy inexpensively and effortlessly based on our mission of “To Innovate Business Procurement Network,” and also in order to raise our awareness of the need to improve the Company’s business performance and raise its corporate value over the medium to long term, the Company established the Officer Compensation Policy (the “Policy”). Shown below is an outline of the Policy.

In addition, the Compensation Committee has determined that the details of compensation, etc. for individual Directors and Executive Officers for the fiscal year under review are in line with the Policy because the details are based on the results of sufficient deliberation by the Compensation Committee.

### (Directors)

The Company pays only fixed compensation to Directors not concurrently serving as Executive Officers in order to keep them independent and let them supervise operations separately from business execution.

Director compensation is determined by the Compensation Committee. Under the Rules of the Compensation Committee of the Company, a Director does not participate in a resolution on his/her own compensation, etc.

### (Executive Officers)

- a. Basic policy on officer compensation

The Company designs and handles officer compensation with the following five points as the basic policy.

- A compensation system that helps the Company to keep growing, raises its corporate value in the medium to long term and conforms to its corporate philosophy and code of conduct
- A compensation system that strongly motivates officers to achieve the Company’s business strategies and business performance targets and closely tracks business performance
- A compensation system that reflects business performance and medium- to long-term efforts in officer compensation
- A compensation system in which officers share profits and risks with shareholders and that raises awareness of the need to improve shareholder value
- A compensation system that is so objective, transparent, and fair as to enable officers to fulfill their accountability to stakeholders through a process of deliberations at Compensation Committee meetings

- b. Composition of compensation

Compensation for the Company’s Executive Officers consists of monthly compensation and stock compensation. To ensure that their compensation helps the Company to keep growing and raises its corporate value in the medium to long term, the following ideas are used to set composition percentages.

- The Company sets the percentage of variable compensation (performance-linked monthly compensation and stock compensation) included in the annual compensation amount in a manner that incentivizes Executive Officers to improve its business performance and corporate value.
- Set the percentages of compensation composition appropriately on a title-by-title basis

- c. Monthly compensation

Monthly compensation for the Company’s Executive Officers consists of fixed compensation and performance-linked compensation.

Fixed compensation for Executive Officers is intended to be paid for their roles and responsibilities and is paid in accordance with the title and the number of service years of each person. Performance-linked compensation for Executive Officers is determined in accordance with the achievement rate for targeted consolidated operating income and individual evaluations.

- d. Stock compensation

Stock compensation for Executive Officers is regarded as an incentive for improving the Company's corporate value in the medium to long term and encouraging them to share value with shareholders, and the number of shares to be granted is determined in accordance with a standard value commensurate with an executive officer title and with any increase in value of consolidated operating income.

Stock compensation for Executive Officers is granted in the form of shares with transfer restrictions and is designed to allow them to exercise the rights after they resign.

e. Process for determining compensation

The Company is a company with Nomination Committee and other committees and compensation for Executive Officers is determined by the Compensation Committee. The Compensation Committee is composed of three (3) Directors including two (2) Outside Directors.

(ii) Total amount of compensation, etc. for the fiscal year under review

Classification	Total amount of compensation, etc. (Millions of yen)	Total amount of compensation by category (millions of yen)			Number of targeted officers (persons)
		Fixed compensation	Performance-linked compensation	Non-monetary compensation, etc.	
Inside Directors	157	58	30	69	2
Outside Directors	25	25	–	–	5
Executive Officers	185	112	28	44	6
Total	368	196	58	113	13

- (Notes)
1. The information in the above table includes one (1) Outside Director who resigned at the conclusion of the 21st General Shareholders' Meeting held on March 26, 2021.
  2. At the end of the fiscal year under review, there were seven (7) Directors, including five (5) Outside Directors, and six (6) Executive Officers. One (1) of the Directors concurrently serves as an Executive Officer.
  3. The achievement rate for targeted consolidated operating income is used as the performance indicator for performance-linked compensation, and the results for the fiscal year under review did not reach the target level. This performance indicator was selected to provide an incentive for improving business performance in a single fiscal year. The Company calculated performance-linked compensation by multiplying the standard amount according to the position by the payment percentages according to the results of the Company performance evaluation and individual evaluation.
  4. Non-monetary compensation, etc. includes shares with transfer restrictions and stock options, and the conditions, etc. for granting shares with transfer restrictions are stated in "(i) d. Stock compensation." In addition, details regarding the shares issued during the fiscal year under review are stated in "2. (5) Shares Issued to Officers of the Company as Compensation for Their Execution of Duties During the Fiscal Year Under Review." For the stock options, the fair value of subscription rights to shares was calculated and the amount to be recorded as an expense for the fiscal year under review is shown in the table.
  5. Regarding executive officers' retirement benefits, although the retirement benefit plan was abolished according to the resolution of the Compensation Committee held on January 12, 2018, the accumulated amount up to 2017 will be paid at the time of their retirement.

### 3. Matters Regarding Outside Directors

#### (i) Matters regarding Outside Directors

##### a. Outside Directors' significant concurrent positions and relationship with the Company

Classification	Name	Significant concurrent positions	Relationship with the Company
Outside Director	Haruo Kitamura	Chief, Kitamura Certified Public Accountant Office Certified Public Accountant	The Company has no special relationship with Kitamura Certified Public Accountant Office.
Outside Director	Masahiro Kishida	Representative in Japan, Russell Reynolds Associates Japan, Inc.	The Company has executed outsourcing agreement with Russell Reynolds Associates Japan, Inc. but the amount paid by the Company is less than 0.05% of the consolidated amount of selling, general and administrative expenses as well as less than 10 million yen. Therefore, it is insignificant.
Outside Director	Tomoko Ise	Counsel, TMI Associates Osaka Office Attorney-at-law	The Company has no special relationship with TMI Associates and its Osaka Office.

b. Major activities in the fiscal year under review

Classification	Name	Attendance		Outline of statements given and duties executed in relation to roles expected of Outside Directors
		Board of Directors	Audit Committee	
Outside Director	Haruo Kitamura	12/12	14/14	Mr. Kitamura attended all twelve (12) meetings of the Board of Directors and all fourteen (14) meetings of the Audit Committee held in the fiscal year under review. He provided advice and made proposals to secure the validity and appropriateness of decisions made by the Board of Directors by presenting his opinions mainly from a professional viewpoint as a certified public accountant at the meetings of the Board of Directors. He also presented his opinions mainly from a professional viewpoint as a certified public accountant, exchanged views on the audit results and made discussions on important matters concerning audit at the meetings of the Audit Committee.
Outside Director	Masahiro Kishida	12/12	–	Mr. Kishida attended all twelve (12) meetings of the Board of Directors held in the fiscal year under review. He made advice and proposals to secure the validity and appropriateness of decision-makings of the Board of Directors by presenting his opinions mainly from a professional viewpoint as a management consultant on business management at the meetings of the Board of Directors.
Outside Director	Tomoko Ise	12/12	14/14	Ms. Ise attended all twelve (12) meetings of the Board of Directors and all fourteen (14) meetings of the Audit Committee held in the fiscal year under review. She provided advice and made proposals to secure the validity and appropriateness of decisions made by the Board of Directors by presenting her opinions mainly from a professional viewpoint as an attorney-at-law at the meetings of the Board of Directors. She also presented her opinions mainly from a professional viewpoint as an attorney-at-law, exchanged views on the audit results and made discussions on important matters concerning audit at the meetings of the Audit Committee.
Outside Director	Mari Sagiya	12/12	14/14	Ms. Sagiya attended all twelve (12) meetings of the Board of Directors and all fourteen (14) meetings of the Audit Committee held in the fiscal year under review. She provided advice and made proposals to secure the validity and appropriateness of decisions made by the Board of Directors by presenting her opinions based on her extensive knowledge and experience, etc. of corporate management at the meetings of the Board of Directors. She also exchanged views on the audit results and made discussions on important matters concerning audit at the meetings of the Audit Committee.

(Note) If any Director cannot attend in person, the relevant meeting is held by way of a telephone conference.

(ii) Summary of the Agreement on Limitation of Liability

The Company has entered into liability limitation agreements with Outside Directors, pursuant to Article 427, paragraph (1) of the Companies Act to limit the liability for damages under Article 423, paragraph (1) of that Act. The upper limit on liability for damages under these agreements will be the total of the amounts prescribed in the items of Article 425, paragraph (1) of the Companies Act.

(iii) Summary, etc. of the contract of Directors and Officers Liability Insurance

The Company has entered into a contract of Directors and Officers Liability Insurance (D&O Insurance) with an insurance agency, as provided for in Article 430-3, paragraph (1) of the Companies Act. The insureds under this insurance policy include the Company's Directors, Executive Officers, and management level personnel. Although the insurance premiums for the insurance policy are borne by the Company in principle, the portions of the insurance premiums for the special clauses related to security collateral for derivative lawsuits are borne by the Directors and Executive Officers. This insurance policy covers damages arising when an insured person receives a claim for compensation for damages originating from actions in the execution of their duties and bears legal responsibility for the compensation for damages. However, to ensure that proper performance of duties of an insured is not impaired, there are certain reasons for coverage exclusion, such as situations in which the claim originates from actions, etc. carried out with full knowledge that such actions were unlawful.

(iv) Total amount of Compensation, etc.

Classification	No. of recipients	Amount paid
Outside Directors	5	25 million yen

(Note) The information in the above table includes one (1) Outside Director who resigned at the conclusion of the 21st General Shareholders' Meeting held on March 26, 2021.



## 5. Accounting Auditor

(1) **Accounting Auditor's Name** Ernst & Young ShinNihon LLC

(2) **Amount of Accounting Auditor's Compensation, Etc.**

	Amount paid
Amount of compensation, etc. for Accounting Auditor for the fiscal year	29 million yen
Total amount of money and other property benefits payable by the Company and its subsidiaries to Accounting Auditor	35 million yen

(Note) Under the audit agreement between the Company and its Accounting Auditor, compensation for audits pursuant to the Companies Act and that for audits pursuant to the Financial Instruments and Exchange Act are not clearly distinguished, and cannot be substantially distinguished. Consequently, the above amount reflects the total amount of compensation, etc. for the fiscal year under review.

(3) **Reasons for the Audit Committee's Consent on Accounting Auditor's Compensation, Etc.**

The Audit Committee of the Company has given the consent of its members, as set forth in Article 399, paragraph (1) of the Companies Act, with respect to the Accounting Auditor's compensation, etc., as a result of confirmation of the number of hours of audit by auditing item and the transition of audit compensation and the previous years' audit plan and results, and review of the appropriateness of the number of hours of audit for the fiscal year under review and the compensation estimate, by taking into account the "Practical Guidelines for Cooperation with Accounting Auditors" released by the Japan Audit & Supervisory Board Members Association.

(4) **Policy on Decisions of Dismissal or Non-reappointment of Accounting Auditor**

In the event that the Accounting Auditor is deemed to fall under any of the items set forth in Article 340, paragraph (1) of the Companies Act, the Audit Committee of the Company dismisses the Accounting Auditor with the consent of all Audit Committee members. In this case, the Audit Committee member selected by the Audit Committee reports the dismissal of the Accounting Auditor and the reason therefor at the first General Shareholders' Meeting to be held after the dismissal.

If the Accounting Auditor is deemed to have violated or conflicted with laws and regulations or that the Accounting Auditor is deemed not capable of maintaining the quality of audit generally required, the Audit Committee decides the content of the proposal for the non-reappointment of the Accounting Auditor to be submitted to a General Shareholders' Meeting.

(5) **Summary of the Agreement on Limitation of Liability**

The Company has not entered into an agreement with the Accounting Auditor that is stipulated in Article 427, paragraph (1) of the Companies Act.

## **6. Basic Policy for Frameworks to Ensure Properness of Operations (Internal Control System), Etc.**

The Company sets forth the basic policy for the matters “necessary for the execution of the duties of the Audit Committee,” as prescribed in Article 416, paragraph (1), item (i), (b) of the Companies Act and the “systems necessary to ensure the properness of operations,” as prescribed in the same Item, (e) of the same act as follows.

### **[Matters necessary for the execution of the duties of the Audit Committee]**

#### **1 Matters regarding Directors and employees who are required to support the Audit Committee of the Company in execution of duties (Article 112, paragraph (1), item (i) of the Ordinance for Enforcement of the Companies Act)**

In the event that the Audit Committee needs to conduct an investigation on matters pertaining to the execution of duties of any other committee in order to perform its own duty, the Director who is Chairperson of the related committee shall be obliged to cooperate actively in such investigation. With respect to employees who are required to support duties, one (1) or more members of the Internal Audit Office shall support the duty of the Audit Committee.

#### **2 Matters regarding independence of Directors and employees stated in 1 above from Executive Officers of the Company (Item 2)**

The President & CEO decides on matters regarding appointment of employees who belong to the Internal Audit Office, their personnel changes, wages and employment conditions such as other compensation, etc. with approval of the Audit Committee.

#### **3 Matters regarding ensuring the effectiveness of instructions by the Audit Committee of the Company to Directors and employees stated in 1 above (Item 3)**

In the event that the Audit Committee requires an investigation on matters pertaining to the execution of duties of any other committee to perform its own duty, but cooperation of the Director who is Chairperson of the related committee is deemed insufficient, the Audit Committee shall actively request cooperation by informing all Directors by reporting such event at a meeting of the Board of Directors in a timely manner.

The President & CEO shall inform all Executive Officers and employees that the employees who support the Audit Committee’s duties follow instructions and orders of the Audit Committee and have the authority to collect information necessary to conduct audits.

#### **4 The following frameworks and other matters regarding reporting to the Audit Committee of the Company (Item 4)**

##### **(1) Framework for reporting to the Audit Committee of the Company by Directors (excluding those who are Audit Committee Members), Executive Officers and employees (Item 4, (a))**

- (i) The President & CEO shall report the issues discussed and reported at a meeting of General Managers of Divisions held by Executive Officers and General Managers of Divisions to the Audit Committee and exchange views with Audit Committee Members as necessary.
- (ii) The President & CEO shall secure a framework to report the results of internal audits conducted by the Internal Audit Office to the Audit Committee.
- (iii) The Company shall develop a framework for a whistle-blowing system to facilitate discovery of misconduct related to the performance of duties by Executive Officers, Directors or employees, etc., a threat of violation of laws and regulations or the Articles of Incorporation, or the facts that may give significant damage to the Company, and shall establish a framework that such circumstances are also properly reported to the Audit Committee.

##### **(2) Framework for reporting to the Audit Committee of the Company by Directors, Corporate Auditors, Executive Officers, executive employees and other persons equivalent thereto and employees of the Company’s subsidiaries or persons who receive reports from any of the above persons (Item 4, (b))**

- (i) Directors and employees of the Company’s subsidiaries shall promptly make appropriate reports upon request from the Audit Committee of the Company regarding the matters concerning the execution of operations.
- (ii) The President & CEO shall cause the Company’s principal subsidiaries to develop a framework for a whistle-blowing system to facilitate discovery of misconduct related to the performance of duties by Directors or employees, etc. of the Company’s subsidiaries, a threat of violation of laws and regulations or the Articles of Incorporation, or the facts that may give significant damage to the Company

or a subsidiary of the Company by securing a framework under which reports through such whistle-blowing system are made to not only the Company's subsidiaries' relevant organs but also the Audit Committee of the Company and the compliance supervisory department of the Company, and shall establish a framework that such circumstances are also properly reported to the Audit Committee of the Company.

- (iii) The President & CEO must secure a framework to report the results of internal audits on the Company's subsidiaries conducted by the Internal Audit Office of the Company also to the Audit Committee of the Company.

**5 Frameworks for ensuring that a person who made a report in the above 4 shall not be subject to any unfavorable treatment due to having made such report (Item 5)**

The President & CEO shall prohibit any unfavorable treatment of a person who made a report to the Audit Committee of the Company due to having made such report, and inform all Executive Officers and employees of the Company and Directors and employees of the Company's subsidiaries accordingly.

**6 Matters regarding the policy for handling expenses or payables in relation to execution of duties of Audit Committee Members of the Company (limited to those related to the execution of duties of the Audit Committee), such as procedures for advance payment or reimbursement in relation to execution of such duties (Item 6)**

When an Audit Committee Member of the Company requests advance payment, etc. of expenses necessary for the execution of his or her duties, such expenses or payables shall be promptly processed unless the expenses or payables related to such request are unnecessary for the execution of such member's duties.

**[Systems necessary to ensure the properness of operations]**

**1 Framework regarding information storage and management related to execution of duties of Executive Officers of the Company (Article 112, paragraph (2), item (i) of the Ordinance for Enforcement of the Companies Act)**

The President & CEO shall store and manage information in accordance with the internal rules of the Company and take necessary measures to prevent leakage of information to outside the Company.

**2 Rules and other frameworks regarding management of risk of loss of the Company (Item 2)**

- (i) The President & CEO shall establish and operate an appropriate management framework by establishing the Risk Management Rules and determining persons responsible for addressing risks by type of risks and the procedures to manage risks pursuant to a manual.
- (ii) The Internal Audit Office shall confirm and report the status of operation of the risk management framework to the President & CEO and the Audit Committee of the Company at least annually.
- (iii) In the event that a new risk arises, the President & CEO shall promptly serve as the responsible person to address such risk and respond to such risk.

**3 Frameworks to ensure that execution of duties of Executive Officers and employees of the Company is in compliance with laws, regulations and the Articles of Incorporation of the Company and is made effectively (Items 3 and 4)**

- (i) The President & CEO shall establish and operate the "Compliance Manual" so that Executive Officers and employees of the Company can strictly comply with related laws and regulations and the Articles of Incorporation of the Company in all aspects of business activities and act in accordance with social norms based on high ethical values and morals. The President & CEO shall also establish and promote the Compliance Committee.
- (ii) The President & CEO shall establish a whistle-blowing system.
- (iii) The President & CEO shall discuss important matters on normal business operations at meetings of General Managers of Divisions and report the content of such discussion to the Audit Committee of the Company on a regular basis.
- (iv) The President & CEO shall develop the Rules on Division of Authority and promote efficient execution of duties.
- (v) The Internal Audit Office shall conduct internal audits and report the results of such audits to the President & CEO and the Audit Committee of the Company.

#### **4 The following frameworks and other frameworks to ensure properness of operations by the Group comprised of the Company, its parent company and its subsidiaries (the “Group”) (Item 5)**

- (1) Framework for reporting the matters regarding the execution of duties of Directors, Executive Officers, executive employees and other persons equivalent thereto of the Company’s subsidiaries (“Directors, Etc.” in (3) and (4) below) to the Company (Item 5, (a))
  - (i) In order to accurately understand the content of business of the Company’s subsidiaries, The President & CEO shall request its subsidiaries to submit related materials, etc. as necessary in accordance with the Subsidiary Management Rules.
  - (ii) The President & CEO shall request President and Director, Directors or employees of the Company’s subsidiaries to attend the meeting of the Board of Directors of the Company as needed in order for the subsidiaries to report their business results, financial status and other important information to the Company.
- (2) Rules and other frameworks regarding management of risk of loss of the Company’s subsidiaries (Item 5, (b))
  - (i) The President & CEO shall develop the Risk Management Rules that provide for risk management of the entire Group and require that the Company’s subsidiaries manage risks under such rules. The President & CEO shall, at the same time, manage the entire Group’s risks in a comprehensive and supervisory manner.
  - (ii) The Internal Audit Office shall confirm and report the status of operation of the risk management framework of the Company’s subsidiaries to The President & CEO and the Audit Committee of the Company on a regular basis.
- (3) Framework for ensuring efficient execution of duties by Directors, Etc. of the Company’s subsidiaries (Item 5, (c))
  - (i) The President & CEO shall develop the Subsidiary Management Rules to contribute to the efficient operation of the Group while respecting the autonomy and independence of business management of the Company’s subsidiaries.
  - (ii) The Company’s subsidiaries shall develop the Rules on Division of Authority and promote efficient execution of duties.
- (4) Frameworks to ensure that execution of duties of Directors, Etc. and employees of the Company’s subsidiaries is in compliance with laws, regulations and their Articles of Incorporation (Items 5, (d))
  - (i) The President & CEO shall cause the Company’s subsidiaries to establish a framework to appoint the appropriate number of Corporate Auditors and persons in charge of promotion of compliance based on the content of business and the scale of the subsidiaries.
  - (ii) The President & CEO shall cause the Company’s subsidiaries to establish a framework for audit by Corporate Auditors of the Company’s subsidiaries over the execution of duties of Directors, Etc. and employees of the Company’s subsidiaries, including the status of establishment and operation of the internal control system.
  - (iii) The Company’s subsidiaries shall be the companies with Board of Directors and adopt a framework under which the Company can monitor the properness of operations of the subsidiaries by appointing the Company’s officers and employees as Directors of the subsidiaries.
  - (iv) The President & CEO shall cause the Company’s subsidiaries to establish a whistle-blowing system.

#### **[Summary of the status of operation of a framework to ensure the properness of operations]**

The Internal Audit Office conducts operational audits for each division on a regular basis to verify from an independent position whether the internal control system properly functions, any misconduct is made, or there is a matter that should be improved, etc. Any issue that is found through audits will be improved in a timely manner, ensuring that advice to make the improvement is given to the audited division immediately upon the issue’s discovery, and that reports to the Audit Committee and Representative Executive Officers are also given. The management division and the Internal Audit Office serve as the hub to seek to enhance the related divisions’ and the Company’s subsidiaries’ awareness of the importance of the internal control system and compliance through training and audits conducted on a regular basis.

#### **7. Policy for Decisions on Dividends from Surplus, Etc.**

The Company acknowledges that profit returns to shareholders is one of the important policies of business management and adopts the basic policy of conducting stable and continuous dividends from surplus in line with growth of its consolidated business results. Pursuant to such basic policy, the Company decided

that the year-end dividend for the fiscal year under review be 5.75 yen per share and that the annual dividend for the fiscal year under review aggregated with the interim dividend of 5.75 yen per share be 11.5 yen per share.

The Company intends to further improve its business results by allocating internal reserves to strategies to develop business aggressively to respond to the changes in the Company's business environment while securing its financial soundness.

## Consolidated balance sheet

As of December 31, 2021

(Millions of yen)

Assets		Liabilities	
Account	Amount	Account	Amount
Current assets	57,086	Current liabilities	23,824
Cash and deposits	12,379	Accounts payable - trade	14,562
Notes and accounts receivable - trade	21,665	Lease obligations	34
Electronically recorded monetary claims	900	Accounts payable - other	4,409
Merchandise	14,647	Income taxes payable	4,090
Goods in transit	696	Provision for employees' bonuses	121
Supplies	86	Provision for accident related loss	16
Accounts receivable - other	5,961	Other	589
Other	844		
Allowance for doubtful accounts	(95)	Non-current liabilities	11,681
		Long-term loans payable	9,000
Non-current assets	38,702	Lease obligations	586
Property and equipment	28,105	Provision for retirement benefits	388
Buildings	9,822	Asset retirement obligations	1,222
Structures	781	Other	484
Machinery and equipment	1,760		
Vehicles	123	Total liabilities	35,505
Tools, furniture and fixtures	930		
Land	2,238		
Leased assets	3,282		
Construction in progress	9,164		
Intangible assets	6,332		
Goodwill	770	Net assets	
Software	2,163	Shareholders' equity	59,133
Software in progress	3,190	Common stock	2,000
Other	208	Capital surplus	899
		Retained earnings	56,646
Investments and other assets	4,264	Treasury stock	(413)
Guarantee deposits	2,634	Accumulated other comprehensive income	152
Deferred income taxes	582	Foreign currency translation adjustment	151
Other	1,101	Remeasurements of defined benefit plans	1
Allowance for doubtful accounts	(54)	Subscription rights to shares	99
		Non-controlling interests	897
		Total net assets	60,283
Total assets	95,789	Total liabilities and net assets	95,789

## Consolidated statement of income

For the year ended December 31, 2021

(Millions of yen)

Account	Amount	
Net sales		189,731
Cost of sales		135,685
Gross profit		54,045
Selling, general and administrative expenses		29,916
Operating income		24,129
Non-operating income:		
Interest income	58	
Foreign exchange gains	126	
Commission fee	9	
Compensation income	6	
Gain on sale of materials	16	
Other	58	275
Non-operating expenses:		
Interest expenses	23	
Loss on disposal of inventories	47	
Accident related loss	17	
Other	15	103
Ordinary income		24,302
Extraordinary income:		
Gain on sale of non-current assets	0	0
Extraordinary losses:		
Loss on disposal of non-current assets	40	
Loss on sale of non-current assets	1	41
Income before income taxes		24,260
Income taxes:		
Current	6,954	
Deferred	(34)	6,919
Net income		17,340
Net income attributable to:		
Non-controlling interests		(211)
Net income attributable to owners of the parent		17,552

## Consolidated statement of changes in net assets

For the year ended December 31, 2021

(Millions of yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance as of the beginning of the year	1,993	816	44,311	(315)	46,805
Changes of items during the year					
Issuance of new shares	6	6			13
Dividends			(5,216)		(5,216)
Net income attributable to owners of the parent			17,552		17,552
Purchase of treasury stock				(100)	(100)
Disposal of treasury stock		94		3	97
Change in scope of consolidation		(17)			(17)
Net changes of items other than shareholders' equity					
Total changes of items during the year	6	83	12,335	(97)	12,328
Balance as of the end of the year	2,000	899	56,646	(413)	59,133

	Accumulated other comprehensive income			Subscription rights to shares	Non-controlling interests	Total net assets
	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income			
Balance as of the beginning of the year	(35)	(7)	(43)	72	823	47,658
Changes of items during the year						
Issuance of new shares						13
Dividends						(5,216)
Net income attributable to owners of the parent						17,552
Purchase of treasury stock						(100)
Disposal of treasury stock						97
Change in scope of consolidation						(17)
Net changes of items other than shareholders' equity	186	9	196	27	73	297
Total changes of items during the year	186	9	196	27	73	12,625
Balance as of the end of the year	151	1	152	99	897	60,283



## Notes to consolidated financial statements

### 1. Summary of basis for preparation of consolidated financial statements

#### (1) Scope of consolidation

Number of consolidated subsidiaries:	3
Names of consolidated subsidiaries:	NAVIMRO Co., Ltd. PT MONOTARO INDONESIA IB MONOTARO PRIVATE LIMITED

ZORO Shanghai Co., Ltd., which was a consolidated subsidiary in the previous fiscal year, was excluded from the scope of consolidation because it was liquidated.

#### (2) Fiscal year-end of subsidiaries

Of the consolidated subsidiaries, the fiscal year-end for IB MONOTARO PRIVATE LIMITED is March 31.

The consolidated financial statements are prepared using the financial statements of IB MONOTARO PRIVATE LIMITED prepared on the basis of the provisional settlement of account as of the consolidated fiscal year-end date. The fiscal year-end for all other consolidated subsidiaries coincides with the end of the consolidated fiscal year.

#### (3) Summary of significant accounting policies

##### 1. Valuation policies and method of accounting for assets:

###### Inventories

* Merchandise	Lower of cost or market, cost being determined by the first-in, first-out method for the Company (the book value in the balance sheet is written down based on the decline in profitability) Lower of cost or market, cost being determined by the moving average method for all subsidiaries (the book value in the balance sheet is written down based on the decline in profitability)
* Goods in transit and supplies	Lower of cost or market, cost being determined by the specific identification method (the book value in the balance sheet is written down based on the decline in profitability)

##### 2. Methods of depreciation and amortization of non-current assets:

- 1) Property and equipment (other than leased assets) Straight-line method
- 2) Intangible assets (other than leased assets) Straight-line method  
Software intended for internal use is amortized using the straight-line method over its estimated useful life of five (5) years.
- 3) Leased assets  
Leased assets under finance lease contracts are depreciated to a residual value of zero by the straight-line method using the contract term as the useful life.

##### 3. Accounting for allowances and provisions

- 1) Allowance for doubtful accounts  
To prepare for potential credit losses on receivables, allowance for doubtful account is provided based on past bad-debt ratio for general receivables, and based on an estimate of uncollectible amount determined after individual analysis for specific receivables such as highly doubtful receivables.
- 2) Provision for employees' bonuses  
The provision for employees' bonuses is provided as the estimated amount of the bonuses to be paid to the employees in the following year, which are attributable to the current fiscal year.
- 3) Provision for accident related loss:  
Provision for accident related loss is recognized for a reasonable amount of accident related loss that is estimated to be necessary as of December 31, 2021.

#### 4. Accounting for net defined benefit liability

To prepare for retirement benefits to employees, net defined benefit liability is provided as the difference between the projected retirement benefit obligation and plan assets based on estimated amounts at the end of the fiscal year.

The Company Group mainly uses a straight-line attribution method for the calculation of projected retirement benefit expenses to be attributable to the period before the current fiscal year.

The actuarial gain and loss are amortized by the straight-line method over a certain period within the average remaining service years for employees at the time of recognition, and allocated proportionately from the fiscal year following the respective fiscal year of recognition.

In the calculation of the projected retirement benefit obligation, one (1) subsidiary uses a simplified method in which the projected benefit obligation equals the amount to be paid if all eligible employees voluntarily terminated their employment as of the end of the fiscal year.

#### 5. Standards for the translation of major assets or liabilities denominated in foreign currencies

Receivables and payables denominated in foreign currencies are translated into yen at the rates of exchange in effect at the balance sheet date, and the resulting exchange gains and losses are included in the consolidated statement of income. Assets and liabilities of foreign consolidated subsidiaries are translated into yen at the rates of exchange in effect at the balance sheet date and revenue and expense accounts are translated into yen at the average rate of exchange in effect during the year. Differences resulting from translating the foreign currency are presented as foreign currency translation adjustment in net assets in the consolidated balance sheet.

#### 6. Amortization method and period of goodwill

Goodwill is amortized by the straight-line method over ten (10) years.

#### 7. Other significant information on the preparation of the consolidated financial statements

Consumption taxes

All amounts in the accompanying consolidated financial statements are stated exclusive of consumption taxes.

## 2. Notes on changes in presentation methods

(Application of “Accounting Standard for Disclosure of Accounting Estimates”)

The “Accounting Standard for Disclosure of Accounting Estimates” (ASBJ Statement No. 31, March 31, 2020) has been applied to the consolidated financial statements from the end of the fiscal year ended December 31, 2021.

(Notes to Consolidated Balance Sheet)

“Software in progress,” which was included in “Other” in Non-current assets up to the previous fiscal year, is stated separately from the fiscal year under review due to an increase in materiality.

“Asset retirement obligations,” which was included in “Other” in Non-current liabilities up to the previous fiscal year, is stated separately from the fiscal year under review due to an increase in materiality.

## 3. Notes on accounting estimates

There are no accounting estimates that have the risk of significantly impacting the consolidated financial statements for the next fiscal year.

## 4. Consolidated balance sheet

(1) Accumulated depreciation of property and equipment	5,370 million yen
(2) Direct reduction in the amount of property and equipment	
Land	318 million yen
Machinery and equipment	171 million yen
Tools, furniture and fixtures	328 million yen

## 5. Consolidated statement of changes in net assets

### (1) Total number of shares issued

Type of shares	Number of shares as of Jan. 1, 2021	Increase	Decrease	Number of shares as of Dec. 31, 2021
Common Stock	501,262,000	13,000	—	501,275,000

- (Notes)
- The increase in the number of shares of 13,000 was due to the exercise of stock options.
  - The Company implemented a 2-for-1 share split of common stock effective April 1, 2021. The number of shares as of January 1, 2021 and the increase in the number of shares during the year are stated on the assumption that the share split was implemented at the beginning of this fiscal year.

### (2) Total number of treasury stock

Type of shares	Number of shares as of Jan. 1, 2021	Increase	Decrease	Number of shares as of Dec. 31, 2021
Common Stock	4,443,576	33,326	33,090	4,443,812

- (Notes)
- The increase in the number of treasury stock of 33,326 was due to the purchase of 33,200 shares based on a resolution of the Board of Directors and the purchase of 126 shares at the request of the Company's shareholders.
  - The decrease in the number of treasury stock of 33,090 was due to disposal of treasury stock based on a resolution of the Board of Directors.
  - The Company implemented a 2-for-1 share split of common stock effective April 1, 2021. The number of shares as of January 1, 2021 is stated on the assumption that the share split was implemented at the beginning of this fiscal year.

### (3) Dividends

#### 1. Dividends paid

Resolution	Type of shares	Total dividends (millions of yen)	Dividends per share (yen)	Record date	Effective date
General Shareholders' Meeting on March 26, 2021	Common stock	2,359	4.75	December 31, 2020	March 29, 2021
Meeting of the Board of Directors on July 30, 2021	Common stock	2,856	5.75	June 30, 2021	September 10, 2021

(Notes) Though the Company implemented a 2-for-1 share split of common stock effective April 1, 2021, dividends per share are stated based on the number of shares after the share split.

- Dividends with a record date in the year ended December 31, 2021 and the effective date in the year ending December 31, 2022

The following will be proposed at the 22nd General Shareholders' Meeting to be held on March 29, 2022:

Resolution	Type of shares	Total dividends (millions of yen)	Source of dividends	Dividends per share (yen)	Record date	Effective date
General Shareholders' Meeting on March 29, 2022	Common stock	2,856	Retained earnings	5.75	December 31, 2021	March 30, 2022

(4) Subscription rights to shares as of December 31, 2021

	Resolution at board meeting on April 27, 2012	Resolution at board meeting on June 21, 2013	Resolution at board meeting on July 29, 2014
Type of shares	Common stock	Common stock	Common stock
Number of shares	14,400	8,800	4,000
Unexercised subscription rights to shares	9	11	5

	Resolution at board meeting on July 29, 2015	Resolution at board meeting on July 28, 2016	Resolution at board meeting on July 28, 2017
Type of shares	Common stock	Common stock	Common stock
Number of shares	2,400	4,400	7,200
Unexercised subscription rights to shares	3	11	18

	Resolution at board meeting on March 27, 2018	Resolution at board meeting on March 26, 2019
Type of shares	Common stock	Common stock
Number of shares	6,800	10,400
Unexercised subscription rights to shares	17	52

(Note) The table above does not include subscription rights to shares for which the first day of the exercise period has not yet arrived.

## 6. Financial instruments

### (1) Policy for financial instruments

The policy of the Group is to limit the fund management method to highly safe financial assets such as bank deposits, etc. and raise funds through bank loans. In addition, the Group does not utilize any derivative financial instruments.

Trade receivables, such as trade and other accounts receivable, are exposed to customers' credit risk. The Group manages this risk by applying internal credit limits to each customer in accordance with the Group rules, and by requiring customers to pay excess amounts over the credit limit in advance in order to prevent losses from bad debts. The Group carries out initiatives to improve the collectability rate of accounts receivable by putting in place measures such as issuing reminder letters at fixed intervals to customers whose due dates for payment have passed.

Accounts payable - trade, accounts payable - other, and income taxes payable, which are operating payables, are due mostly within one (1) year. Some of those are denominated in foreign currencies due to the import of merchandise, and although they are exposed to the risk of currency fluctuation.

Loans mainly consist of borrowings for capital investments.

Trade accounts payable and loans are exposed to liquidity risk. The Company monitors and manages it by controlling the cash positions as a part of daily operations.

(2) Fair value of financial instruments

The carrying value, fair value and the difference between them of financial instruments as of December 31, 2021 were as follows:

(Millions of yen)

	Carrying value	Fair value	Difference
(1) Cash and deposits	12,379	12,379	–
(2) Notes and accounts receivable - trade	21,665		
(3) Electronically recorded monetary claims	900		
(4) Accounts receivable - other	5,961		
Allowance for doubtful accounts *1	(95)		
	28,431	28,431	–
(5) Doubtful receivables *2	54		
Allowance for doubtful accounts *3	(54)		
	–	–	–
<b>Total assets</b>	<b>40,811</b>	<b>40,811</b>	<b>–</b>
(1) Accounts payable - trade	14,562	14,562	–
(2) Accounts payable - other	4,409	4,409	–
(3) Income taxes payable	4,090	4,090	–
(4) Long-term loans payable	9,000	8,975	(24)
<b>Total liabilities</b>	<b>32,062</b>	<b>32,037</b>	<b>(24)</b>

\*1 Notes and accounts receivable - trade, electronically recorded monetary claims and accounts receivable - other are offset by a specific allowance.

\*2 Doubtful receivables are included in “Other” in investments and other assets on the consolidated balance sheet.

\*3 The amount of allowance for doubtful accounts, which is recorded individually for doubtful receivables, is deducted.

Notes: Methods to determine the estimated fair value of financial instruments

Assets

(1) Cash and deposits

As carrying value of deposits approximates fair value, it is stated at carrying value.

(2) Notes and accounts receivable - trade, (3) Electronically recorded monetary claims and (4) Accounts receivable - other

Carrying value approximates fair value since these are settled in the short term. Allowance for doubtful accounts on notes and accounts receivable - trade, electronically recorded monetary claims and accounts receivable - other has been deducted.

(5) Doubtful receivables

For doubtful receivables, the estimated write-off amounts are calculated based on the estimated unrecoverable amount for each claim separately. Accordingly, the fair value is equivalent to the amount after deducting the estimated write-off amount from the balance sheet value, and said value is shown as the fair value.

Liabilities

(1) Accounts payable - trade, (2) Accounts payable - other, (3) Income taxes payable

Carrying value approximates fair value since these are settled in the short term.

(4) Long-term loans payable

Fair value of long-term loans payable is stated as the present value of the total amount of principal and interest discounted by the applicable rate based on the assumption that a similar loan is newly executed.

## (3) Repayment schedules for monetary receivables and payables after December 31, 2021

(Millions of yen)

	Within 1 year	1-2 years	2-3 years	3-4 years	4-5 years	Over 5 years
Cash and deposits	12,379	—	—	—	—	—
Notes and accounts receivable - trade	21,665	—	—	—	—	—
Electronically recorded monetary claims	900	—	—	—	—	—
Accounts receivable - other	5,961	—	—	—	—	—
Total assets	40,907	—	—	—	—	—
Accounts payable - trade	14,562	—	—	—	—	—
Accounts payable - other	4,409	—	—	—	—	—
Income taxes payable	4,090	—	—	—	—	—
Long-term loans payable	—	4,500	4,500	—	—	—
Total liabilities	23,062	4,500	4,500	—	—	—

**7. Per share information (as of and for the year ended December 31, 2021)**

(1) Net assets per share 119.33 yen

(2) Earnings per share (basic) 35.33 yen

(Note) The Company implemented a 2-for-1 share split of common stock effective April 1, 2021. The amount of earnings per share (basic) is stated on the assumption that the share split was implemented at the beginning of this fiscal year.

**8. Subsequent events**

Not applicable.

## Non-consolidated balance sheet

As of December 31, 2021

(Millions of yen)

Assets		Liabilities	
Account	Amount	Account	Amount
Current assets	53,583	Current liabilities	22,852
Cash and deposits	10,263	Accounts payable - trade	13,969
Notes receivable - trade	21	Lease obligations	5
Accounts receivable - trade	21,425	Accounts payable - other	4,154
Electronically recorded monetary claims	900	Accrued expenses	304
Merchandise	13,743	Income taxes payable	4,085
Goods in transit	696	Advances received	90
Supplies	86	Deposits received	89
Advance payments	38	Provision for employees' bonuses	121
Prepaid expenses	414	Provision for accident related loss	16
Accounts receivable - other	5,945	Other	13
Other	140	Non-current liabilities	11,641
Allowance for doubtful accounts	(91)	Long-term loans payable	9,000
Non-current assets	41,571	Lease obligations	586
Property and equipment	28,044	Provision for retirement benefits	347
Buildings	9,822	Asset retirement obligations	1,222
Structures	781	Others	484
Machinery and equipment	1,760	Total liabilities	34,493
Vehicles	121		
Tools, furniture and fixtures	897		
Land	2,238		
Leased assets	3,256		
Construction in progress	9,164		
Intangible assets	5,507		
Software	2,125	Net assets	
Software in progress	3,173	Shareholders' equity	60,561
Other	208	Common stock	2,000
Investments and other assets	8,019	Capital surplus	899
Investments in subsidiaries	3,640	Legal capital surplus	805
Doubtful receivables	54	Other capital surplus	94
Long-term prepaid expenses	613	Retained earnings	58,074
Guarantee deposits	2,568	Other retained earnings	58,074
Insurance funds	433	Retained earnings brought forward	58,074
Deferred income taxes	763	Treasury stock	(413)
Allowance for doubtful accounts	(54)	Subscription rights to shares	99
Total assets	95,154	Total net assets	60,661
		Total liabilities and net assets	95,154

## Non-consolidated statement of income

For the year ended December 31, 2021

(Millions of yen)

Account	Amount	
Net sales		182,472
Cost of sales		129,944
Gross profit		52,527
Selling, general and administrative expenses		27,993
Operating income		24,533
Non-operating income:		
Interest income	0	
Foreign exchange gains	128	
Commission fee	9	
Compensation income	4	
Gain on sale of materials	16	
Other	52	211
Non-operating expenses:		
Interest expenses	21	
Loss on disposal of inventories	44	
Accident related loss	17	
Other	14	97
Ordinary income		24,647
Extraordinary income:		
Gain on sale of non-current assets	0	0
Extraordinary losses:		
Loss on disposal of non-current assets	40	
Loss on sale of non-current assets	1	41
Income before income taxes		24,606
Income taxes		
Current	6,944	
Deferred	(40)	6,904
Net income		17,701



## Non-consolidated statement of changes in net assets

For the year ended December 31, 2021

(Millions of yen)

	Shareholders' equity							
	Common stock	Capital surplus			Retained earnings		Treasury stock	Total shareholders' equity
		Legal capital surplus	Other capital surplus	Total capital surplus	Other retained earnings Retained earnings brought forward	Total retained earnings		
Balance as of the beginning of the year	1,993	798	-	798	45,589	45,589	(315)	48,066
Changes of items during the year								
Issuance of new shares	6	6		6				13
Dividends					(5,216)	(5,216)		(5,216)
Net income					17,701	17,701		17,701
Purchase of treasury stock							(100)	(100)
Disposal of treasury stock			94	94			3	97
Net changes of items other than shareholders' equity								
Total changes of items during the year	6	6	94	101	12,484	12,484	(97)	12,495
Balance as of the end of the year	2,000	805	94	899	58,074	58,074	(413)	60,561

	Subscription rights to shares	Total net assets
Balance as of the beginning of the year	72	48,138
Changes of items during the year		
Issuance of new shares		13
Dividends		(5,216)
Net income		17,701
Purchase of treasury stock		(100)
Disposal of treasury stock		97
Net changes of items other than shareholders' equity	27	27
Total changes of items during the year	27	12,522
Balance as of the end of the year	99	60,661

## Notes to non-consolidated financial statements

### 1. Summary of significant accounting policies

(1) Valuation policies and method of accounting for assets:

Investment securities

\* Investments in subsidiaries            At cost being determined by the moving average method

Inventories

\* Merchandise                            Lower of cost or market, cost being determined by the first-in, first-out method for the Company (the book value in the balance sheet is written down based on the decline in profitability)

\* Goods in transit and supplies        Lower of cost or market, cost being determined by the specific identification method (the book value in the balance sheet is written down based on the decline in profitability)

(2) Methods of depreciation and amortization of non-current assets:

1) Property and equipment (other than leased assets) Straight-line method

2) Intangible assets (other than leased assets)        Straight-line method

Software intended for internal use is amortized using the straight-line method over its estimated useful life of five (5) years.

3) Leased assets

Leased assets under finance lease contracts are depreciated to a residual value of zero by the straight-line method using the contract term as the useful life.

(3) Accounting for allowances and provisions

1) Allowance for doubtful accounts

To prepare for potential credit losses on receivables, allowance for doubtful account is provided based on past bad-debt ratio for general receivables, and based on an estimate of uncollectible amount determined after individual analysis for specific receivables such as highly doubtful receivables.

2) Provision for employees' bonuses

To prepare for potential credit losses on receivables, allowance for doubtful account is provided based on past bad-debt ratio for general receivables, and based on an estimate of uncollectible amount determined after individual analysis for specific receivables such as highly doubtful receivables.

3) Provision for retirement benefits

The provision for retirement benefits is provided as the estimated amount of the retirement benefits to be paid to the employees in the following year, which are attributable to the end of the current fiscal year.

4) Provision for accident related loss:

Provision for accident related loss is recognized for a reasonable amount of accident related loss that is estimated to be necessary as of December 31, 2021.

(4) Foreign currency translation

Receivables and payables denominated in foreign currencies are translated into yen at the rates of exchange in effect at the balance sheet date, and the resulting exchange gains and losses are included in the non-consolidated statement of income.

(5) Other information on the preparation of non-consolidated financial statements

\* Consumption taxes

All amounts in the accompanying non-consolidated financial statements are stated exclusive of consumption taxes.

## 2. Notes on changes in presentation methods

(Application of “Accounting Standard for Disclosure of Accounting Estimates”)

The “Accounting Standard for Disclosure of Accounting Estimates” (ASBJ Statement No. 31, March 31, 2020) has been applied to the non-consolidated financial statements from the end of the fiscal year ended December 31, 2021.

## 3. Notes on accounting estimates

There are no accounting estimates that have the risk of significantly impacting the non-consolidated financial statements for the next fiscal year.

## 4. Non-consolidated balance sheet

(1) Accumulated depreciation of property and equipment	5,175 million yen
(2) Direct reduction in the amount of property and equipment	
Land	318 million yen
Machinery and equipment	171 million yen
Tools, furniture and fixtures	328 million yen
(3) Monetary receivables and payables to related parties	
Monetary receivables	30 million yen
Monetary payables	10 million yen

## 5. Non-consolidated statement of income

Transactions with related parties

    Business transactions:

        Sales

92 million yen

        Purchases

227 million yen

    Transactions other than ordinary course of business

1 million yen

## 6. Non-consolidated statement of changes in net assets

Number of shares of treasury stock as of December 31, 2021

    Common stock

4,443,812 shares

## 7. Income taxes

### (1) Deferred income tax assets:

	(Millions of yen)
(Deferred tax assets)	
Accrued enterprise taxes	235
Provision for employees' bonuses	37
Allowance for doubtful accounts	44
Provision for retirement benefits	106
Asset retirement obligations	412
Subscription rights to shares	30
Accrued facility taxes	16
Loss on valuation of shares of subsidiaries	206
Others	53
<b>Total deferred tax assets</b>	<b>1,142</b>
(Deferred tax liabilities)	
Asset retirement obligations	363
Others	15
<b>Total deferred tax liabilities</b>	<b>379</b>
<b>Total deferred tax assets - net</b>	<b>763</b>

### (2) Reconciliation between the statutory effective tax rate and the effective rate of income taxes after application of deferred tax accounting

Statutory effective tax rate	30.5%
(Adjustments)	
Inhabitant per capita taxes	0.0%
Tax credits for special reconstruction areas	(2.5)%
Other	0.0%
<b>Effective rate of income taxes after application of deferred tax accounting</b>	<b>28.0%</b>

## 8. Notes on transactions with related party

### Officers and individual shareholders

(Millions of yen)							
Category	Name	Percentage of voting rights held	Relationship with related parties	Transaction details	Amount of transactions	Account item	Ending balance
Officer	Masaya Suzuki	(Ownership) Direct: 0.30% Indirect: 0.03%	Director, President & CEO	Disposal of treasury stock accompanying contribution in kind of the monetary compensation claims (Note)	50	-	-
Officer	Masato Kubo	(Ownership) Direct: 0.00%	Deputy President	Disposal of treasury stock accompanying contribution in kind of the monetary compensation claims (Note)	12	-	-
Officer	Masaaki Hashihara	(Ownership) Direct: 0.00%	Executive Vice President	Disposal of treasury stock accompanying contribution in kind of the monetary compensation claims (Note)	10	-	-

Transaction terms, policy for determining transaction terms, etc.

(Note) It is due to contribution in kind of monetary compensation claims associated with the restricted stock-based compensation plan. The disposal price of treasury stock was determined based on the closing price of common stock of

the Company on the First Section of the Tokyo Stock Exchange on March 25, 2021 (the business day preceding the date of the resolution at the Board of Directors meeting).

**9. Per share information (as of and for the year ended December 31, 2021)**

(1) Net assets per share 121.90 yen

(2) Earnings per share (basic) 35.63 yen

(Note) The Company implemented a 2-for-1 share split of common stock effective April 1, 2021. The amount of earnings per share (basic) is stated on the assumption that the share split was implemented at the beginning of this fiscal year.

**10. Subsequent events**

Not applicable.

## Accounting Auditor's Report for Consolidated Financial Statements

[English Translation of the Auditors' Report Originally Issued in the Japanese Language]

### Independent Auditors' Report

February 10, 2022

The Board of Directors  
MonotaRO Co., Ltd.:

Ernst & Young ShinNihon LLC  
Osaka Office, Japan

Dai Matsuura  
Certified Public Accountant  
Designated and Engagement Partner

Miho Ueda  
Certified Public Accountant  
Designated and Engagement Partner

#### *Audit Opinion*

Pursuant to Article 444, paragraph (4) of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the notes to the consolidated financial statements of MonotaRO Co., Ltd. (the "Company") applicable to the fiscal year from January 1, 2021 through December 31, 2021.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and results of operations of the MonotaRO Group, which consisted of the Company and its consolidated subsidiaries, applicable to the fiscal year ended December 31, 2021 in conformity with accounting principles generally accepted in Japan.

#### *Basis for Audit Opinion*

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its consolidated subsidiaries in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Responsibilities of Management and the Audit Committee for the Consolidated Financial Statements*

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

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements with the assumption of the Group's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

The Audit Committee is responsible for overseeing the Executive Officers' and Directors' performance of duties within the maintenance and operation of the financial reporting process.

### *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements*

Our responsibilities are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on the consolidated financial statements based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate they could reasonably be expected to influence the decisions of users taken on the basis of the consolidated financial statements.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider, in making those risk assessments, internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the consolidated financial statements is not expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates by management and related notes thereto.
- Conclude on the appropriateness of management's use of the going concern basis for preparing the consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related notes to the consolidated financial statements or, if the notes to the consolidated financial statements on material uncertainty are inadequate, to express a qualified opinion with exceptions on the consolidated financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation of the consolidated financial statements and the notes thereto are in accordance with accounting standards generally accepted in Japan, as well as evaluate the over-all presentation, structure and content of the consolidated financial statements, including the related notes thereto, and whether the consolidated financial statements fairly represent the underlying transactions and accounting events.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit, and other matters required by auditing standards.

We also provide the Audit Committee with a statement that we have complied with the ethical requirements in Japan regarding independence that are relevant to our audit of the financial statements, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards in order to eliminate or reduce obstruction factors.

### *Conflicts of Interest*

Our firm and the designated engagement partners have no interest in the Company and its consolidated subsidiaries which should be disclosed in accordance with the Certified Public Accountants Act.

## Accounting Auditor's Report for Non-Consolidated Financial Statements

[English Translation of the Auditors' Report Originally Issued in the Japanese Language]

### Independent Auditors' Report

February 10, 2022

The Board of Directors  
MonotaRO Co., Ltd.:

Ernst & Young ShinNihon LLC  
Osaka Office, Japan

Dai Matsuura  
Certified Public Accountant  
Designated and Engagement Partner

Miho Ueda  
Certified Public Accountant  
Designated and Engagement Partner

#### *Audit Opinion*

Pursuant to Article 436, paragraph (2), item (i) of the Companies Act, we have audited the accompanying non-consolidated financial statements, which comprise the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in net assets, the notes to the non-consolidated financial statements and the related supplementary schedules (collectively, "non-consolidated financial statements, etc.") of MonotaRO Co., Ltd. (the "Company") applicable to the 22nd fiscal year from January 1, 2021 through December 31, 2021.

In our opinion, the non-consolidated financial statements, etc. referred to above present fairly, in all material respects, the financial position and results of operations of the Company applicable to the 22nd fiscal year ended December 31, 2021 in conformity with accounting principles generally accepted in Japan.

#### *Basis for Audit Opinion*

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements, Etc. section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the non-consolidated financial statements, etc. in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Responsibilities of Management and the Audit Committee for the Non-consolidated Financial Statements, Etc.*

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

In preparing the non-consolidated financial statements, etc., management is responsible for assessing whether it is appropriate to prepare the non-consolidated financial statements, etc. with the assumption of the Company's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

The Audit Committee is responsible for overseeing the Executive Officers' and Directors' performance of duties within the maintenance and operation of the financial reporting process.



### *Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements, Etc.*

Our responsibilities are to obtain reasonable assurance about whether the non-consolidated financial statements, etc. as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on the non-consolidated financial statements, etc. based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate they could reasonably be expected to influence the decisions of users taken on the basis of the non-consolidated financial statements, etc.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, etc., whether due to fraud or error, and design and perform audit procedures responsive to those risks. Selecting audit procedures to be applied is at the discretion of the auditor. Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider, in making those risk assessments, internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the non-consolidated financial statements, etc. is not expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates by management and related notes thereto.
- Conclude on the appropriateness of management's use of the going concern basis for preparing the non-consolidated financial statements, etc. and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related notes to the non-consolidated financial statements, etc. or, if the notes to the non-consolidated financial statements, etc. on material uncertainty are inadequate, to express a qualified opinion with exceptions on the non-consolidated financial statements, etc. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the presentation of the non-consolidated financial statements, etc. and the notes thereto are in accordance with accounting standards generally accepted in Japan, as well as evaluate the overall presentation, structure and content of the non-consolidated financial statements, etc., including the related notes thereto, and whether the non-consolidated financial statements, etc. fairly represent the underlying transactions and accounting events.

We communicate with the Audit Committee regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit, and other matters required by auditing standards.

We also provide the Audit Committee with a statement that we have complied with the ethical requirements in Japan regarding independence that are relevant to our audit of the financial statements, and communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards in order to eliminate or reduce obstruction factors.

### *Conflicts of Interest*

Our firm and the designated engagement partners have no interest in the Company which should be disclosed in accordance with the Certified Public Accountants Act.

## Audit Report by the Audit Committee

### Audit Report

Audit Committee (hereinafter called as the “Committee”) audited job execution of Directors and Executive Officers for the 22nd fiscal year from January 1, 2021 to December 31, 2021. The Committee hereby reports the method and result thereof as follows.

1. Summary of auditing method and its contents.
  - (1) The Committee audited the resolution of Board of Directors Meeting and the status of establishment and operation of the system (internal control system) according to the said resolution stipulated in (b) and (e), item (i), h (1) of Article 416 of the Companies Act.
  - (2) The Committee, according to the auditing policy and allocation of responsibilities set by the Committee, conducted the audit having close coordination with Internal Auditing Office as follows:
    - (i) Attended a meeting of the Board of Directors and other important management meetings.
    - (ii) Received business reports from Directors and other managements on their execution of their duties.
    - (iii) Reviewed important documents, etc. for making decisions.
    - (iv) Investigated into business and assets situations at the headquarter and other main offices.
    - (v) Communicated and exchanged information with the Directors of subsidiaries, and asked the progress of business performance if necessary.
  - (3) The Committee received the report and explanation from independent accounting auditor on their execution of duties accompanied by the monitoring and examining whether they are keeping independent position performing appropriate audit. Also, the Committee received the notice from independent accounting auditor that they have established the “System to ensure the fair execution of duties” (Issues stipulated in Article 131 of the Corporate Accounting Rules) according to “Quality Control Standard Code of Audit” (October 28, 2005 Business Accounting Council) and requested the explanation if necessary.
  - (4) Based on the above methods, the Committee, in a cautious manner, examined the financial statements (Balance Sheet, Profit and Loss Statement and Statement of the Changes in Shareholders’ Equity together with explanatory notes) including supporting schedules and consolidated financial statements (Consolidated Balance Sheet, Consolidated Profit and Loss, Consolidated Statement of the Changes in Stockholders’ Equity together with explanatory notes).
2. Results of Audit
  - (1) Results of audit on Business Report and its supporting documents.
    - (i) The Committee recognized that Business Report and its supporting documents of the Company fairly showed the Company’s situation in accordance with the relevant legislations and the Articles of Incorporation.
    - (ii) The Committee did not see any Director’s or Executive Officer’s dishonesty or serious fact violating to the relevant laws & legislations and the Articles of Incorporation on their execution of duties.
    - (iii) The Committee recognized that the resolution of Board of Directors Meeting on the internal control system of the Company was appropriate. Also, the Committee did not see any issue to be pointed out on any Director’s or Executive Officer’s execution of duties pertinent to internal control system.
  - (2) Results of audit on the financial statements and its supporting schedules.

The Committee affirmed that the auditing method and the conclusions of the audit conducted by Independent Accounting Auditor, Ernst & Young ShinNihon Limited Liability Company were appropriate.

(3) Results of audit on the consolidated financial statements.

The Committee affirmed that the auditing method and the conclusions of the audit conducted by Independent Accounting Auditor, Ernst & Young ShinNihon Limited Liability Company were appropriate.

February 15, 2022

Audit Committee, MonotaRO Co., Ltd.

Audit Committee Member: Tomoko Ise

Audit Committee Member: Haruo Kitamura

Audit Committee Member: Mari Sagiya

(Note) All of the Audit Committee Members are Outside Directors as prescribed in Article 2, item (xv) and Article 400, paragraph (3) of the Companies Act.

## **Company Overview** (As of December 31, 2021)

Company Name:	MonotaRO Co., Ltd.
Headquarters:	Liber bldg. 3F, 2-183, Takeyacho, Amagasaki, Hyogo
Distribution Bases:	Amagasaki DC: 75-1, Nishimukoujimacho, Amagasaki, Hyogo Kasama DC: 1877-3, Tairamachi, Kasama, Ibaraki Ibaraki Chuo SC: 3-8, Chuo Kogyo Danchi, Ibarakimachi, Higashi Ibaraki-gun, Ibaraki
Founded:	October 2000
Capital:	2,000,610,000 yen
Employees:	2,908 (part-time and temporary employees included)
Subsidiaries:	NAVIMRO Co., Ltd., the Seoul Special City, the Republic of Korea PT MONOTARO INDONESIA, Jakarta, the Republic of Indonesia IB MONOTARO PRIVATE LIMITED, New Delhi, India
Business:	Online MRO products Store

## **Information for Shareholders**

Fiscal year:	From January 1 to December 31
Ordinary Shareholders' Meeting:	Every year March
Record date:	Ordinary Shareholders' Meeting: December 31 Interim dividend: June 30 Year-end dividend: December 31
Transfer agent	
Specified account management institution:	Mitsubishi UFJ Trust and Banking Corporation
Contact information for the above:	Osaka Securities Transfer Agency Division, Mitsubishi UFJ Trust and Banking Corporation 3-6-3 Fushimimachi, Chuo-ku, Osaka 541-8502 Telephone: 0120-094-777 (toll-free)
Listed stock exchange:	First Section of the Tokyo Stock Exchange
Method of public notice:	Electronic public notice Company website URL <a href="https://corp.monotaro.com/ir/notice/index.html">https://corp.monotaro.com/ir/notice/index.html</a> In the event that an electronic announcement is not possible, announcements will be placed in The Nikkei.

### **[Caution]**

- (1) Following the introduction of the electronic share certificate system, any request for change of address and requests for other procedures from shareholders are, in principle, accepted by the account management institution (securities company, etc.) at which the shareholder holds their account. For more information, please contact the securities company at which you hold an account. Please be aware that the share transfer agent (Mitsubishi UFJ Trust and Banking Corporation) cannot handle such requests.
- (2) Please contact the account management institution for special accounts indicated above (Mitsubishi UFJ Trust and Banking Corporation) regarding various procedures concerning the shares recorded in special accounts, as Mitsubishi UFJ Trust and Banking Corporation is the account management institution. Its head office and local branches throughout Japan can also handle such inquiries.
- (3) Any unreceived dividends can be paid at the head office or any branch of the Mitsubishi UFJ Trust and Banking Corporation.