
Axial Retailing Inc.

Security Code 8255 Tokyo Prime

(Mailing Date) May 31, 2023

(Date available electronically) May 30, 2023

Notice of the 72nd Annual General Meeting of Shareholders

Date and Time

10:00 a.m. (JST), Thursday, June 22, 2023

(Doors open 9:15 a.m. JST)

Venue

Yukyu Banquet Hall, 2F, Nagaoka Grand Hotel
1-chome 2-1, Higashi-Sakanouemachi, Niigata, Japan

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(Security Code 8255 Tokyo Prime)
May 31, 2023

To Our Shareholders:

18-2 Nakagoya, Nagaoka City, Niigata, Japan

Axial Retailing Inc.

President and Representative Director, CEO
Kazuhiko Hara

NOTICE OF THE 72nd ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 72nd Annual General Meeting of Shareholders of Axial Retailing Inc. (the "Company"). Please see below for details.

In convening this General Meeting of Shareholders, the Company has taken measures to provide the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (Matters to be Provided Electronically) electronically and has posted them on the Company's website. Please refer to the following website for details.

The Company's website
<https://www.axial-r.com/>

Please select and review the news release "Materials Related to the 72nd Annual General Meeting of Shareholders".

In addition to the Company's website, matters relating to the electronic provision of information are also published on the Tokyo Stock Exchange's website (TSE Listed Company Search), which can be accessed via the following link.

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Access the TSE website above and enter "Axial" in the "Issue Name (Company Name)" field, Enter or search for our securities code "8255" in the "Code" field using one-byte alphanumeric characters, select "Basic Information" and then "Documents for Public Inspection/PR Information" in the "Documents for Public Inspection" field.

Please select "Basic Information", "Documents for Public Inspection/PR Information", and then check "Notice of Convocation of General Meeting of Shareholders/Materials for General Meeting of Shareholders" under "Documents for Public Inspection".

Details

1. **Date and time:** Thursday, June 22, 2023, at 10:00 a.m. (JST)
(Doors will open at 9:15 a.m. JST)
2. **Venue:** Yukyu Banquet Hall, 2F, Nagaoka Grand Hotel
1-chome 2-1, Higashi-Sakanouemachi, Niigata
3. **Meeting Agenda**
Matters to be reported:
 1. Business Report and Consolidated Financial Statements for the Company's 72nd fiscal year (from April 1, 2022 to March 31, 2023), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
 2. Non-consolidated Financial Statements for the Company's 72nd fiscal year (from April 1, 2022 to March 31, 2023)
Matters to be resolved:
Proposal Appropriation of Surplus

In accordance with the commencement of the electronic provision system of materials for the General Meeting of Shareholders, the provision of materials for the General Meeting of Shareholders has been changed from paper media to electronic media on the Internet, in principle, from the General Meeting of Shareholders for the fiscal year ending March 31, 2023. At this General Meeting, the Company will uniformly send to all shareholders, regardless of whether or not they have requested delivery of written materials, a written document describing the items that are excluded from the items provided electronically in accordance with laws and regulations and Article 16 of the Articles of Incorporation of the Company.

If shareholders are unable to attend the meeting in person, they may exercise their voting rights in writing (by mail) or by electronic means (via the Internet, etc.), and the Company invites them to exercise their voting rights after reviewing the reference documents for the General Meeting of Shareholders as described below.

For details on how to exercise their voting rights, please refer to the " Guide to Exercising Voting Rights " below.

Notice to Shareholders

- The Company has prepared a method of exercising Shareholders voting rights in writing or via the Internet, etc. Please note that gifts will not be distributed to shareholders attending the meeting. Please note that gifts will not be distributed to shareholders attending the meeting.
- Changes may be made to the venue or method of conducting the Meeting. Any changes will be announced on the Company's website* (<https://www.axial-r.com/>). *Available only in Japanese.
- A livestream of the Meeting will be available exclusively to shareholders for online viewing. While every effort will be made to avoid showing the attending shareholders, please be aware that at times, shareholders in attendance may be visible in the livestream.
- Shareholders attending the Meeting in person should bring the enclosed voting form and submit it to the reception desk to exercise their voting rights.
- Voting rights may be exercised by designating one proxy to attend the meeting, who must be another shareholder with voting rights. The proxy will be required to submit a written verification at the Meeting proving the proxy's rights.
- At this General Meeting, regardless of whether or not a request for delivery of the document has been made, the Company will uniformly send a document containing the items provided electronically. Among the items provided electronically, "The Company's Systems and Policies (Systems for Ensuring Proper Business Operations and the Status of the Operation of Such Systems)" in the Business Report, "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements, and "Notes to Non-Consolidated Financial Statements" in the Non-Consolidated Financial Statements are not included in the document to be sent pursuant to the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company. These items are included in the consolidated and non-consolidated financial statements audited by the auditors preparing the audit report and the accounting review report.
- In the event of any changes to the items provided electronically, the Company will post such changes on its website and the Tokyo Stock Exchange's website (TSE Listed Company Search).

Livestream of the General Meeting of Shareholders

A livestream of the General Meeting of Shareholders will be available exclusively to shareholders for online viewing on the day of the Meeting. Please see below for information on how to view.

1. Register using the QR code or link below. Registration opens Thursday 1 June, 2023 and must be completed before the start of the Meeting on Thursday 22 June, 2023.

https://us02web.zoom.us/webinar/register/WN_e04CNszuR6aM2jWV5bH4Hg

You will need your shareholder number to register. Please take note of it before posting your vote. Follow online instructions to register your shareholder name, email address and shareholder number.



URL
QR Code

※ 「QR code」 is a registered trademark of DENSO WAVE INCORPORATED.

2. After confirming your registration details, a link will be sent to your email address for viewing the livestream to your email address. The link can be accessed from: 9:55 a.m. (JST), Thursday 22 June, 2023.

- Under the Companies Act, viewing a livestream of the General Meeting of Shareholders does not constitute attendance. As such, shareholders are not allowed to exercise voting rights, ask questions, or pass motions via the livestream. Please refer to the < Guide to Exercising Voting Rights > below.
- In the event of a natural disaster or other unforeseen circumstances, the livestream may be cancelled. In this event, an announcement will be posted to the Company website.
- You may not be able to watch the livestream depending on your equipment and internet connection. Shareholders are responsible for the any costs incurred to view the livestream.
- Sharing your shareholder number or the livestream link with a third party, videoing, recording (audio or video), saving, or posting footage of the Meeting on social media or any public platform are strictly prohibited.

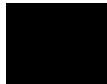
Guide to Exercising Voting Rights

Voting rights can be exercised through one of the following four methods.

1 Attend the General Meeting of Shareholders in person



Please submit the enclosed Voting Rights Exercise Form at the reception desk.

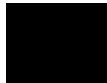


Thursday, June 22, 2023 at 10:00 a.m. JST on (Doors open at 9:15 a.m. JST)

2 Exercise voting rights in writing (by mail)



Please indicate whether you are for or against each proposal on the enclosed Voting Rights Exercise Form and return it without a stamp on the envelope.



The form must be received by 6:00 p.m. JST on Wednesday, June 21, 2023

3 Exercise voting rights online



Please access the voting rights exercise site (<https://evote.tr.mufig.jp/>, in Japanese only) from your computer or smartphone, enter the login ID and temporary password on the enclosed Voting Rights Exercise Form, and follow the instructions on the screen to vote for or against each proposal.



Voting must be completed by 6:00 p.m. JST on Wednesday, June 21, 2023

4 Exercise voting rights by scanning a QR code



You can log in to the online voting rights exercise site without entering the login ID or temporary password on the Voting Rights Exercise Form.

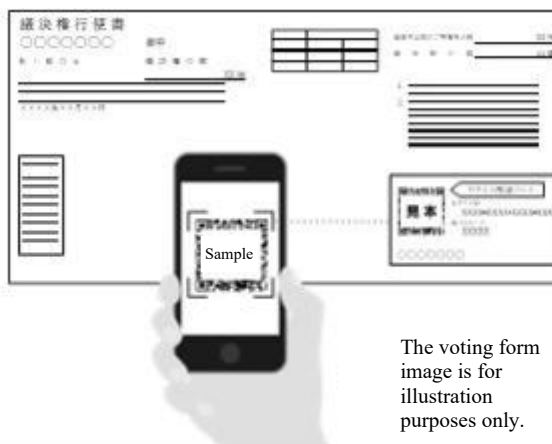
Please scan the QR code on the Voting Rights Exercise Form.

※ 「QR code」 is a registered trademark of DENSO WAVE INCORPORATED.

Please follow the instructions on the screen to vote for or against each proposal.

You can only log in using the QR code once.

To log in more than once, or to vote without using the QR code, please refer to “Exercise voting rights online” on the previous page.



The voting form image is for illustration purposes only.

**Voting must be completed
by 6:00 p.m. JST on
Wednesday, June 21, 2023**

- ※ If you vote both by mail and online, only the votes placed online will be deemed valid.
- ※ If you vote multiple times online, only the last vote will be deemed valid.
- ※ Institutional investors can use the voting rights exercise platform operated by ICJ, Inc.

If you are unsure how to use your computer or smartphone to exercise your voting rights online, please contact the help desk on the right.

Help Desk, Stock Transfer Agency Department
Mitsubishi UFJ Trust and Banking Corporation

0120—173—027

(Toll free in Japan, 9:00 a.m. ~ 9:00 p.m. JST)

Reference Document for the General Meeting of Shareholders

Proposal Appropriation of Surplus

The Company proposes the following regarding the appropriation of surplus.

Matters related to the year-end dividend

Axial Retailing Inc.'s ("the Company") dividend policy is based on twice-yearly interim dividends and year-end dividends. The decision-making body for dividends is the Board of Directors for interim dividends and the General Meeting of Shareholders for year-end dividends.

As the holding company for the Axial Group, we are working to strengthen the financial structure of the group as a whole and to secure internal reserves. At the same time, we believe that returning profits to shareholders is an important management policy, and our basic policy is to distribute dividends to shareholders giving full consideration to the business performance of the group as a whole, future business development, and dividend payout ratio.

The year-end dividends for the 72nd fiscal period will be as follows based on the above dividend policy.

1.Type of assets distributed as dividends

Cash

2.Matters concerning the allocation of dividend assets and the total amount

Per share of common stock of the company	¥55
Total amount	¥1,267,283,600

Accordingly, the annual dividend per share for the fiscal year under review, when combined with the interim dividend (¥25 per share), will be ¥80 per share, for a consolidated dividend payout ratio of 29.0%.

3. Effective date for dividend

June 23, 2023