



September 22, 2023

To whom it may concern,

Company name: Ryohin Keikaku Co., Ltd.

Representative: Nobuo Domae, President and Representative Director

(Code number 7453, Prime market of the Tokyo Stock Exchange)

Contact: Kenta Horiguchi, Executive Officer and General Manager of Corporate Planning Office

Phone: +81-3-3989-5972

Notice Regarding Succession of Rights and Obligations Due to Company Split (Simplified Absorption-type Company Split)

Ryohin Keikaku Co., Ltd. (the “Company”) announces that it has decided at the Board of Directors meeting held today to take over the rights and obligations related to the clothing manufacturing and sales business operated by Mitsubishi Corporation Fashion Co., Ltd. (hereinafter referred to as “MCF Company”) that conducts sales to the Company. (hereinafter referred to as “the reorganization”) The succession will take place through a company split, with May 1, 2024 as the effective date (scheduled).

Please note that some items and details have been omitted from this disclosure since the company split is one in which the amount of increase or decrease in total assets of the Company will be less than 10% of net assets as of the last day of the immediately preceding fiscal year, and one in which the amount of increase or decrease in the sales of the listed company will be less than 3% of sales in the immediately preceding fiscal year.

1. Purpose of the reorganization

The Company’s mission is to provide daily necessities and services with genuine quality and ethical value, at appropriate and affordable prices. In order to achieve this goal, the company has set “establishment of a development and production system” as one of the management’s core themes, and is strengthening the personnel structure of the Production Division as well as promoting direct transactions with factories. As part of these efforts, the Company decided to take over the rights and obligations of MCF Company regarding the clothing manufacturing and sales business which conducts sales to the Company, and bring this business in-house. After the reorganization, the Company will take over some of MCF's employees, and together with MCF’s employees, the Company will create a new organization and will proceed with preparations to create synergies together.

2. Summary of the reorganization

(1) Schedule of the reorganization

Board of Directors resolution date	September 22, 2023
Contract date	September 22, 2023
Scheduled implementation date (effective date)	May 1, 2024 (planned)

Pursuant to the provisions of Article 796, Paragraph 2 of the Companies Act, the absorption-type split agreement shall be conducted without obtaining approval from a general meeting of shareholders as provided in Article 795, Paragraph 1 of the Companies Act.

(2) Method of reorganization

This is an absorption-type company split with MCF Company as the split company and the Company as the successor

company.

(3) Content of allocation related to the reorganization

The Company plans to deliver 1 yen to MCF Company as consideration for the company split.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights associated with the reorganization

Not applicable.

(5) Increase or decrease in capital due to company split

There will be no increase or decrease in our capital as a result of the company split.

(6) Rights and obligations to be taken over by the successor company

The rights and obligations of this matter as of the effective date will be succeeded to the extent specified in the agreement.

(7) Expected fulfillment of obligations

We have determined that there is no problem with the Company's ability to fulfill obligations as a result of the company split.

3. Basis of the content of allocation, etc. related to the reorganization

Regarding the calculation of the amount of money to be delivered by the Company for the company split, an agreement was reached as a result of sincere discussions between the two companies based on the details of the rights and obligations to be succeeded. In addition, the Company do not expect a significant increase or decrease in profit in the business forecast on which the calculation is based.

4. Overview of the companies involved in the reorganization

	Successor company	Split company
(1) Name	Ryohin Keikaku Co., Ltd.	Mitsubishi Corporation Fashion Co., Ltd.
(2) Location	4-26-3 Higashi-ikebukuro, Toshima-ku, Tokyo, 170-8424, Japan	3-16-16 Shibaura, Minato-ku, Tokyo, 108-0023, Japan
(3) Title and name of representative	Nobuo Domae, President and Representative Director	Shigeru Murata, President & CEO
(4) Business details	Management, merchandising, development, production, and sales of specialty store business centered on "MUJI"	Manufacturing and distribution of textile, yarn, apparel and accessories. Management of the entire process of quality control, operations and logistics
(5) Capital	JPY 6,766 million	JPY 2,000 million
(6) Date of establishment	June 1989 (Registration: May 1979)	October 1, 2009 (Merger date)
(7) Number of issued shares	280,780,000 shares	44,233 shares
(8) Fiscal year-end	August 31	March 31
(9) Major shareholders and shareholding ratio	The Master Trust Bank of Japan, Ltd. Trust account 18.99% Custody Bank of Japan, Ltd. Trust account 7.81%	Mitsubishi Corporation 100%
(10) Financial conditions and operating results for the most recent fiscal year		
Fiscal year	(Fiscal Year Ended August 31, 2022) (Consolidated: Japanese GAAP)	(Fiscal Year Ended March 31, 2023) (Non-consolidated: Japanese GAAP)

Net assets	(million yen)	244,852	18,616
Total assets	(million yen)	399,324	32,957
Net asset per share	(yen)	915.93	420,884
Operating revenue	(million yen)	496,171	91,781
Operating profit	(million yen)	32,773	1,569
Ordinary profit	(million yen)	37,214	3,388
Net income attributable to owners of parent	(million yen)	24,558	2,390
Earnings per share	(yen)	93.24	54,039

[Overview of the business division to be succeeded]

(1) Business content of the division to be succeeded

Clothing manufacturing and sales business that conducts sales to the Company

(2) Business results of the division to be succeeded

Operating revenue: 32,800 million yen

(3) Items and book values of assets and liabilities to be inherited

There are no assets or debts to be inherited.

5. Status after the reorganization

As a result of this company split, there will be no change in the name, location, title and name of the representative, business content, capital, or fiscal year-end of the Company or MCF Company.

6. Future outlook

The impact of the company split on the Company's business results will be minimal.

(Reference) Consolidated financial results forecast for the current fiscal year (announced on April 13, 2023) and consolidated results for the previous fiscal year

	Operating revenue	Operating profit	Ordinary profit	Net income attributable to owners of parent	Earnings per share
Consolidated results forecast for current fiscal year (ending August 31, 2023)	Million yen 585,000	Million yen 30,000	Million yen 29,700	Million yen 18,600	Yen 70.53
Consolidated results for previous fiscal year (ended August 31, 2022)	496,171	32,773	37,214	24,558	93.24