

# Articles of Incorporation

(Amended June 27, 2022)

Isetan Mitsukoshi Holdings Ltd.

## CHAPTER I. GENERAL PROVISIONS

(Name)

Article 1. The name of the Company shall be *Kabushiki-gaisha Mitsukoshi Isetan Horudingusu* in Japanese, and Isetan Mitsukoshi Holdings Ltd. in English.

(Purposes)

Article 2. The Company shall be for the purpose of controlling and managing the business activities of companies that engage in the following businesses and foreign companies that engage in equivalent businesses by holding their shares or equity units.

- (1) Department stores, mail ordering, wholesaling, and manufacturing and processing of goods related thereto
- (2) Agency for domestic and foreign commercial transactions, import/export, and leasing
- (3) Manufacturing and processing of canned, bottled, frozen, and other processed foods, soft drinks, and beverages
- (4) Import and sale of pharmaceuticals, veterinary medicines, medical equipment, cosmetics, poisonous and deleterious substances, fertilizers, agricultural chemicals, rice, grains, alcoholic beverages, tobacco, salt, etc., and sale of postage and revenue stamps
- (5) Designing, constructing, supervising, and undertaking construction, civil engineering, interior finishing, and carpentry work, etc.
- (6) Buying, selling, leasing, brokerage, and management of real estate and business related to residential development
- (7) Cleaning, security, maintenance, and management of buildings
- (8) Travel agency pursuant to the Travel Agency Act
- (9) Life insurance sales, liability insurance agency, and Automobile Liability Insurance Act agency
- (10) Freight forwarding, freight and passenger car transportation, passenger car maintenance, and warehousing
- (11) Worker dispatching
- (12) Lending of welfare equipment, sales of specified welfare equipment, designated in-home services, and in-home care support pursuant to the Long-Term Care Insurance Act
- (13) Lending of preventive care welfare equipment, sales of specified preventive

- care welfare equipment, and designated preventive care services pursuant to the Long-Term Care Insurance Act
- (14) Films, plays, and other entertainment, and planning, production, and sales of movies, records, videotapes, video discs, compact discs, etc.
  - (15) Rental and leasing of movable property
  - (16) Information processing services, information provision services, telecommunications services pursuant to the Telecommunications Business Act, cable broadcasting, general broadcasting, and publishing
  - (17) Money exchanging and services related to issuance and handling of prepaid vouchers
  - (18) Services related to intermediation of money lending and borrowing, guarantees, collection agency, and credit card handling
  - (19) Sales of measuring instruments and specialty products, small-scale transportation, barber services, beauty services, cleaning, advertising, antique trading, photography, and tailoring
  - (20) Management of pharmacies, clinics, parking facilities, hotels, inns, wedding halls, restaurants, coffee shops, pet stores, playgrounds, sports facilities, sports classes, educational facilities, cultural facilities, cultural classes, and business schools
  - (21) Sale, purchase, and brokerage of golf course and sports facility memberships
  - (22) Management of clothing, daily necessity, and other specialty stores
  - (23) Holding, investment, management, sale, purchase, administration, brokerage, and use of securities
  - (24) Research, development, consulting, and business relating to training, guidance, and development related to the items listed above
  - (25) All other business related or incidental to the items listed above
2. The Company may conduct the businesses listed under each item of Paragraph 1 above.

(Location of Head Office)

Article 3. The Company shall have its head office in Shinjuku, Tokyo.

(Organs)

Article 4. The Company shall have the following organs in addition to the General Meeting of Shareholders and Directors:

- (1) Board of Directors

- (2) Nominating Committee, Audit Committee, and Compensation Committee
- (3) Executives
- (4) Accounting Auditor

(Method of Public Notice)

Article 5. Public notices by the Company shall be by electronic public notice; provided, however, that if electronic public notice is impossible due to an incident or other unavoidable circumstances, public notice shall be executed by publication in the Nihon Keizai Shimbun.

## CHAPTER II. SHARES

(Number of Shares Authorized)

Article 6. The number of shares authorized to be issued by the Company shall be 1,500,000,000 shares.

(Acquisition of Treasury Stock)

Article 7. The Company may acquire treasury stock in market transactions, etc. by resolution of the Board of Directors pursuant to the provisions of Article 165, Paragraph 2 of the Corporation Law.

(Unit of Shares)

Article 8. A unit of shares of the Company shall be one hundred (100) shares.

(Rights Regarding Fractional Units of Shares)

Article 9. A shareholder of the Company may not exercise rights regarding fractional units of shares other than the rights listed below.

- (1) The rights listed in each item of Article 189, Paragraph 2 of the Corporation Law
- (2) The right to make demands pursuant to the provisions of Article 166, Paragraph 1 of the Corporation Law
- (3) The right to receive allocations of offered shares and offered share acquisition rights proportionally to the number of shares held by the shareholder
- (4) The right to make demands as provided in the following Article

(Demand to Sell Fractional Unit of Shares)

Article 10. A shareholder of the Company may demand that the Company sell a number of shares that would constitute a unit of shares together with the shares held by the shareholder, as provided in the Share Handling Regulations, with the provision that this shall not apply if the Company does not hold the treasury stock to be transferred.

(Shareholder Register Administrator)

Article 11. The Company shall have a Shareholder Register Administrator.

2. The Shareholder Register Administrator and its business office shall be determined by resolution of the Board of Directors or by an Executive to whom this has been delegated by resolution of the Board of Directors, and public notice thereof shall be issued by the Company.
3. The preparation and retention of the Company shareholder register and stock acquisition rights ledger and other administrative matters related to shares and stock acquisition rights shall be handled by the Shareholder Register Administrator and shall not be handled by the Company.

(Share Handling Regulations)

Article 12. The handling and fees relating to shares and stock acquisition rights in the Company shall be pursuant to the Share Handling Regulations, in addition to laws, regulations, and these Articles of Incorporation.

### CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

(Convocation)

Article 13. An Ordinary General Meeting of Shareholders shall be convened within three months following the last day of each fiscal year, and an Extraordinary General Meeting of Shareholders shall be convened from time to time as necessary.

(Record Date for Ordinary General Meeting of Shareholders)

Article 14. The shareholders of the Company stated or recorded in the final shareholder register as of March 31 of each year shall be eligible to exercise rights at the Ordinary General Meeting of Shareholders relating to that fiscal year.

2. Unless otherwise provided in the previous Paragraph or these Articles of Incorporation, an extraordinary record date may be stipulated when necessary

by resolution of the Board of Directors and with public notice in advance.

(Convener of Meetings and Chairman)

Article 15. A Director previously determined by resolution of the Board of Directors shall convene the General Meeting of Shareholders. In the event that this Director is unable to act, another Director, determined in accordance with an order of priority previously determined by resolution of the Board of Directors, shall convene the General Meeting of Shareholders.

2. The chairman of the General Meeting of Shareholders shall be a Director or Executive previously determined by resolution of the Board of Directors. In the event that this Director or Executive is unable to act, another Director or Executive, determined in accordance with an order of priority previously determined by resolution of the Board of Directors, shall fulfill this role in his/her place.

(Measures for Electric Provision of information, etc.)

Article 16. The company shall, when convening a General meeting of Shareholders, provide information contained in the reference documents for the General Meeting of Shareholders, etc. electronically.

2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for vesting voting rights.

(Method of Resolutions)

Article 17. Resolutions of a General Meeting of Shareholders shall be made by a majority of the voting rights of shareholders eligible to exercise voting rights in attendance, unless otherwise provided by laws, regulations, or these Articles of Incorporation.

2. Resolutions provided in Article 309, Paragraph 2 of the Corporation Law shall be made by no less than two-thirds of the voting rights of shareholders in attendance who hold no less than one-third of the voting rights eligible to be exercised.

(Exercise of Voting Rights by Proxy)

Article 18. A shareholder may exercise voting rights through one (1) proxy who is a

shareholder in attendance holding voting rights in the Company. In this case, the shareholder or proxy must submit a document certifying the proxy rights to the Company in advance of each General Meeting of Shareholders.

(Minutes)

Article 19. A summary of the process of proceedings, the results thereof, and other matters stipulated in laws and regulations shall be stated or recorded in the minutes of a General Meeting of Shareholders.

#### CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

(Number of Directors)

Article 20. The number of Directors of the Company shall not exceed fifteen (15).

(Method of Election)

Article 21. Directors shall be elected by resolution of the General Meeting of Shareholders.

2. Resolutions for election, as provided for in the preceding paragraph, shall be adopted by a majority vote of attending shareholders who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights.
3. Cumulative voting shall not be used for resolutions for the election of Directors.

(Term of Office)

Article 22. The term of office of a Director shall expire upon conclusion of the Ordinary General Meeting of Shareholders held with respect to the final fiscal year ending within one (1) year of his/her election to office.

(Convocation of Meetings of Board of Directors)

Article 23. Notice of convocation of a meeting of the Board of Directors shall be sent to each Director at least three (3) days prior to the meeting. Provided, however, that in the event of urgency, such period may be further shortened. 6

2. When the consent of all Directors is obtained, a meeting of the Board of Directors may be held without following the convocation procedures.

(Person to Convene and Chair of Board of Directors)

Article 24. Except as otherwise provided by laws and regulations, the Board of Directors

shall be convened by a Director selected in advance by resolution of the Board of Directors, who shall serve as chairperson.

2. If the person appointed under the preceding paragraph is unable to act, another Director shall take his or her place in an order pre-determined by resolution of the Board of Directors.

(Method of Resolution of Board of Directors)

Article 25. Resolutions of the Board of Directors shall be adopted by a majority vote of Directors in attendance at a meeting in which a majority of Directors eligible to participate are in attendance.

(Simplified Resolution of Board of Directors)

Article 26. The Company shall deem that a resolution of the Board of Directors has been adopted when the conditions provided in Article 370 of the Corporation Law have been fulfilled.

(Minutes of Meetings of Board of Directors)

Article 27. A summary of the process of proceedings, the results thereof, and other matters stipulated in laws and regulations shall be stated or recorded in the minutes of meetings of the Board of Directors, and the Directors who attended shall sign their names and affix their seals thereto.

(Board of Directors Regulations)

Article 28. In addition to laws, regulations, and these Articles of Incorporation, the Board of Directors shall establish Board of Directors Regulations for matters relating to the Board of Directors.

(Exemption from Liabilities of Directors)

Article 29. The Company may, by resolution of the Board of Directors, waive the liability for damages of each Director (including former Directors) for negligence of his/her duties to the limit prescribed in the relevant laws and regulations pursuant to the provisions of Article 426, Paragraph 1 of the Corporation Law.

(Limited Liability Agreement with Directors)

Article 30. The Company may conclude an agreement to limit the liability for damages for negligence of his/her duties with each Director (other than executive



Directors, etc.) pursuant to Article 427, Paragraph 1 of the Corporation Law; provided, however, that the maximum amount of the liability under said agreement shall be the amount prescribed in the relevant laws and regulations.

## CHAPTER V. NOMINATING COMMITTEE, AUDIT COMMITTEE, AND COMPENSATION COMMITTEE

(Selection of Committee Members)

Article 31. Members of the Nominating Committee, Audit Committee, and Compensation Committee shall be selected by resolution of the Board of Directors, from among Directors.

2. The Chair of each committee shall be selected by resolution of the Board of Directors, from among Directors who are committee members.

(Regulations of Each Committee)

Article 32. Matters concerning each committee shall be governed by the regulations of each committee set forth by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.

## CHAPTER VI. EXECUTIVES

(Election of Executives)

Article 33. Executives of the Company shall be elected by resolution of the Board of Directors.

(Term of Office)

Article 34. The term of office of an Executive shall expire upon the final day of the fiscal year ending within one (1) year of his/her election to office.

(Representative Executive and Executives with Special Titles)

Article 35. The Board of Directors shall select by resolution one or more Representative Executives.

2. The Board of Directors may also select by resolution one or more Executives with Special Titles, in addition to those provided for in the preceding paragraph.

(Exemption from Liabilities of Executives)

Article 36. The Company may, by resolution of the Board of Directors, waive the liability for damages of each Executive (including former Executives) for negligence of his/her duties, to the limit prescribed in the relevant laws and regulations pursuant to Article 426, Paragraph 1 of the Corporation Law.

(Executive Officers)

Article 37. In addition to Executives, the Company may also appoint Executive Officers as persons who will take responsibility for the execution of business operations.

## CHAPTER VII. ACCOUNTS

(Fiscal Year)

Article 38. The fiscal year of the Company shall be the one-year period from April 1 of each year through March 31 of the following year.

(Decision-making Organ with Respect to Distribution of Surplus, etc.)

Article 39. Except as otherwise provided by laws and regulations, the matters specified in each item of Article 459, Paragraph 1 of the Corporation Law, including the distribution of surplus, may be determined by resolution of the Board of Directors.

(Record Date for Surplus)

Article 40. Dividends of surplus shall be paid to the shareholders and registered pledge holders stated or recorded in the final shareholder register as of the last day of each fiscal year.

2. The Company may pay a dividend of surplus in cash as provided in Article 454, Paragraph 5 of the Corporation Law to the shareholders and registered pledge holders stated or recorded in the final shareholder register as of September 30 of each year by resolution of the Board of Directors.

3. In addition to those provided in Paragraphs 1 and 2, record dates may be stipulated and dividends of surplus may be paid from time to time.

(Limitation Period and Interest for Dividends)

Article 41. If dividend assets are in cash, the obligation of the Company to make the payment shall be relieved if it has not been received once three years has elapsed following the date of the determination of the payment.

2. Interest shall not accrue on the cash provided in Paragraph 1.

## SUPPLEMENTARY PROVISIONS

(Transitional Measures Related to Exemption from Liabilities of Corporate Auditors)

Article 1. The Company may, by resolution of the Board of Directors, waive the liability for damages of each Corporate Auditor as specified in Article 423, Paragraph 1 of the Corporation Law (including former Corporate Auditors) in regard to actions prior to the conclusion of the 12th Ordinary General Meeting of Shareholders, to the limit prescribed in the relevant laws and regulations.

(Transitional Measures Concerning Electronic Provision of Information)

Article 2. The deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Meeting of Shareholders) of the Articles of Incorporation before amendment and the establishment of Article 16 (Transitional Measures Concerning Electronic Provision of Information) of the Articles of Incorporation after amendment shall come into effect on September 1, 2022 (the “Effective Date”), which is the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).

2. Notwithstanding the provisions of the preceding paragraph, Article 16 (Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Meeting of Shareholders) of the Articles of Incorporation before amendment shall remain in force with respect to a General Meeting of Shareholders to be held on a date within six months from the Effective Date.

3. These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.