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(Stock Exchange Code 8018)
June 5, 2024

To Shareholders with Voting Rights:

Akira Inoue, President & CEO
SANKYO SEIKO CO., LTD.
2-5-6 Azuchimachi, Chuo-ku, Osaka, Japan

**NOTICE OF
THE 92nd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We are pleased to announce that the 92nd Annual General Meeting of Shareholders (hereinafter the “Meeting”) of SANKYO SEIKO CO., LTD. (hereinafter the “Company”) will be held as described below, and your attendance is earnestly requested.

Measures for the electronic provision of information have been adopted for the Meeting, and information consisting of Reference Documents for the General Meeting of Shareholders, etc. (the “Electronic Provision Measures Matters”) are posted on the Company’s Internet website.

The Company’s website:

https://www.sankyoseiko.co.jp/ir_library/1738/

The Electronic Provision Measures Matters are also posted on the website of Tokyo Stock Exchange. Please access the website shown below (the Tokyo Stock Exchange Listed Company Search), enter “SANKYO SEIKO” in the Issue name (company name) field or the Company’s Stock Exchange Code “8018” in the Code field to search, and click on “Basic information” then “Documents for public inspection/PR information.” The information is posted under “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” in “Filed information available for public inspection.”

TSE website (Listed Company Search):

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

Please review the “Guide to the Exercise of Voting Rights” on page 3 for the information about the exercise of voting rights.

If you are not able to attend the Meeting, you may exercise your voting rights in writing (by postal mail) or via the internet so please review the attached Reference Documents for the Meeting, and exercise your voting right by 5:30 p.m. on Thursday, June 20, 2024 (Japan time).

1. Date and Time: Friday, June 21, 2024 at 10:00 a.m. Japan time
(Reception opens at 9:00 a.m.)

2. Place: 3F HALL-A, SUNRISE Bldg.,
2-6-8, Bingomachi, Chuo-ku, Osaka, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company's 87th Fiscal Year (April 1, 2023 - March 31, 2024)
 2. Results of audits by the Accounting Auditor and the Board of Company Auditors of the Consolidated Financial Statements for the Company's 87th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Six (6) Directors
Proposal 3: Election of Two (2) Substitute Company Auditors

- If attending the Meeting, please submit the enclosed Voting Rights Exercise Form at reception.
- Please arrive at the venue early as reception will become crowded just before the Meeting starts.
- The Company offers souvenir to shareholder attending the meeting in person. Please note that one souvenir is presented to a single individual shareholder attending the meeting in person regardless of the number of Voting Rights Exercise Forms.
- If attending the Meeting by proxy, please ensure that your own Voting Rights Exercise Form and documents to certify authorization of the proxy are submitted at reception. (The proxy holder must be a single individual with voting rights at the Meeting, in accordance with the provisions of Article 16 of the Company's Articles of Incorporation.)
- In accordance with laws, regulations and Article 14 of the Company's Articles of Incorporation, the paper copy sent to shareholders who have submitted a request for delivery of documents does not contain the items shown below. This paper copy therefore presents only some of the documents audited by the Company Auditors and the Accounting Auditor when preparing their respective audit reports.
 - (i) "Company Structure and Policies" in the Business Report;
 - (ii) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statement" in the Consolidated Financial Statements
 - (iii) "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statement" in the Non-consolidated Financial Statements
- Any amendments or corrections to the Electronic Provision Measures Matters will be posted on the Company's website and the website of Tokyo Stock Exchange.

Guide to the Exercise of Voting Rights

1. Attending the Shareholders' Meeting

The General Meeting of Shareholders will be held at 10:00 a.m. on Friday, June 21, 2024 (Japan time)

Please submit the enclosed Voting Rights Exercise Form at reception.

2. Not attending the Shareholders' Meeting

Voting by postal mail

Please send us the enclosed Voting Right Exercise Form indicating your approval or disapproval of each proposal so that it is received by the deadline for the exercising voting rights. If you do not indicate your approval or disapproval of each proposal on the Voting Rights Exercise Form, it will be treated as a vote in favor of that proposal.

Deadline for exercising voting rights:

The Voting Form must be received by 5:30 p.m. on Thursday, June 20, 2024 (Japan time)

Voting via internet, etc.

Please input your approval or disapproval concerning each proposal via the voting website designated by the Company referring to the "Guide to the Exercise of Voting Rights Via Internet, etc."

Deadline for exercising voting rights:

No later than 5:30 p.m. on Thursday, June 20, 2024 (Japan time)

Handling of duplicate voting

- (1) In the case of duplicate voting done both via the internet, etc. and in written form, the vote placed via the internet, etc. will be considered valid.
- (2) In the case of voting twice or more via the internet, etc., the last vote will be considered valid. In the case of duplicate voting using a personal computer and a smartphone, the last vote will be considered valid.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes to appropriate surplus as follows.

The Company regards the return of profits to shareholders as a priority management issue, and adopts a policy of paying dividends stably and continuously based on corporate growth and the enhancement of shareholder returns, while also taking account of linking the business performance.

Although the Company continues to face a difficult business environment, it proposes the year-end dividend presented below for the fiscal year under review to reward shareholders for their support, based on a comprehensive consideration of factors such as the trend in business performance during the fiscal year under review.

- (1) Type of the dividend property
Cash

- (2) Matters regarding the allocation of the dividend property to shareholders and the total amount thereof
¥27 per common share of the Company
Total amount: ¥1,076,843,295

- (3) Effective date of the dividend of surplus
June 24, 2024

Proposal 2: Election of Six (6) Directors

The term of office of all six (6) Directors will expire at the conclusion of the Meeting. Accordingly, the Company proposes the election of six (6) Directors.

The candidates for Director are shown below.

No.	Name (Age)	Position	Responsibilities	Attendance at Board of Directors meetings
1	Akira Inoue (61) [Reappointment]	President & CEO (Representative Director)		100% (11 / 11)
2	Tetsuji Miyazawa (54) [Reappointment]	Director	President of Sankyo Seiko Apparel Fashion Co., Ltd.	100% (9 / 9)
3	Naohiko Hino (50) [Reappointment]	Director	In charge of Corporate Strategy Development Office, Head Office Department of Holdings	100% (9 / 9)
4	Yuichi Nishi (49) [Reappointment]	Director	President of Sankyo Seiko (Asia Pacific) Co., Ltd.	100% (9 / 9)
5	Machiko Nambu (71) [Reappointment] [Outside] [Independent]	Director		100% (11 / 11)
6	Kazufumi Hattori (70) [Reappointment] [Outside] [Independent]	Director		100% (11 / 11)

- Notes: 1. The ages of the candidates for Director are shown as of the date of the Meeting.
2. Mr. Tetsuji Miyazawa and Mr. Yuichi Nishi serve as corporate officers at subsidiaries of the Company. The names of the respective subsidiaries and offices are shown in the Responsibilities column to facilitate understanding.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Akira Inoue (May 19, 1963) [Reappointment]	<p>April 1986 Joined the Company</p> <p>April 1999 President of Hong Kong Company</p> <p>April 2001 General Manager of Hong Kong Division</p> <p>April 2006 Operating Officer</p> <p>June 2009 Senior Operating Officer</p> <p>December 2012 In charge of Taipei Division</p> <p>April 2013 President of Sankyo Seiko (Asia Pacific) Co., Ltd.</p> <p>June 2013 Director</p> <p>June 2018 President of Sankyo Seiko Fashion Service Co., Ltd.</p> <p>June 2019 Managing Director</p> <p>April 2020 President & COO</p> <p>April 2022 President of Yokohama Textile Club, Ltd. (current position)</p> <p>April 2022 Chairman of DAKS Simpson Limited (current position)</p> <p>June 2022 President & CEO of the Company (current position)</p> <p>July 2022 CEO of LEONARD Fashion SAS (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Chairman of DAKS Simpson Limited • CEO of LEONARD Fashion SAS • President of Yokohama Textile Club, Ltd. 	71,526
2	Tetsuji Miyazawa (April 29, 1970) [Reappointment]	<p>April 1994 Joined the Company</p> <p>April 2002 Manager of Ladies Wear Division, Textile Company</p> <p>September 2008 Transferred to Sankyo Seiko Apparel Fashion Co., Ltd. incorporated in a company split</p> <p>June 2010 General Manager of 1 Division</p> <p>June 2012 Operating Officer</p> <p>June 2020 Director</p> <p>April 2022 President (current position)</p> <p>June 2023 Director of the Company (current position)</p> <p>[Significant concurrent position]</p> <ul style="list-style-type: none"> • President of Sankyo Seiko Apparel Fashion Co., Ltd. 	15,263
3	Naohiko Hino (February 14, 1974) [Reappointment]	<p>April 1997 Joined the Company</p> <p>April 2013 Manager of Finance and Accounting Division (Finance Group)</p> <p>April 2018 General Manager in charge of Finance • Accounting • IT, Head Office Department of Holdings</p> <p>June 2022 Operating Officer in charge of Corporate Strategy Development Office, Head Office Department of Holdings</p> <p>June 2023 Director (current position) In charge of Corporate Strategy Development Office, Head Office Department of Holdings (current position)</p>	15,263

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Yuichi Nishi (September 26, 1974) [Reappointment]	<p>April 1998 Joined the Company</p> <p>April 2006 Manager of Hong Kong Division</p> <p>April 2013 General Manager</p> <p>April 2018 President of Sankyo Seiko (Asia Pacific) Co., Ltd.</p> <p>September 2020 General Manager of DAKS▪License Group, Head Office Department of Holdings</p> <p>April 2021 President of Sankyo Seiko (Asia Pacific) Co., Ltd. (current position)</p> <p>June 2023 Director (current position)</p> <p>[Significant concurrent position] • President of Sankyo Seiko (Asia Pacific) Co., Ltd.</p>	20,018
5	Machiko Nambu (September 27, 1952) [Reappointment] [Outside] [Independent]	<p>April 1975 Joined Hyogo Prefecture Office</p> <p>April 1996 Joined Kobe Harbour Circus Co., Ltd.</p> <p>October 1998 Director</p> <p>August 1999 Director of Pasona Cruiser Co., Ltd. (now Kobe Cruiser Co., Ltd.)</p> <p>April 2006 Director of Concerto Co., Ltd.</p> <p>April 2006 President of Kobe Cruiser Co., Ltd.</p> <p>April 2006 President of Concerto Co., Ltd.</p> <p>April 2014 Chairman of Kobe Cruiser Co., Ltd. (current position)</p> <p>June 2014 Outside Auditor of Honshu-Shikoku Bridge Expressway Co., Ltd. (current position)</p> <p>April 2015 Outside Director of Morozoff Limited</p> <p>June 2020 Outside Director of the Company (current position)</p> <p>April 2022 Outside Director of OM Kobe Co., Ltd. (now Kobe Future City Co., Ltd.) (current position)</p>	0
6	Kazufumi Hattori (October 27, 1953) [Reappointment] [Outside] [Independent]	<p>April 1977 Joined Dentsu Inc.</p> <p>March 1997 General Manager of Planning Department, Business Promotion Office, Kansai Branch</p> <p>January 2008 Head of Kyoto Sales Office, Kansai Branch</p> <p>April 2012 Executive Officer and Deputy Branch Manager of Kansai Branch</p> <p>June 2013 Director, Member of the Board and Head of Kansai Branch</p> <p>January 2016 Director, Member of the Board, Managing Executive Officer and Head of Kansai Branch</p> <p>March 2016 Managing Executive Officer and Head of Kansai Branch</p> <p>June 2020 Outside Director of the Company (current position)</p>	0

- Notes: 1. There are no special interests between any of the candidates and the Company.
2. Ms. Machiko Nambu and Mr. Kazufumi Hattori are candidates for Outside Director. If their reappointment is approved under this proposal at the Meeting, the Company intends to register them as independent directors as designated by the Tokyo Stock Exchange.
3. Reasons for nomination, expected roles, years in office of each of the Outside Director candidates are as follows:
- (1) Ms. Machiko Nambu has served as President of Kobe Cruiser Co., Ltd. and President of Concerto Co., Ltd., and has been nominated as a candidate for Outside Director of the Company so that she can reflect the extensive experience and advanced knowledge

- she has gained through her career as a corporate manager in the management of the Company. After her appointment, she is expected to leverage the insight she has acquired through her experience of involvement in corporate management to actively provide advice and contribute to further enhancing the management supervision and checking function from an objective standpoint independent of business execution. She will have served as Outside Director for four (4) years at the conclusion of the Meeting.
- (2) Mr. Kazufumi Hattori has served as Head of the Kyoto Sales Office, Kansai Branch and Director, Member of the Board and Head of the Kansai Branch of Dentsu Inc., and has been nominated as a candidate for Outside Director of the Company so that he can reflect the extensive experience and advanced knowledge he has gained through his career as a corporate manager in the management of the Company. After his appointment, he is expected to leverage the insight he has acquired through his experience of involvement in corporate management to actively provide advice and contribute to further enhancing the management supervision and checking function from an objective standpoint independent of business execution. He will have served as Outside Director for four (4) years at the conclusion of the Meeting.
4. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Ms. Machiko Nambu and Mr. Kazufumi Hattori to limit their liability for damages under Article 423, Paragraph 1 of the said Act. If their reappointment is approved under this proposal, the Company intends to continue the said agreements with them. The liability for damages under the said agreements will be limited to the amount stipulated by laws and regulations.
5. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for under Article 430-3, Paragraph 1 of the Companies Act. An overview of the said insurance policy is presented on page 24 of the Business Report (available only in Japanese). If the appointment of each candidate is approved under this proposal, they will be insured under the said policy. The Company intends to renew the said policy on similar terms when it comes due for renewal in May 2025.

(Reference) Skills matrix of candidates for Director

The Company expects each candidate to contribute in the following fields in particular, based on their insight, experience, and abilities.

Name	Position in the Company	Corporate management / Corporate strategy	Brand business / Sales	Internationality / Overseas business	Governance	Finance / Accounting	SDGs	HR development / Diversity	IT / DX
Akira Inoue	President & CEO	●	●	●	●		●	●	
Tetsuji Miyazawa	Director	●	●	●				●	
Naohiko Hino	Director	●			●	●			●
Yuichi Nishi	Director	●	●	●				●	
Machiko Nambu	Outside Director			●	●		●		
Kazufumi Hattori	Outside Director		●		●		●		

- Notes: 1. The “Position in the Company” column above shows the positions to be held by candidates if this proposal is approved as proposed.
2. This matrix does not show all of the insight, experience or abilities possessed by each Director.

Proposal 3: Election of Two (2) Substitute Company Auditors

The effect of the election of substitute Company Auditors Ms. Yuri Kawashima and Mr. Takaaki Niida will expire at the conclusion of the Meeting. Accordingly, in order to prepare for a situation where the number of Company Auditors falls short of the number required by laws and regulations, the Company proposes the election of two (2) substitute Company Auditors.

The candidates for substitute Company Auditor are shown below. Ms. Yuri Kawashima will be a substitute for Mr. Takashi Shoji and Ms. Fumi Takatsuki, Outside Corporate Auditors, and Mr. Takaaki Niida will be a substitute for Mr. Katsumi Koyama, Corporate Auditor.

The consent of the Board of Company Auditors has been obtained to this proposal.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Yuri Kawashima (June 4, 1978) [Reappointment] [Outside] [Independent]	October 2004 Registered as Attorney at Law Joined Oh-Ebashi LPC & Partners October 2011 Registered as Attorney at Law in the State of New York, USA January 2015 Partner of Oh-Ebashi LPC & Partners (current position) [Significant concurrent position] • Partner of Oh-Ebashi LPC & Partners	0
2	Takaaki Niida (July 1, 1975) [Reappointment]	April 1998 Joined the Company April 2011 Manager of Finance and Accounting Division (Consolidated Accounting Group), Head Quarter April 2020 Head of Internal Control Office November 2021 Manager in charge of Finance • Accounting • Legal and Related Businesses, Corporate Strategy Development Office, Head Office Department of Holdings April 2023 General Manager of International Accounting and Tax Group, Corporate Strategy Development Office, Head Office Department of Holdings May 2023 Registered as Certified Public Tax Accountant April 2024 General Manager of Financing and Accounting Group, Corporate Strategy Development Office, Head Office Department of Holdings (current position)	9,641

- Notes:
1. There are no special interests between Ms. Yuri Kawashima or Mr. Takaaki Niida and the Company.
 2. The number of shares of the Company held by Mr. Takaaki Niida includes shares held for him by the employee shareholding association.
 3. Ms. Yuri Kawashima is a candidate for substitute Outside Company Auditor. If her appointment is approved under this proposal at the Meeting and she subsequently assumes office as Corporate Auditor, the Company intends to register her as an independent auditor as designated by the Tokyo Stock Exchange.
 4. Reasons for nomination of the substitute Outside Company Auditor candidate are as follows: Ms. Yuri Kawashima has never been directly involved in corporate management, but has been engaged in corporate legal affairs work for many years as an Attorney at Law, and has been nominated as a candidate for substitute Outside Company Auditor so that she can reflect her specialized knowledge and broad practical experience in the audit and supervision of the

Company. The Company has entered into an advisory agreement with Oh-Ebashi LPC & Partners, where Ms. Kawashima holds the office of Partner, but the advisory fees paid by the Company do not exceed 1 million yen annually, and the Company believes there is no problem with her externality or independence.

5. If the appointment of Ms. Yuri Kawashima and Mr. Takaaki Niida is approved under this proposal and they subsequently assume office as Company Auditors, the Company intends to enter into agreements with them to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the said Act. The liability for damages under the said agreements will be limited to the amount stipulated by laws and regulations.
6. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for under Article 430-3, Paragraph 1 of the Companies Act. An overview of the said insurance policy is presented on page 24 of the Business Report (available only in Japanese). If the appointment of Ms. Yuri Kawashima and Mr. Takaaki Niida is approved under this proposal and they subsequently assume office as Company Auditors, each will be insured under the said policy. The Company intends to renew the said policy on similar terms when it comes due for renewal in May 2025.