

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 2670

May 12, 2021

To Our Shareholders:

Minoru Noguchi
President and Representative Director
ABC-MART, INC.
1-11-5 Jinnan, Shibuya-ku, Tokyo
(Corporate Headquarters)
1-12-1 Dogenzaka, Shibuya-ku, Tokyo

NOTICE OF THE 36TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

The 36th Annual General Meeting of Shareholders of ABC-MART, INC. (the “Company”) will be held for the purposes as described below.

However, to avoid risk of infections of the novel coronavirus (COVID-19) at this general meeting of shareholders, you are strongly recommended to refrain from attending the meeting in person, and you can exercise your voting rights in writing instead. Please review the attached Reference Materials for the General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and send it so that it is received by 6:00 p.m. on Wednesday, May 26, 2021, Japan time.

- 1. Date and Time:** Thursday, May 27, 2021 at 10:00 a.m. Japan time
(The reception desk is scheduled to open at 9:00 a.m.)
- 2. Venue:** Maple 7th Floor, The Okura Prestige Tower, The Okura Tokyo
2-10-4, Toranomon, Minato-ku, Tokyo
(No gifts are provided to shareholders attending the general meeting of shareholders. We greatly appreciate your understanding.)

3. Meeting Agenda:

Matters to be reported:

1. The Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the Company’s 36th Fiscal Year (March 1, 2020 - February 28, 2021)
2. Results of audits by the Accounting Auditor and Audit & Supervisory Committee of the Consolidated Financial Statements

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Five Directors (excluding Directors who are Audit & Supervisory Committee Members)
- Proposal No. 3:** Election of Three Directors who are Audit & Supervisory Committee Members

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Currently there is an outbreak of COVID-19 infection. Shareholders attending this general meeting of shareholders are requested to take measures to protect yourself from infection, such as wearing a face mask, when you attend.
- The following matters are posted on the Company’s website (<https://www.abc-mart.co.jp/ir/>) in accordance with the laws and regulations and the provisions of Article 15 of the Articles of Incorporation and thus are not included in the documents of this notice: (1) Matters regarding the Accounting Auditor in the Business Report, (2) System to ensure the appropriateness of business operations and the operation status of the system in the Business Report, (3) Consolidated Statements of Changes in Equity, (4) Notes to Consolidated Financial Statements, (5) Non-Consolidated Statements of Changes in Equity, (6) Notes to Non-Consolidated Financial Statements.

Accordingly, the attached documents to this notice are part of the Consolidated Financial Statements and the Non-Consolidated Financial Statements that were audited by the Accounting Auditor in preparing the accounting audit report and are part of the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements that were audited by the Audit & Supervisory Committee in preparing the audit report.

- If there are any revisions to the Reference Materials for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements, the updated information will be posted on the Company's website (<https://www.abc-mart.co.jp/ir/>).
- The Company will take necessary measures to prevent infection according to the situation of COVID-19 infection on the date of the meeting. If future developments necessitate a major change in the way the general meeting of shareholders will be run, the shareholders will be informed via the internet on the Company's website (<https://www.abc-mart.co.jp/ir/>).

Reference Materials for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Matters regarding year-end dividend

The Company considers the return of profits to its shareholders as an important aspect of its management policy. The Company has adopted a basic policy to undertake dividend payments taking into consideration the Company's performance, while enhancing profitability and strengthening its financial position.

In accordance with the basic policy, the Company intends to pay a year-end dividend of 85 yen per share as an ordinary dividend for the 36th fiscal year, as announced on April 14, 2021. This amount was determined by taking into consideration the Company's business performance for the business term under review, future business operations and other related factors.

(1) Category of dividend assets:

Cash

(2) Matters relating to the allocation of dividend assets and the total amount of such allocation:

Year-end dividends of 85 yen per share of the Company's common stock as an ordinary dividend

The total amount of dividends: 7,015,829,960 yen

With the interim dividend of 85 yen per share already paid out, the annual dividend amounts to 170 yen per share for the business term under review.

(3) Date on which the dividends from surplus will take effect:

May 28, 2021

Proposal No. 2: Election of Five Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all five Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of this general meeting. Accordingly, the election of five Directors (excluding Directors who are Audit & Supervisory Committee Members) is proposed.

Moreover, this proposal has been considered by the Audit & Supervisory Committee, but no opinion was expressed.

The candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows:

| Candidate No. | Name (Date of birth) | Past experience, positions and responsibilities [significant concurrent positions] | Number of shares of the Company held | |
|---|--------------------------------------|---|---|---------------|
| 1 | Minoru Noguchi (December 6, 1965) | Apr. 1988 | Joined Shachihata Tokyo Shoji Co., Ltd. (currently Shachihata Inc.) | 62,000 shares |
| | | Apr. 1991 | Joined the Company | |
| | | June 2000 | Director, Sales Department Manager of the Company | |
| | | Mar. 2004 | Managing Director, Sales Department Manager of the Company | |
| | | Mar. 2007 | President and Representative Director of the Company (to present) | |
| | | [Significant concurrent positions] | | |
| | | - | | |
| [Reason for nominating the candidate] | | | | |
| Since he joined the Company, he has belonged to the sales section. In 2000, he became involved in management as Director and Sales Department Manager under the motto of "viewpoint of the frontline." In 2007, he was appointed as President and Representative Director and significantly contributed to the development and growth of the Company's group through his strong leadership. He has been nominated as a candidate for Director because he is expected to be able to continuously perform his responsibilities as Chief Executive Officer. | | | | |
| 2 | Kiyoshi Katsunuma (July 6, 1963) | Oct. 1992 | Joined AMIX Co., Ltd. | 30,000 shares |
| | | Dec. 1996 | Joined the Company | |
| | | May 2007 | Director, Sales Promotion Department Manager of the Company | |
| | | Apr. 2009 | Director in charge of personnel strategy of the Company | |
| | | Feb. 2016 | Director in charge of sales & store development of the Company | |
| | | July 2019 | Director in charge of finance & accounting, general affairs & personnel and Store Development Department Manager of the Company | |
| | | Jan. 2021 | Director in charge of general affairs & personnel and Store Development Department Manager of the Company (to present) | |
| | | [Significant concurrent positions] | | |
| | | - | | |
| [Reason for nominating the candidate] | | | | |
| Since he joined the Company, he has been engaged in the advertisement field, which is a pillar of the Company's growth strategy. In 2007, he became involved in management as Director and Sales Promotion Department Manager. In 2009, he took charge of personnel strategy and contributed to the expansion of employment and personnel development, while multi-store operation was accelerating. He took charge of store development in 2016 and of finance & accounting in 2019, but withdrew from finance & accounting in 2021 to focus on his duties in the Store Development Department. He has been nominated as a candidate for Director because he is expected to be able to continuously perform his responsibilities due to his abundant experience and past achievements. | | | | |

| | | | | |
|---|--|------------------------------------|-------------------------------------|--------------|
| 3 | Jo Kojima (November 1, 1967) | Apr. 1990 | Joined Japan Bond Trading Co., Ltd. | 4,000 shares |
| | | Sept. 1996 | Joined the Company | |
| Oct. 2001 | Corporate Planning Office Manager of the Company | | | |
| May 2007 | Director, Corporate Planning Office Manager of the Company | | | |
| Sept. 2015 | Director in charge of general affairs & personnel, Corporate Planning Office Manager and IT & EC Department Manager of the Company | | | |
| Jan. 2021 | Director in charge of finance & accounting, logistics and Corporate Planning Office Manager of the Company (to present) | | | |
| | | [Significant concurrent positions] | | |
| | | - | | |
| [Reason for nominating the candidate] Since he joined the Company, he has been engaged in the listing on the stock market and IR operations as a person responsible for management planning. His roles include the planning of business strategy and system construction of the Company's group. In 2007, he became involved in management as Director. Since 2015, he has concurrently served as IT & EC Department Manager (currently Corporate Planning Office Manager) to promote the expansion of online business. Since 2021, he has been in charge of finance & accounting to strengthen the financial base under the COVID-19 pandemic. He has been nominated as a candidate for Director because he is expected to be able to continuously perform his responsibilities due to his abundant experience and past achievements. | | | | |
| 4 | Takashi Kikuchi (September 4, 1968) | Apr. 1989 | Joined Boutique TAKEO NISHIDA | 3,000 shares |
| | | May 1991 | Joined the Company | |
| May 2009 | Director, Design and Product Development Department Manager of the Company | | | |
| Jan. 2015 | Director in charge of design and product development and sales promotion of the Company | | | |
| Oct. 2019 | Director in charge of design and product development, sales promotion and production control of the Company (to present) | | | |
| | | [Significant concurrent positions] | | |
| | | - | | |
| [Reason for nominating the candidate] Since he joined the Company, he has been engaged in product development over many years including the period when the Company had been an import and wholesale trading company for shoe products, which was the forerunner of the Company. He played a role in conveying overseas trends to the Japanese market. In 2009, he became involved in management as Director and Design and Product Development Department Manager. To strengthen the product brand, he has been in charge of design and product development and sales promotion since 2015, and production control since 2019. He has been nominated as a candidate for Director because he is expected to be able to continuously perform his responsibilities due to his abundant experience and past achievements. | | | | |

| | | | | |
|---|---------------------------------------|------------------------------------|--|------------|
| 5 | Kiichiro Hattori (August 13, 1974) | Dec. 1999 | Joined the Company | 200 shares |
| | | Feb. 2008 | Design and Product Development Department Production Control Team of the Company | |
| | | May 2014 | Director in charge of international trading & international public relations of the Company | |
| | | Jan. 2015 | Director in charge of international trading & international public relations and production control of the Company | |
| | | Apr. 2018 | President of LaCrosse Footwear, Inc. (to present) | |
| | | Oct. 2019 | Director, International Business Department Manager of the Company (to present) | |
| | | [Significant concurrent positions] | | |
| | | - | | |
| <p>[Reason for nominating the candidate]</p> <p>Since he joined the Company, he has been engaged in the control of overseas merchandise production and overseas PR operations. In 2014, he became involved in management as Director to expand and promote the overseas business in Asia and the U.S. His roles include conducting negotiations regarding overseas business development and providing support to overseas subsidiaries. In 2019, he assumed the position of International Business Department Manager. He assumed the position of President of LaCrosse Footwear, Inc., a U.S. subsidiary in April 2018. He has been nominated as a candidate for Director because he is expected to be able to continuously perform his responsibilities due to his abundant experience and past achievements.</p> | | | | |

(Note) There are no special interests between each candidate and the Company.

Proposal No. 3: Election of Three Directors who are Audit & Supervisory Committee Members

At the conclusion of this general meeting, the terms of office of all three Directors who are Audit & Supervisory Committee Members will expire. Accordingly, the election of three Directors who are Audit & Supervisory Committee Members is proposed. The Audit & Supervisory Committee has previously given its consent to this proposal.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

| Candidate No. | Name (Date of birth) | Past experience, positions and responsibilities [significant concurrent positions] | Number of shares of the Company held |
|--|--------------------------------------|--|--------------------------------------|
| 1 | Tadashi Matsuoka (May 15, 1949) | Apr. 1974 Joined Tsukiboshi Kasei Kabushiki Kaisha (currently MoonStar Company) | - |
| | | Apr. 2008 Director, Sales Department General Manager of Converse Footwear Co., LTD. June 2011 Retired from Director of Converse Footwear Co., LTD. May 2016 Outside Director (Full-time Audit & Supervisory Committee Member) of the Company (to present) | |
| | | [Significant concurrent positions] - | |
| [Reason for nominating the candidate] He has been involved in the shoe industry over many years. As he is knowledgeable about the commercial environment and business details, the Company appointed him as Director who is an Audit & Supervisory Committee Member in 2016. While serving in this position, he has contributed important suggestions to the discussions of agenda items as a full-time Audit & Supervisory Committee Member, he has attended important meetings, and he has given his opinions on business processes and internal control. The Company has nominated him as a candidate for Outside Director who is an Audit & Supervisory Committee Member because he is expected to be able to continuously express appropriate opinions from a fair and objective standpoint to the Board of Directors with regard to Directors' performance of duties. | | | |
| 2 | Taio Sugahara (February 28, 1964) | Apr. 1987 Joined Fuji Xerox Co., Ltd. (currently FUJIFILM Business Innovation Corp.) | - |
| | | July 1999 Established ProMotion Co., Ltd., President & CEO (to present) May 2016 Outside Director (Audit & Supervisory Committee Member) of the Company (to present) | |
| | | [Significant concurrent positions] ProMotion Co., Ltd., President & CEO | |
| [Reason for nominating the candidate] He has operated a personnel and consulting company over many years. Considering his expertise about management and abundant experience on personnel development, the Company appointed him as Director who is an Audit & Supervisory Committee Member in 2016. While serving in this position, he has given his opinions at the Board of Directors meetings on developing and training successors. The Company has nominated him as a candidate for Outside Director who is an Audit & Supervisory Committee Member because he is expected to be able to continuously express appropriate opinions from a fair and objective standpoint to the Board of Directors with regard to Directors' performance of duties. | | | |

| | | | | |
|---|--------------------------------|------------------------------------|---|--|
| 3 | Kou Toyoda (April 28, 1946) | Apr. 1971 | Joined Fuji Television Network, Inc. | |
| | | June 2007 | President and Representative Director of Fuji Television Network, Inc. | |
| | | Oct. 2008 | President and Representative Director of Fuji Media Holdings, Inc. | |
| | | June 2013 | Vice Chairman and Director of Fuji Media Holdings, Inc. | |
| | | June 2017 | Executive Advisor to Fuji Media Holdings, Inc. | |
| | | May 2019 | Outside Director (Audit & Supervisory Committee Member) of the Company (to present) | |
| | | [Significant concurrent positions] | | |
| | | - | | |
| [Reason for nominating the candidate] He has been involved in the media industry over many years and has a vast network of human contacts. In addition, he is highly familiar with the necessities of governance from his experience as a representative of a listed company. The Company has nominated him as a candidate for Outside Director who is an Audit & Supervisory Committee Member because he is expected to be able to express appropriate opinions from a fair and objective standpoint to the Board of Directors with regard to Directors' performance of duties. | | | | |

- (Notes)
1. There are no special interests between each candidate and the Company.
 2. Each candidate is a candidate for Outside Director.
 3. Mr. Tadashi Matsuoka and Mr. Taio Sugahara assumed office as Outside Directors (Audit & Supervisory Committee Members) on May 26, 2016, and their tenure as Outside Directors will be five years at the conclusion of this general meeting. Mr. Kou Toyoda assumed office as Outside Director (Audit & Supervisory Committee Member) on May 29, 2019, and his tenure as Outside Director will be two years at the conclusion of this general meeting.
 4. Independence of candidate for Outside Director
 - (1) Each candidate has never been a business operator or an officer of the Company or its subsidiaries. They are neither a business operator or an officer of a parent company, etc., of the Company, nor have they been during the last five years.
 - (2) Each candidate is neither a business operator or an officer of an entity that has a specified relationship with the Company, nor have they been during the last five years.
 - (3) Each candidate will neither receive a large amount of money or other properties from the Company or an entity that has a specified relationship with the Company, nor have they done so during the last two years.
 - (4) Each candidate is neither the spouse of, nor are they relatives within three degrees related to, a business operator or an officer of the Company or an entity that has a specified relationship with the Company, nor are they in a position corresponding thereto.
 5. The Company has as of now designated each candidate as Independent Officer and has reported this designation to the Tokyo Stock Exchange. If their reelection is approved at this meeting, the Company plans to continuously designate each of them as an Independent Officer.
 6. The Company has entered into limited liability agreements with each candidate, set forth in the provisions of Article 427, Paragraph (1) of the Companies Act. If they are reelected, the Company plans to continue the said agreements with them. If each candidate is elected, the Company plans to enter into the said agreements with them. The maximum amount of liability pursuant to the agreement will be the amount stipulated in Article 425, Paragraph (1) of the Companies Act.