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Securities Code: 9948 May 7, 2025

To our shareholders:

Kiyoshi Yokoyama, Representative Director and Chairman, CEO **ARCS COMPANY, LIMITED** 11-2-32 Minami 13-jo Nishi, Chuo-ku, Sapporo

## Notice of the 64th Annual General Meeting of Shareholders

It is my pleasure to inform you that the 64th Annual General Meeting of Shareholders of ARCS COMPANY, LIMITED (the "Company") will be held as follows.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as "Notice of the 64th Annual General Meeting of Shareholders" and "Matters Concerning the 64th Annual General Meeting of Shareholders in Electronic Format (Matters Omitted from the Document to be Delivered)" on each of the following Internet websites, so please access either of these websites to confirm the contents.

The Company's website: https://www.arcs-g.co.jp/ir/meeting/index.html (in Japanese)

General Meeting of Shareholders Reference Documents Website: https://d.sokai.jp/9948/teiji/ (in Japanese)

Tokyo Stock Exchange website (Listed Company Search):

https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)

(On the TSE website, enter "ARCS" in "Issue name (company name)" or the Company's securities code "9948" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].")

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet or in writing, in advance. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 6:00 p.m. on Monday, May 26, 2025 (JST).

#### 1. Date and Time: Tuesday, May 27, 2025, at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)

2. Venue: Park Hall, 3rd Floor, Sapporo Park Hotel

3-1-1 Minami 10-jo Nishi, Chuo-ku, Sapporo

#### 3. Purpose of the Meeting

#### Matters to be reported

1. The Business Report, Consolidated Financial Statements and audit results of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board for the 64th fiscal year (from March 1, 2024 to February 28, 2025)

2. Non-consolidated Financial Statements for the 64th fiscal year (from March 1, 2024 to February 28, 2025) **Matters to be resolved** 

#### Matters to be resolved

- **Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2: Election of Eight (8) Directors
- Proposal No. 3: Election of One (1) Audit & Supervisory Board Member
- Proposal No. 4: Payment of Bonuses to Officers
- Proposal No. 5: Payment of Retirement Benefits to Retiring Director and Retiring Audit & Supervisory Board Member

Among the matters to be provided in electronic format, in accordance with laws and regulations and the provisions of the Company's Articles of Incorporation, the following matters are not included in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. Audit & Supervisory Board Members and the Independent Auditor have audited the documents subject to audit, including the following items.

- (i) Business Report: Systems to ensure appropriate business operations and the operational status of these systems and Basic policy on persons who control decisions on financial and business policies of the Company
- (ii) Consolidated Financial Statements:

Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements

(iii) Non-consolidated Financial Statements:

Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements

#### Information Concerning the General Meeting of Shareholders

- If attending the meeting in person, please submit the voting rights exercise form at the venue reception.
- If attending via proxy, the nominated proxy must be another shareholder of the Company with voting rights, in accordance with the Company's Articles of Incorporation. The nominated proxy should submit the proxy's own voting rights exercise form together with the nominating shareholder's voting rights exercise form and written proof of the right of proxy (authorization letter) at the venue reception.
- The results of the resolution of this general meeting of shareholders will be posted on the Company's website after the conclusion of this general meeting of shareholders and will not be sent in writing.
- Any modifications to measures for providing information in electronic format will be posted on each of websites shown on page 1 of this Notice.
- Regarding the next and subsequent general meetings of shareholders, for shareholders who wish to receive paper-based documents of the informational materials for the general meeting of shareholders but have not yet completed the procedures for requesting delivery of paper-based documents, please complete the procedures for requesting delivery of paper-based documents by the record date for voting rights of the next general meeting of shareholders with the following support center, or your securities company.

[Contact for inquiries regarding the system for provision in electronic format]

Mizuho Trust & Banking Co., Ltd.

Stock Transfer Agency Department

Dedicated number for the system for provision in electronic format 0120-524-324

(Inquiries are accepted from 9:00 to 17:00 excluding Saturdays, Sundays and public holidays)

#### **Reference Documents for the General Meeting of Shareholders**

#### Proposal No. 1: Appropriation of Surplus

The Company regards the return of profits to shareholders as one of its most important management objectives. Its basic policy is to increase earnings per share and actively distribute profits, while enhancing its business foundation and strengthening its corporate condition.

Additionally, in order to achieve management with an awareness of cost of capital and share price, as well as further enhance the return of profit to its shareholders through sustainable growth, the Company has set the goals of remaining mindful of its "dividend on equity ratio (DOE)," which is less susceptible to the results of a single fiscal year, setting its target dividend payout ratio to 40%, and aiming to pay progressive dividends in its dividend policy. Based on this policy, on consideration of the results for the fiscal year under review, etc., the Company proposes to pay a year-end dividend of surplus as follows:

Year-end dividend

- (1) Type of dividend property Cash
- (2) Allotment of dividend property, and the total amount thereof ¥40 per common share of the Company Total dividend: ¥2,159,292,160
- (3) Effective date of dividend of surplus May 28, 2025

## Proposal No. 2: Election of Eight (8) Directors

The terms of office of nine Directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of eight (8) Directors, lowering the number of Directors by one. The candidates for Director are as follows:

Candi- date No.	Name	Gender	Position and responsibilities	Significant concurrent positions outside the Company	
1	Kiyoshi Yokoyama	Male	Representative Director and Chairman, CEO	Representative Director and Chairman, CEO of RALSE COMPANY, LIMITED Chairman of National Supermarket Association of Japan Representative Director and President of Hokkaido CGC Co., Ltd. Director and Vice Chairman of CGC JAPAN Co., Ltd. Director and Honorary Chairman of NISSENREN S-CORT Co., Ltd.	Reelection
2	Koichi Furukawa	Male	Director and Vice Chairman, CFO	Director of RALSE COMPANY, LIMITED Director of Dounan Ralse Co., Ltd. Director of ELDy Co., Ltd.	Reelection
3	Kazuhisa Nekomiya	Male	Representative Director and President, COO	Director and Vice Chairman of RALSE COMPANY, LIMITED	Reelection
4	Takehiko Miura	Male	Director and Executive Officer	Representative Director and President of Universe Co., Ltd.	Reelection
5	Ikuharu Fukuhara	Male	Director and Executive Officer	Representative Director and President of FUKUHARA CO., LTD. Representative Director and President of Happiness Delica Co., Ltd. Representative Director and President of Kajio Flower Co., Ltd.	Reelection
6	Ryoko Sasaki	Female	Director	Councilor of Hokkaido Environment Foundation	Reelection Outside Independent
7	Toyoko Togashi	Female	Director	Representative Director, Chairman and President of Hokkaido Human Resources Bank, Co., Ltd.	Reelection Outside Independent
8	Akio Koike	Male	Director	Outside Director of Medical System Network Co., Ltd.	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

Outside: Candidate for outside Director

Independent: Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career summary, and position and responsibilities in the Company [Significant concurrent positions outside the Company]		Number of the Company's shares owned
1	Kiyoshi Yokoyama (May 15, 1935) Reelection Attendance at Board of Directors meetings 25/25	Dec. 1961 Dec. 1964 Apr. 1970 Apr. 1985 May 2024 [Significant of Representative COMPANY, Chairman of Representative Ltd. Director and	Joined the Company Managing Director Representative Director and Senior Managing Officer Representative Director and President Representative Director and Chairman, CEO (current position) concurrent positions outside the Company] we Director and Chairman, CEO of RALSE	3,045,054
	Supermarkets Co., Ltd.) since 19 and achievements related to super National Supermarket Association contribution to business develop experience, as well as his manage again nominated him as a candid	ponsible for ma 070, demonstrater ermarkets and the on of Japan, a n ment throughou ement skill. He late for Director	or nagement as Representative Director of the Compan- ing his skill in business development. He possesses a heir peripheral businesses. He has assumed office as ation-wide supermarket industry organization, in rec- at the Company group (the "Group"), utilizing his ab is deeply familiar with industry matters across Japan r, judging that he is suitable to appropriately supervise erm growth strategy as Director of the Company bec	abundant experience Chairman of the ognition of his undant management n. The Company has se Group

Candidate No.	Name (Date of birth)	Career summary, and position and responsibilities in the Company [Significant concurrent positions outside the Company]		Number of the Company's shares owned			
		Apr. 1980	Joined The Hokkaido Bank, Ltd.				
		Oct. 1998	Joined the Company				
		Nov. 2002	Executive Officer				
		May 2006	Director of RALSE COMPANY, LIMITED (current position)				
	Koichi Furukawa (May 7, 1956)	May 2013	Director and Managing Executive Officer of the Company				
	Reelection	May 2019	Director and Senior Managing Executive Officer	13,635			
	Attendance at Board of	May 2021	Director and Executive Vice President				
	Directors meetings 25/25	May 2024	Director and Vice Chairman, CFO (current position)				
2		[Significant c					
		Director of RALSE COMPANY, LIMITED					
		Director of D					
		Director of E					
	Reasons for nomination as candidate for Director						
	In addition to his operational experience at The Hokkaido Bank, Ltd., Koichi Furukawa served as General Manager of						
	Corporate Planning Office of the Company (then RALSE COMPANY, LIMITED) from 1998, Executive Officer of the						
	Company from 2002, Director and Managing Executive Officer from 2013, Director and Senior Managing Executive						
	Officer from 2019, Director and Executive Vice President from 2021, and Director and Vice Chairman, CFO from 2024. Moreover, as Director of RALSE COMPANY, LIMITED, the Company's core subsidiary, since 2006, he has utilized his						
	extensive management experience to contribute to business development throughout the Group. Therefore, the						
	e 1		te for Director, judging that he is suitable to promote				
	management and strengthen corp	orate governan	ce as Director of the Company.				

Candidate No.	Name (Date of birth)	Caree [Signific	Number of the Company's shares owned				
		Mar. 1983	Joined the Company				
		May 2005	Executive Officer and General Manager of No. 2 Operations Department of RALSE COMPANY, LIMITED				
		May 2006	Director and General Manager of No. 2 Operations Department				
	Kazuhisa Nekomiya (August 11, 1960)	Sept. 2007	Director, Deputy General Manager of Sales Division and General Manager responsible for Retail Management Department				
	Reelection	May 2010	Managing Director	15,514			
	Attendance at Board of Directors meetings	May 2016	Representative Director and President, COO, and General Manager of Sales Division				
	25/25		Director and Executive Officer of the Company				
3		May 2024	Director and Vice Chairman of RALSE COMPANY, LIMITED (current position)				
			Representative Director and President, COO of the Company (current position)				
		[Significant c					
		Director and Vice Chairman of RALSE COMPANY, LIMITED					
	or e management of RALSE COMPANY, LIMITED as sident since 2016 until 2024, demonstrating his skill e and achievements related to the supermarket busine since 2016 and as its Representative Director and Pr tence to contribute to business development through im as a candidate for Director, judging that he is suit overnance as Director of the Company.	in business ess. He has served as resident, COO since but the Group.					

Candidate	Name	Career	r summary, and position and responsibilities in the Company	Number of the Company's shares		
No.	(Date of birth)	[Signific	ant concurrent positions outside the Company]	owned		
		June 2005	Joined Universe Co., Ltd.			
		July 2011	Director and General Manager of Sales Planning Department			
		May 2018	Director and General Manager of Store Support Department, Store Operations Division			
	Takehiko Miura (August 28, 1971)	Oct. 2018	Director, General Manager of Administration Division and General Manager of Store Support Department, Store Operations Division			
	Reelection Attendance at Board of	Mar. 2019	Director, General Manager of Merchandise Division and General Manager of Administration Division	1,026,847		
4	Directors meetings 25/25	May 2020	Representative Director, COO and General Manager of Administration Division			
·			Director and Executive Officer of the Company (current position)			
		May 2021	Representative Director and President of Universe Co., Ltd. (current position)			
		[Significant c				
		Representativ	e Director and President of Universe Co., Ltd.			
		strengthen cor	nated him as a candidate for Director, judging that he porate governance as Director of the Company.	e is suitable to		
		Sept. 1995	Joined FUKUHARA CO., LTD.			
		May 2006	Director			
		May 2009	Managing Director and General Manager of Merchandise Department			
	Ikuharu Fukuhara (September 30, 1967) Reelection	Sept. 2009	Managing Director in charge of Store Operations Department			
		May 2013	Representative Director and President (current position)	771,215		
	Attendance at Board of		Director and Executive Officer of the Company (current position)	//1,213		
5	Directors meetings 25/25	[Significant c	oncurrent positions outside the Company]			
5	20/20	Representative Director and President of FUKUHARA CO., LTD.				
		Representative Director and President of Happiness Delica Co., Ltd.				
	Representative Director and President of Kajio Flower Co., Ltd.					
	Reasons for nomination as candidate for Director Ikuharu Fukuhara has been responsible for the management of FUKUHARA CO., LTD. as its Director since 2006 and as its Representative Director and President since 2013, demonstrating his skill in business development. He possesses abundant experience and achievements related to the supermarket business. Since 2013, he has served as Director and					
	abundant experience and achievements related to the supermarket business. Since 2013, he has served as Director and Executive Officer of the Company, utilizing his abundant management experience to contribute to business development throughout the Group. Therefore, the Company has again nominated him as a candidate for Director, judging that he is suitable to promote Group management and strengthen corporate governance as Director of the Company.					

Candidate No.	Name (Date of birth)		Career summary, and position and responsibilities in the Company [Significant concurrent positions outside the Company]		
		June 1992	Managing Director of Survey and Development Center Co., Ltd.		
		July 1995	Representative Director of R's Seminar LLC		
		July 2002	Deputy Governor of Hokkaido Government		
	Ryoko Sasaki (July 6, 1946)	July 2007	Chairperson of Hokkaido Prefectural Public Safety Commission		
	Reelection Outside	Apr. 2012	Councilor of Hokkaido Environment Foundation (current position)		
	Independent	June 2013	Outside Director of Hokkaido Electric Power Co., Inc.	400	
6	Attendance at Board of Directors meetings	May 2015	Outside Director of the Company (current position)		
	25/25	Apr. 2018	Fellow at Nitobe College of Hokkaido University		
		[Significant concurrent positions outside the Company]			
			supervise the Group's overall management and prov ly perform the duties of an outside Director of the Co Director of B4 Corporation		
		Apr. 1985 Aug. 1996	Representative Director and President of Hokkaido Human Resources Bank, Limited		
	Toyoko Togashi (June 11, 1955)	Aug. 2012	Representative Director and Chairman of Hokkaido Human Resources Bank, Co., Ltd.		
	Reelection Outside	May 2022	Outside Director of the Company (current position)		
7	Independent Attendance at Board of Directors meetings	Apr. 2024	Representative Director, Chairman and President of Hokkaido Human Resources Bank, Co., Ltd. (current position)		
	25/25	[Significant c	[Significant concurrent positions outside the Company]		
		-	Representative Director, Chairman and President of Hokkaido Human Resources Bank, Co., Ltd.		
	Reasons for nomination as candidate for outside Director, and summary of expected roles Toyoko Togashi possesses abundant experience and achievements related to headhunting as a manager of a h resources company. The Company has nominated her as a candidate for outside Director, judging that she ca expected to utilize her experience and insight gained through broad activities to supervise the Group's overal management and provide effective suggestions, and is therefore able to appropriately perform the duties of a Director of the Company.				

Candidate No.	Name (Date of birth)		Career summary, and position and responsibilities in the Company [Significant concurrent positions outside the Company]			
		July 1969	Joined Japanese National Railways			
		Apr. 1987	Joined Hokkaido Railway Company General Manager of Business Management Office, General Planning Division			
	Akio Koike	June 1994	Director and Deputy Head of General Planning Division			
	(July 28, 1946) Reelection	June 2000	Representative Director, Senior Managing Director, and General Manager of Development Division			
	Outside	June 2003	Representative Director and President			
	Independent	June 2007	Representative Director and Chairman	_		
	Attendance at Board of	Nov. 2011	Representative Director and President			
8	Directors meetings	June 2013	Representative Director and Chairman			
	19/19	June 2015	Outside Director of Medical System Network Co., Ltd. (current position)			
		May 2024	Outside Director of the Company (current position)			
		[Significant c				
		Outside Director of Medical System Network Co., Ltd.				
			e Director, and summary of expected roles			
	*	insight as a senior corporate manager and abundant experience and achievements				
			npany has nominated him as a candidate for outside I			
	-	e effective sugg	and insight gained through broad activities to supervestions, and is therefore able to appropriately perform	-		

Notes: 1. There is no special interest between any of the candidates and the Company.

- 2. Akio Koike was newly elected and assumed the position of Director at the 63rd Annual General Meeting of Shareholders held on May 28, 2024, and his attendance at Board of Directors meetings held after his assumption of office on May 28, 2024 is shown.
- 3. Ryoko Sasaki, Toyoko Togashi and Akio Koike are candidates for outside Director, and the Company has notified the securities exchanges in Japan where the Company is listed of their designation as independent officers, as prescribed by each exchange.
- 4. (1) Ryoko Sasaki will have served as outside Director of the Company for ten years as of the conclusion of this General Meeting of Shareholders.
  - (2) Toyoko Togashi will have served as outside Director of the Company for three years as of the conclusion of this General Meeting of Shareholders.
  - (3) Akio Koike will have served as outside Director of the Company for one year as of the conclusion of this General Meeting of Shareholders.
- 5. The Company has concluded liability limitation agreements in accordance with the provisions of Article 427, paragraph (1) of the Companies Act with Ryoko Sasaki, Toyoko Togashi and Akio Koike, to enable them to fulfill the roles expected of an outside Director. Under these agreements, their liability for damages under Article 423, paragraph (1) of the aforementioned Act is limited to the minimum amount provided for in laws and regulations, and the Company intends to continue the same liability limitation agreements with them if each is reelected as outside Director at this General Meeting of Shareholders.

# [Reference] Skill Matrix

		Managerial	& operational	l experience		M	anagement ski	lls & knowled	ge	
		(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)
Name		Corporate management	Industry insight	Group Philosophy & implementa- tion of management policy	Finance & accounting	Compliance & risk management	DX, IT & security	Sales & marketing	Governance	Sustain- ability
	Kiyoshi Yokoyama	0	0	0		0		0	0	0
	Koichi Furukawa		0	0	0	0	0		0	0
	Kazuhisa Nekomiya	0	0	0				0	0	0
Director	Takehiko Miura	0	0	0	0			0		
Dire	Ikuharu Fukuhara	0	0	0				0		
	Ryoko Sasaki	0				0			0	0
	Toyoko Togashi	0				0	0		0	
	Akio Koike	0			0	0			0	0
Executive Officer	Hideki Kogarimai	0	0	0				0		
	Tsukasa Sawada	0	0	0				0		
Ē	Naoto Matsuo	0	0	0			0	0		

\* The above list does not represent all the knowledge and experience of Directors and Executive Officers.

#### Proposal No. 3: Election of One (1) Audit & Supervisory Board Member

Audit & Supervisory Board Member Hiroyuki Sagawa will retire at the conclusion of this General Meeting of Shareholders due to his resignation. Therefore, the Company proposes the election of one (1) Audit & Supervisory Board Member as his substitute.

The candidate will be elected as a substitute of the retiring Audit & Supervisory Board Member. Therefore, in regard to the term of office, the Company's Articles of Incorporation stipulate the substitute shall serve until the expiration of the term of the retiring Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career sum [Signi	Number of the Company's shares owned			
	Apr. 1979	Joined Jotetsu Shoji (currently TOKOU STORE COMPANY, LIMITED)			
Tadao Ohata (June 17, 1956)	May 2014	Executive Officer in charge of Management Division and General Manager of General Affairs and Human Resources Department			
New election Male Attendance at Board of Directors	May 2017	Director in charge of Management Division and General Manager of General Affairs and Human Resources Department (current position)	1,100		
meetings	[Significant concurrent positions outside the Company]				
_	Director in charge of Management Division and General Manager of General Affairs and Human Resources Department of TOKOU STORE COMPANY, LIMITED				
Reasons for nomination as candidate for Audit & Supervisory Board Member Tadao Ohata has abundant experience and knowledge in the supermarket business through his management of TOKOU STORE COMPANY, LIMITED first as an Executive Officer from 2014, and then as a Director from 2017. In addition, he has utilized the experience he cultivated as a Director in charge of Management Division at that company since 2017. Therefore, the Company has					
nominated him as a candidate for Audit & Supervisory Board Member, judging that he is able to appropriately perform the duties of					

Note: There is no special interest between the candidate and the Company.

an Audit & Supervisory Board Member of the Company.

#### Proposal No. 4: Payment of Bonuses to Officers

The Company proposes to pay an officers' bonus totaling \$20,060,000 to eight Directors (including three outside Directors) and four Audit & Supervisory Board Members among nine Directors (including three outside Directors) in office as of the end of the fiscal year under review (The aforementioned amount includes \$14,910,000 for Directors who are not outside Directors, \$2,400,000 for outside Directors, and \$2,750,000 for Audit & Supervisory Board Members.) on consideration of the results for the fiscal year under review, etc.

The proposed portion is based on a consideration of factors such as the degree of achievement of management indicators, including net sales and ordinary profit of the Company and its business subsidiaries, and the performance assessment according to each officer's rank and duties. After deliberation by the Nomination and Compensation Committees, it was determined by the Board of Directors, and which is deemed to be appropriate.

The Company proposes that decisions on the specific amount paid to each Director, the timing and method of payment, etc., will be delegated to the Board of Directors, and that decisions on the specific amount paid to each Audit & Supervisory Board Member, the timing and method of payment, etc., will be delegated to discussion among the Audit & Supervisory Board Members.

# Proposal No. 5: Payment of Retirement Benefits to Retiring Director and Retiring Audit & Supervisory Board Member

In order to reward Akira Muguruma who will retire as Director due to expiration of his term at the conclusion of this General Meeting of Shareholders, and Hiroyuki Sagawa who will retire as Audit & Supervisory Board Member due to his resignation at the conclusion of this General Meeting of Shareholders for their services during their terms, we would like to pay them a reasonable amount of retirement benefits in accordance with the Company's internal rules. The Company proposes that decisions on the specific amount, timing and method of award, etc., will be delegated to the Board of Directors in the case of the retiring Director, and will be delegated to discussion among the Audit & Supervisory Board Members in the case of the retiring Audit & Supervisory Board Member.

After deliberation by the Nomination and Compensation Committees, the details of the retirement benefits to the retiring Director in this proposal have been determined by the Board of Directors in accordance with the Company's policy for determining the content of remuneration, etc. for individual Directors determined in advance by the Board of Directors and with the internal rules of the Company, and the Company deems the proposal to be appropriate.

Name	Career summary		
Akira Muguruma	May 2023	Director and Executive Officer of the Company (current position)	
Hiroyuki Sagawa	May 2014	Full-time Audit & Supervisory Board Member of the Company (current position)	

The career summary of the retiring Director and the retiring Audit & Supervisory Board Member is as follows: