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Securities code: 9837  
February 4, 2021

**To Shareholders with Voting Rights:**

Takaki Ichitsubo  
Representative Director and President  
MORITO CO., LTD.  
4-2-4, Minami Hommachi, Chuo-ku,  
Osaka-shi, Osaka, Japan

**NOTICE OF  
THE 83RD ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Please be informed that the 83rd Annual General Meeting of Shareholders (this “Meeting”) of MORITO CO., LTD. (the “Company”) will be held as described below.

In view of the impact of COVID-19, we strongly encourage all shareholders to refrain from attending this Meeting in person regardless of their health condition, and to exercise their voting rights in writing or via the Internet, etc. When exercising your voting rights in writing or via the Internet, please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights by 5:30 p.m. Japan time, Monday, February 22, 2021.

**Exercise of voting rights by post (in writing)**

Please indicate your approval or disapproval for each proposal on the enclosed voting rights exercise form and return it so that it is received by the deadline above.

**Exercise of voting rights via the Internet**

Please review the Guide to Exercise of Voting Rights via the Internet on page 3 and exercise your voting rights by the deadline above on the voting rights exercise website (<https://evote.tr.mufg.jp/>) (in Japanese) designated by the Company.

**1. Date and Time:** Wednesday, February 24, 2021 at 10:00 a.m. Japan time  
(Reception will open at 9:15 a.m.)

**2. Place:** Banquet room Azuchi, 2F, Viale Osaka  
3-1-3, Azuchimachi, Chuo-ku, Osaka-shi, Osaka, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 83rd Fiscal Year (December 1, 2019 - November 30, 2020) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
  2. Non-consolidated Financial Statements for the Company’s 83rd Fiscal Year (December 1, 2019 - November 30, 2020)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Five (5) Directors

We have discontinued the offering of souvenirs to shareholders who attend this Meeting.  
We appreciate your understanding on this matter.

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- Please hand in the enclosed voting rights exercise form at the reception when you arrive at the venue on the day of this Meeting.
  - Of the documents to be provided in this Notice, the following are posted on the Company's website (<http://www.morito.co.jp/ir/stock/>) pursuant to provisions of laws and regulations and Article 16 of the Company's Articles of Incorporation:
    - 1) Notes to Consolidated Financial Statements
    - 2) Notes to Non-consolidated Financial Statements
  - Any revisions to matters to be stated in the Business Report, Consolidated and Non-consolidated Financial Statements and the Reference Documents for the General Meeting of Shareholders will be posted on the Company's website (<http://www.morito.co.jp/ir/>).

### 1. If you are attending this Meeting

Please hand in the enclosed voting rights exercise form at the reception when you arrive at the venue on the day of this Meeting.

Date and time of this Meeting: 10:00 a.m. Japan time, Wednesday, February 24, 2021

### 2. If you are not attending this Meeting

#### Exercising voting rights by post

Please indicate your approval or disapproval of each proposal on the enclosed voting rights exercise form and return it so that it is received by the deadline.

Deadline of exercise: Received by 5:30 p.m. Japan time, Monday, February 22, 2021

#### Exercising voting rights via the Internet

Use the voting rights exercise website designated by the Company, review the Guide to Exercise of Voting Rights via the Internet, and enter your approval or disapproval for each proposal by the deadline.

Deadline of exercise: Enter by 5:30 p.m. Japan time, Monday, February 22, 2021

#### Multiple exercises of voting rights

- (1) If you exercise your voting rights both by post and via the Internet, your vote cast via the Internet will be treated as valid.
- (2) In the case of duplicate voting via the Internet, the final vote you cast will be treated as valid. Similarly, in the case of duplicate voting via a PC, a smartphone and a mobile phone, the final vote you cast will be treated as valid.

### 3. Guide to Exercise of Voting Rights via the Internet

Please verify the following before exercising your voting rights via the Internet.

Deadline of exercise: Enter by 5:30 p.m. Japan time, Monday, February 22, 2021  
(The website is out of service from 2 a.m. to 5 a.m. every day.)

#### Scanning the QR Code

By using the QR Code, you can login on the voting rights exercise website without entering your login ID and temporary password printed on the voting rights exercise form.

1. Scan the QR Code printed on the tab (right side) of the voting rights exercise form.
2. Enter your approval or disapproval of the proposals by following the onscreen instructions.

For details, please see the enclosed guide leaflet.

You can login using the QR Code only once.

If you wish to change your vote after casting your initial vote, please see “Entering your login ID and temporary password” below.

#### Entering your login ID and temporary password

Voting rights exercise website <https://evote.tr.mufg.jp/>

1. Access the voting rights exercise website.
2. Enter your login ID and temporary password printed on the voting rights exercise form.
3. Register a new password.
4. Enter your approval or disapproval of the proposals by following the onscreen instructions.

#### Inquiries regarding the voting system, etc.

Helpdesk at Corporate Agency Division,  
Mitsubishi UFJ Trust and Banking Corporation  
TEL: 0120-173-027 (open 9 a.m. to 9 p.m. Japan time, toll-free in Japan)

#### Attention:

Any fees incurred when accessing the voting rights exercise website (Internet access fees, telephone charges, etc.) shall be borne by the shareholder. Using a mobile phone requires packet communication fees and other charges, and these shall also be borne by the shareholder.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company proposes to pay year-end dividends and appropriate surplus for this fiscal year pursuant to its Basic Policy on Profit Distribution as follows:

#### 1. Year-end dividends

- (1) Type of dividend property: Cash
- (2) Allotment of dividend property and its total amount:  
4.75 yen per share of the Company's common stock at a total of 132,676,430 yen  
Annual dividends will be 18 yen per share for this fiscal year including the interim dividend of 13.25 yen already paid.
- (3) Effective date of distribution of surplus: February 25, 2021

#### 2. Appropriation of surplus

- (1) Account item under earnings to increase and its amount:  
General reserve 1,100,000,000 yen
- (2) Account item under earnings to decrease and its amount:  
Retained earnings brought forward 1,100,000,000 yen

## Basic Policy on Profit Distribution

The Company's Basic Policy on Profit Distribution is designed to soundly strengthen the management base and the financial constitution, and to improve profitability. The key stance in our management policy is returning the profits to shareholders. Retained earnings are used for long-term growth by expanding the existing core businesses and searching for new business opportunities with the aim of further enhancing the corporate value in the future.

Dividends will be decided by taking into consideration the Company's financial conditions and net assets, among other factors.

- Sustainable dividends payment
- Maintain a consolidated dividend on equity ratio (DOE) of 1.5%
- A dividends payout ratio relative to profit attributable to owners of parent for the current year is set at 50% or more in principle, depending on business performance, etc.

(Provided, however, that the dividend amount is determined after taking into account the impact of significant fluctuations in profit attributable to owners of parent after tax, for fiscal years where there are special factors such as extraordinary income or loss.)

**Proposal 2: Election of Five (5) Directors**

The terms of office of all five (5) incumbent Directors will expire at the closing of this Meeting. Accordingly, the Company proposes the election of five (5) Directors.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities at the Company	Board of Directors meeting attendance
1	Takaki Ichitsubo [Male] [Reappointment]	Representative Director and President	100% (15/15)
2	Bunki Yano [Male] [Reappointment]	Director, Senior Executive Officer, and Division Manager of Strategic Operations Division	100% (15/15)
3	Kiyomi Akui [Female] [Reappointment]	Director, Senior Executive Officer, and Division Manager of Corporate Administrative Division	100% (15/15)
4	Mayumi Ishihara [Female] [Reappointment] [Outside] [Independent]	Director	100% (15/15)
5	Motoo Matsuzawa [Male] [Reappointment] [Outside] [Independent]	Director	100% (15/15)

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	<p>Takaki Ichitsubo (January 18, 1954)</p> <p>[Male] [Reappointment]</p> <p>[Special interests in the Company] None</p>	<p>November, 1981    Joined the Company</p> <p>September, 1985    Dispatched to MORITO (EUROPE) B.V.</p> <p>April, 1996        General Manager of Overseas Business Department, Overseas Sales Division, Sales Supervision Headquarters</p> <p>February, 2000    Director and General Manager of Overseas Business Department, Overseas Sales Division, Sales Supervision Headquarters</p> <p>March, 2003        Director and General Manager of Overseas Business Department, Overseas Sales Division</p> <p>February, 2004    Managing Director, Division Manager of Overseas Sales Division, and General Manager of Overseas Business Department, Overseas Sales Division</p> <p>December, 2004    Managing Director and Division Manager of Apparel Business Division</p> <p>December, 2005    Managing Director and Head of Overseas Business Strategy Room</p> <p>December, 2009    Managing Director and Division Manager of Control and Supervision Division</p> <p>November, 2013    Representative Director and President (to date)</p>	97,400
<p>[Reason for nomination as candidate for Director]</p> <p>Ever since joining the Company, he has been engaged in the apparel component business mainly overseas. He was dispatched to our overseas Group company MORITO (EUROPE) B.V. and subsequently took the positions of the Division Manager of Overseas Sales Division, the Division Manager of Apparel Business Division, and in 2009, he became the Division Manager of Control and Supervision Division. From 2013, he has been serving as the Representative Director and President as the chief executive officer. The Company has renominated him as candidate for Director because he has abundant operational experience of our Morito Group as well as insight into the overall management of a trading firm, global business management, administration and operation.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	<p>Bunki Yano (September 30, 1968)</p> <p>[Male] [Reappointment]</p> <p>[Special interests in the Company] None</p>	<p>April, 1993      Joined the Company</p> <p>September, 1995      Dispatched to MORITO (EUROPE) B.V.</p> <p>October, 2008      Dispatched to MORITO Enterprise (Hong Kong) Co., Ltd. (currently MORITO SCOVILL HONG KONG COMPANY LIMITED)</p> <p>December, 2010      Executive Director</p> <p>December, 2012      Dispatched to MORITO Enterprise (Hong Kong) Co., Ltd. (currently MORITO SCOVILL HONG KONG COMPANY LIMITED); Executive Director and Deputy Division Manager of Product Business Division, Sales Supervision Headquarters</p> <p>December, 2013      Executive Director attached to Product Business Division, Sales Supervision Headquarters</p> <p>February, 2014      Director in charge of Global Business Promotion</p> <p>December, 2014      Director, Executive Officer, and Division Manager of Overseas Business Division</p> <p>March, 2015      Director, Senior Executive Officer, and Division Manager of Overseas Business Division</p> <p>October, 2015      Director, Senior Executive Officer, Division Manager of Overseas Business Division, and General Manager of Global Strategy &amp; Business Development Department</p> <p>December, 2015      Director, Senior Executive Officer, and General Manager of Global Strategy &amp; Business Development Department</p> <p>December, 2019      Director, Senior Executive Officer, and Division Manager of Strategic Operations Division (to date)</p>	14,900
<p>[Reason for nomination as candidate for Director] Ever since joining the Company, he has been engaged in the apparel component business and product business mainly overseas. He was dispatched to our overseas Group companies MORITO (EUROPE) B.V. and MORITO Enterprise (Hong Kong) Co., Ltd. (currently MORITO SCOVILL HONG KONG COMPANY LIMITED) and subsequently took the positions of the Division Manager of Overseas Business Division, the General Manager of Global Strategy &amp; Business Development Department. Currently he is serving as Director, Senior Executive Officer, and the Division Manager of Strategic Operations Division. The Company has renominated him as candidate for Director because he has abundant operational experience of our Morito Group as well as insight into the overall management of a trading firm, global business management, administration and operation.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	<p>Kiyomi Akui (January 28, 1965)</p> <p>[Female] [Reappointment]</p> <p>[Special interests in the Company] None</p>	<p>April, 1987      Joined the Company</p> <p>April, 2010      General Manager of Human Resources Department</p> <p>December, 2012      General Manager of Human Resources Department, Group Management Strategy Division</p> <p>December, 2013      General Manager of Human Resources Department, Control and Supervision Division</p> <p>February, 2014      Executive Officer and General Manager of Human Resources Department, Control and Supervision Division</p> <p>December, 2014      Executive Officer and General Manager of Human Resources Department, Corporate Administrative Division</p> <p>March, 2016      Executive Officer, Deputy Division Manager of Corporate Administrative Division, and General Manager of Human Resources Department</p> <p>February, 2019      Director, Senior Executive Officer, Deputy Division Manager of Corporate Administrative Division, and General Manager of Human Resources Department</p> <p>June, 2019      Director, Senior Executive Officer, and General Manager of Human Resources Department</p> <p>December, 2019      Director, Senior Executive Officer, Division Manager of Corporate Administrative Division, and General Manager of Human Resources Department</p> <p>December, 2020      Director, Senior Executive Officer, and Division Manager of Corporate Administrative Division (to date)</p>	15,200
<p>[Reason for nomination as candidate for Director] Ever since joining the Company, she has been mainly engaged in HR operations, and has taken the positions of the General Manager of Human Resources Department and the Deputy Division Manager of Corporate Administrative Division. She currently serves as Director, Senior Executive Officer, and the Division Manager of Corporate Administrative Division. The Company has renominated her as candidate for Director because she has abundant operational experience of our Morito Group as well as insight into the overall management of a trading firm, global business planning, administration and operation.</p>			



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	<p>Mayumi Ishihara (May 3, 1963)</p> <p>[Female] [Reappointment] [Outside] [Independent]</p> <p>[Special interests in the Company] None</p>	<p>April, 1986      Joined Kobe District Court</p> <p>April, 1997      Registered with the Osaka Bar Association</p> <p>April, 1997      Joined OH-EBASHI LPC &amp; PARTNERS. (to date)</p> <p>June, 2010      Outside Director, Nitta Gelatin Inc.</p> <p>June, 2013      Auditor (External), Morishita Jintan Co., LTD.</p> <p>February, 2016   Outside Director, the Company (to date)</p> <p>April, 2016      Outside Director and Audit and Supervisory Committee Member, OS Co., LTD. (to date)</p> <p>June, 2016      Outside Director and Audit and Supervisory Committee Member, H2O Retailing Corporation (to date)</p> <p>June, 2018      Outside Director and Audit and Supervisory Committee Member, Morishita Jintan Co., LTD. (to date)</p>	—
<p>[Reason for nomination as candidate for Outside Director]</p> <p>She gives guidance on the management of our Morito Group from an objective and expert viewpoint and appropriately supervises business execution based on her legal experience at a law firm. The Company has renominated her as candidate for Outside Director to receive her supervision on management for enhancing corporate value in a sustainable manner. Although she has not been directly involved in corporate management other than through serving as an outside director or outside corporate auditor in the past, the Company determines that she can appropriately execute her duties as an Outside Director for the reasons above. She will have served as Outside Director for five (5) years at the closing of this Meeting.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Motoo Matsuzawa (January 1, 1955)  [Male] [Reappointment] [Outside] [Independent]  [Special interests in the Company] None	April, 1978      Joined Dai-Ichi Kangyo Bank, Limited. April, 2001      Joined Mizuho Holdings, Inc. June, 2003      Joined Ferragamo Japan KK March, 2007      Director, Ferragamo Japan KK June, 2012      Auditor, Taiko Pharmaceutical Co., LTD. February, 2017      Outside Director, the Company (to date) June, 2018      Director (Audit and Supervisory Committee Member), Taiko Pharmaceutical Co., LTD. October, 2019      Outside Auditor, CureApp, Inc. (to date)	2,400
<p>[Reason for nomination as candidate for Outside Director]  He gives guidance on the management of our Morito Group from an objective viewpoint and appropriately supervises business execution based on his wide-ranging experience in business administration including overseas business at a globally operating financial institution and foreign-owned manufacturing and sales company as well as in business audits. The Company has renominated him as candidate for Outside Director to receive his supervision on management for enhancing corporate value in a sustainable manner. He will have served as Outside Director for four (4) years at the closing of this Meeting.</p>			

- Notes:
1. Candidate Kiyomi Akui's name on the family register is Kiyomi Hashimoto.
  2. The Company has signed a liability limitation agreement with Ms. Mayumi Ishihara and Mr. Motoo Matsuzawa to limit their liability stipulated in Article 423, Paragraph 1 of the Companies Act pursuant to provisions of Article 427, Paragraph 1 of the same Act. If their reelection is approved, the Company will extend their current agreements with them. An overview of the liability limitation agreement is as follows:
    - Outside Directors shall be liable for damages incurred due to negligence of their duties up to the minimum amount specified in Article 425, Paragraph 1 of the Companies Act.
    - The limitation of liability above is granted provided that the Outside Directors conducted their duties which caused the liability in good faith and without gross negligence.
  3. The Company has designated Ms. Mayumi Ishihara and Mr. Motoo Matsuzawa as independent directors pursuant to provisions of Tokyo Stock Exchange, Inc., and has notified the Exchange accordingly.
  4. Mr. Motoo Matsuzawa belonged to Mizuho Holdings, Inc. until March, 2003. Currently, Mizuho Holdings, Inc. (including its group companies) has transactions with the Company, but as almost eighteen (18) years has passed since he retired from office, the Company deems the entity has no special interests with him.