

Notice of Resolutions of the 123rd Ordinary General Meeting of Shareholders

Dear Shareholders:

We are pleased to announce that the matters below were reported and resolved at the 123rd Ordinary General Meeting of Shareholders of Shiseido Company, Limited (the “Company”) held on March 24, 2023.

Yours truly,

Shiseido Company, Limited

Masahiko Uotani

Representative Director,
Chairman and CEO

Registered Head Office:

5-5, Ginza 7-chome, Chuo-ku, Tokyo

Principal Business Office:

6-2, Higashi-Shimbashi 1-chome,
Minato-ku, Tokyo

PARTICULARS

Matters Reported:

Report on the business report, the consolidated financial statements and non-consolidated financial statements, and the results of the audits of consolidated financial statements by the accounting auditor and the Audit & Supervisory Board for the fiscal year ended December 31, 2022 (January 1, 2022 to December 31, 2022)

The above contents were reported.

Matters Resolved:

First Item of Business: Dividends of Retained Earnings

This item was approved and resolved as originally proposed.

- (1) Matter related to assignment of assets to be distributed to shareholders and the total amount thereof

An amount per share of common stock of the Company: ¥75.00

The total amount thereof: ¥29,966,066,100

- (2) The date on which dividends of retained earnings become effective (the commencement day for payment)

March 27, 2023

The year-end dividend for the fiscal year ended December 31, 2022 is ¥75.00 per share. Total dividends per share for the fiscal year are ¥100.00, including a ¥25.00 interim dividend per share, an increase of ¥50.00 from the previous fiscal year.

Second Item of Business: Election of Ten (10) Directors

This item was approved and resolved as originally proposed.

Mr. Masahiko Uotani, Ms. Yukari Suzuki, Mr. Norio Tadakawa, Mr. Takayuki Yokota, Ms. Kanoko Oishi, Mr. Shinsaku Iwahara, Mr. Charles D. Lake II and Ms. Mariko Tokuno were reelected as Directors and all assumed their offices. Mr. Kentaro Fujiwara and Mr. Yoshihiko Hatanaka were newly elected as Directors and assumed their offices respectively.

Ms. Kanoko Oishi, Mr. Shinsaku Iwahara, Mr. Charles D. Lake II, Ms. Mariko Tokuno and Mr. Yoshihiko Hatanaka are External Directors as provided in Article 2, item (xv) of the Companies Act.

The Company has designated Ms. Kanoko Oishi, Mr. Shinsaku Iwahara, Mr. Charles D. Lake II, Ms. Mariko Tokuno and Mr. Yoshihiko Hatanaka as Independent Directors as prescribed in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.

Third Item of Business: Election of Two (2) Audit & Supervisory Board Members

This item was approved and resolved as originally proposed.

Ms. Yasuko Gotoh was reelected as an Audit & Supervisory Board member and assumed her office. Ms. Hiromi Anno was newly elected as an Audit & Supervisory Board member and assumed her office.

Ms. Yasuko Gotoh is an External Audit & Supervisory Board member as provided in Article 2, item (xvi) of the Companies Act.

The Company has designated Ms. Yasuko Gotoh as an Independent Audit & Supervisory Board member as prescribed in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.

Fourth Item of Business: Determination of Long-Term Incentive-Type Remuneration (LTI) to Directors

This item was approved and resolved as originally proposed.

The Company has determined the long-term incentive-type remuneration (LTI), which shall adopt performance share units to act as a type of performance-linked stock compensation as described below, based on the Company's Directors and Executive Officers remuneration policy.

1) Persons eligible under the LTI	Of the Directors approved in the Second Item of Business, five Directors excluding External Directors (the “Eligible Directors”)
2) Total amount of monetary remuneration claims for the delivery of the Company’s common stock and cash to be paid to Eligible Directors as remuneration, etc. for fiscal 2023 under the LTI, the number of shares to be granted, and the method of provision based on the LTI	The maximum amount shall be 136,000 shares of the Company’s common stock multiplied by the share price at time of delivery (the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day preceding the date of resolution of the Board of Directors of the Company to issue or dispose of the common stock. If no trades are made on this day, the closing price on the most recent preceding trading day). In addition, a maximum total number of shares of the Company’s common stock to be delivered to Eligible Directors based on the LTI shall be capped at 68,000 shares. Within this limit, in principle, 50% of remuneration, etc. for each Eligible Director based on the LTI will be delivered as monetary remuneration claims for the delivery of the Company’s common stock, and the remainder will be paid as cash.
3) Performance indicators under the LTI, and percentage amount of payment based on the level of achievement of each performance indicator, etc.	<p>The LTI has a performance-linked portion and a fixed portion. Performance indicators linked with the medium-term business plan, etc. shall be used for the performance-linked portion, and the percentage amount of payment, etc. attributable to the level of achievement, etc. of each performance indicator required for the specific calculation of the number of shares, etc. to be delivered to each Eligible Director will be determined. The Board of Directors of the Company will determine these performance indicators and the percentage amount of payment, etc., following deliberation by the Nomination & Remuneration Advisory Committee.</p> <p>The outline of the performance indicators for fiscal 2023 and their weights is as follows:</p>
	<p><Economic Value Indicators></p> <ul style="list-style-type: none"> • Core operating profit margin for the final fiscal year of the evaluation period 50%

	<ul style="list-style-type: none"> • Consolidated net sales compound average growth rate (CAGR) 30% <p><Social Value Indicators></p> <ul style="list-style-type: none"> • Environment: Status of the achievement of the CO₂ emissions reduction target • Society: Ratio of female managers/leaders in Japan and overseas at the Company, and other indicators • ESG in general: Evaluation scores by ESG rating agencies designated by the Company <p style="text-align: right;">} 20%</p> <p>In addition to these indicators, a threshold is set for consolidated ROE.</p>
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The results of shareholder voting at this ordinary general meeting of shareholders are posted on our corporate information website under “INVESTORS > General Meeting of Shareholders”:

<https://corp.shiseido.com/en/ir/shareholder/>

Outline of the Directors, Audit & Supervisory Board Members and Executive Officers Remuneration Policy of the Company

Overview of the Directors and Executive Officers Remuneration Policy of the Company

The remuneration of the Directors and Executive Officers of the Company comprises “basic remuneration” as fixed remuneration as well as “annual incentive” and “long-term incentive-type remuneration (non-monetary remuneration)” as performance-linked remuneration, and the Company sets remuneration levels by making comparisons with companies in the same industry or of the same scale in Japan and overseas and by taking the Company’s financial condition into consideration.

External Directors and Audit & Supervisory Board members receive only basic remuneration, as fluctuating remuneration such as performance-linked remuneration is inconsistent with their supervisory functions and a stance independent from business execution. Furthermore, the Company does not have an officers’ retirement benefit plan.

The Proportion of Each Remuneration Element for Directors Eligible for the Payment by Remuneration Type and Rank as Executive Officer

Rank as Executive Officer	Composition of Remuneration for Directors and Executive Officers			Total
	Basic Remuneration	Performance-linked Remuneration		
		Annual Incentive	Long-Term Incentive-Type Remuneration	
President and CEO	33.3%	33.3%	33.3%	100%
Executive Vice President, Senior Executive Officer and Executive Officer	36%–63%	18.5%–32%	18.5%–32%	

Notes:

1. The proportions shown in the above table may change depending on the Company’s performance and/or its stock price’s fluctuation, as financial value of performance-linked remuneration is shown at target where the Company pays 100%.
2. There is no differentiated proportion of each remuneration element for Directors pegged to having a representation right.
3. Because different remuneration tables will be applied depending on the Grade of Executive Officers, proportions of each individual remuneration element will vary even within a same rank.

Details of the Directors, Audit & Supervisory Board Members and Executive Officers Remuneration Policy

Details of the Directors, Audit & Supervisory Board members and Executive Officers remuneration policy are described from page 62 through page 72 of the “Notice of Convocation of the 123rd Ordinary General Meeting of Shareholders.”

The “Notice of Convocation of the 123rd Ordinary General Meeting of Shareholders” is posted on our corporate information website under “INVESTORS > General Meeting of Shareholders”

(<https://corp.shiseido.com/en/ir/shareholder/>).

Directors, Audit & Supervisory Board Members and Executive Officers after the 123rd Ordinary General Meeting of Shareholders

Directors Mr. Masahiko Uotani and Mr. Kentaro Fujiwara were appointed as Representative Directors at a meeting of the Board of Directors held after the close of this general meeting of shareholders and assumed their offices respectively.

Audit & Supervisory Board members Mr. Takeshi Yoshida and Ms. Hiromi Anno were appointed as full-time Audit & Supervisory Board members at a meeting of the Audit & Supervisory Board held after the close of this general meeting of shareholders and assumed their offices respectively.

Accordingly, the current Directors, Audit & Supervisory Board members and Executive Officers of the Company are as follows:

1. Directors

Position	Name	Responsibilities at the Company and Important Positions at Other Organizations Concurrently Held
Representative Director Executive Officer Chairman and CEO	Masahiko Uotani	Chairman of the Board Member of Nomination & Remuneration Advisory Committee Chair of Global Risk Management & Compliance Committee* ¹
Representative Director Executive Officer President and COO	Kentaro Fujiwara	Member of Global Risk Management & Compliance Committee Member of HQ/SJ Compliance Committee* ²
Director Executive Officer Senior Executive Officer	Yukari Suzuki	Chief D&I Officer Member of Global Risk Management & Compliance Committee Member of HQ/SJ Compliance Committee
Director Executive Officer Senior Executive Officer	Norio Tadakawa	Japan Region CEO Representative Director, President and CEO, Shiseido Japan Co., Ltd. Member of Global Risk Management & Compliance Committee Chair of HQ/SJ Compliance Committee
Director Executive Officer	Takayuki Yokota	Chief Financial Officer Member of Global Risk Management & Compliance Committee Member of HQ/SJ Compliance Committee
External Director <Independent>	Kanoko Oishi	Member of Nomination & Remuneration Advisory Committee CEO, MEDIVA Inc. CEO, Seeds 1 Co., Ltd. Outside Director, Ezaki Glico Co., Ltd. Outside Director, Santen Pharmaceutical Co., Ltd.
External Director <Independent>	Shinsaku Iwahara	Chair of Nomination & Remuneration Advisory Committee Professor, Faculty of Law, Waseda University
External Director <Independent>	Charles D. Lake II	Member of Nomination & Remuneration Advisory Committee Director, President, Aflac International Incorporated External Director, Japan Post Holdings Co., Ltd. Representative Director, Chairman, Aflac Life Insurance Japan Ltd.

Position	Name	Responsibilities at the Company and Important Positions at Other Organizations Concurrently Held
External Director <Independent>	Mariko Tokuno	Member of Nomination & Remuneration Advisory Committee External director, HAPPINET CORPORATION External Director, Mitsubishi Materials Corporation External Director, Yamato Holdings Co., Ltd.
External Director <Independent>	Yoshihiko Hatanaka	Member of Nomination & Remuneration Advisory Committee Outside Director, SONY GROUP CORPORATION

*1 Global Risk Management & Compliance Committee: Accurately grasps global and local social changes as well as the current situation within the Shiseido Group and correspondingly identifies management risk factors, and discusses a priority of material risks and countermeasures against those risks as well as the actual status and countermeasures of ethics and compliance in regions across the globe.

*2 HQ/SJ Compliance Committee: Grasps the current situation of ethics, compliance and incidents and measures at the Shiseido Group companies located in Japan, including the Company (HQ) and Shiseido Japan Co., Ltd. (SJ).

Note:

Ms. Kanoko Oishi, Mr. Shinsaku Iwahara, Mr. Charles D. Lake II, Ms. Mariko Tokuno and Mr. Yoshihiko Hatanaka are External Directors as provided in Article 2, item (xv) of the Companies Act. The Company has designated Ms. Kanoko Oishi, Mr. Shinsaku Iwahara, Mr. Charles D. Lake II, Ms. Mariko Tokuno and Mr. Yoshihiko Hatanaka as Independent Directors as prescribed in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.

2. Audit & Supervisory Board Members

Position	Name	Important Positions at Other Organizations Concurrently Held
Audit & Supervisory Board Member (Full-time)	Takeshi Yoshida	Observer of Global Risk Management & Compliance Committee Observer of HQ/SJ Compliance Committee
Audit & Supervisory Board Member (Full-time)	Hiromi Anno	Observer of Global Risk Management & Compliance Committee Observer of HQ/SJ Compliance Committee
External Audit & Supervisory Board Member <Independent>	Hiroshi Ozu	Attorney External Audit & Supervisory Board Member of MITSUI & CO., LTD. Outside Audit & Supervisory Board Member of TOYOTA MOTOR CORPORATION Representative Director of Shimizu Scholarship Foundation (general incorporated foundation) President of Criminal Justice Welfare Forum Oasis (general incorporated association)
External Audit & Supervisory Board Member <Independent>	Yasuko Gotoh	Outside Auditor & Supervisory Board Member of DENSO CORPORATION
External Audit & Supervisory Board Member <Independent>	Ritsuko Nonomiya	Managing Director and CEO of Houlihan Lokey, Japan Outside Director of NAGASE & CO., LTD.

Note: Mr. Hiroshi Ozu, Ms. Yasuko Gotoh and Ms. Ritsuko Nonomiya are External Audit & Supervisory Board members as provided in Article 2, item (xvi) of the Companies Act. The Company has designated Mr. Hiroshi Ozu, Ms. Yasuko Gotoh and Ms. Ritsuko Nonomiya as Independent Audit & Supervisory Board members as prescribed in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.

3. Executive Officers Who Do Not Serve as Director

Position	Name	Responsibilities
Executive Officer Senior Executive Officer	Yoshiaki Okabe	Chief Innovation Officer Chief Brand Innovation Officer Member of Global Risk Management & Compliance Committee
Executive Officer	Maria Chiclana	Chief Legal Officer Global General Counsel Member of Global Risk Management & Compliance Committee
Executive Officer	Mizuki Hashimoto	Chief Brand Officer, <i>Clé de Peau Beauté</i> Member of Global Risk Management & Compliance Committee
Executive Officer	Angelica Munson	Chief Digital Officer Member of Global Risk Management & Compliance Committee
Executive Officer	Kenichi Saito	Chief Quality Officer Member of Global Risk Management & Compliance Committee
Executive Officer	Antonios Spiliotopoulos	Chief Supply Network Officer Member of Global Risk Management & Compliance Committee
Executive Officer	Tomoko Tagami	Chief Corporate Communication Officer Member of Global Risk Management & Compliance Committee
Executive Officer	Atsunori Takano	Chief Information Technology Officer Member of Global Risk Management & Compliance Committee
Executive Officer	Yosuke Tojo	Chief Technology Officer
Executive Officer	Toshinobu Umetsu	China Region CEO Member of Global Risk Management & Compliance Committee
Executive Officer	Naomi Yamamoto	Chief Creative Officer
Executive Officer	Ryota Yukisada	Chief Brand Officer, brand <i>SHISEIDO</i>