

Summary

(for reference purpose only)

April 21, 2004

To Our Shareholders

Tadamitsu Matsui
President and Representative Director
Ryohin Keikaku Co., Ltd.
26-3, Higashi-Ikebukuro 4-chome,
Toshima-Ku, Tokyo, Japan

Notice of the 25th Ordinary General Meeting of Shareholders

I would like to take this opportunity to thank you, our shareholder, for your support to Ryohin Keikaku Co., Ltd. (the “Company”).

You are hereby notified that the 25th Ordinary General Meeting of Shareholders will be held as described below. You are respectfully requested to attend the meeting, and please kindly submit the enclosed proxy card to the reception at the meeting.

In the event that you are unable to attend the meeting, you are requested to exercise your voting rights by either of the following ways after examining the Referential Documents for the Exercise of Voting Rights set out below; () you may fill out the enclosed proxy card and return it to us with your seal affixed, or () you may electronically exercise your voting right by accessing the internet website as described in the proxy card.

1. Date and Time: 10:00am on Wednesday, May 26, 2004
2. Place: Conference Room, 3rd floor, Head Office
26-3, Higashi-Ikebukuro 4-chome, Toshima-Ku, Tokyo
3. Purpose of Meeting:

Matters to be reported:

The Balance Sheet as of February 29, 2004, and the Business Report and Statement of Income for the 25th fiscal year from March 1, 2003 through February 29, 2004

Matters to be resolved:

- Item 1 Approval of the proposed appropriation of retained earnings for the 25th fiscal year
- Item 2 Partial amendments to the Articles of Incorporation
- Item 3 Election of five (5) directors
- Item 4 Election of three (3) auditors
- Item 5 Payment of a retirement bonus to retiring director and retiring auditors
- Item 6 Revision of compensation plan for directors
- Item 7 Issuance of stock acquisition rights as stock options

Referential Documents for the Exercise of Voting Rights

1. The number of voting rights owned by shareholders who have the right to vote:
268,845 voting rights

2. Propositions and Referential Issues

Item 1 Approval of the proposed appropriation of retained earnings for the 25th Fiscal Year

As for cash dividends, considering the business results of this year and future business development, the Company proposes paying 25 yen per share.

Since the Company has already declared and paid an interim dividend of 22 yen per share in October 2003, the total dividend for the year will be 47 yen per share.

Item 2 Partial amendments to the Articles of Incorporation

Reasons for the Amendment

- (1) In order to prepare itself for business expansion in the future, the Company proposes to add business purposes to the second article of the current Articles of Incorporation.
- (2) In accordance with a special provision to the Commercial Code (Law No. 132, 2003) enforced on September 25, 2003, in which treasury stock can be repurchased by a resolution made by the Board of Directors, the Company proposes to make necessary amendments.
- (3) In accordance with a special provision to the Commercial Code (Law No. 149, 2001) enforced on May 1, 2002, the Company proposes to establish provisions to release the liabilities of directors and auditors to the Company by a resolution of the Board of Directors to the extent permitted by law for the purpose of ensuring they are able to fully perform their expected roles (Proposed Amendment of Article 27, paragraph 1 and Article 37). In addition, with an aim to attract talented resources to be outside directors, the Company proposes to establish provisions that will enable the Company to enter an agreement with them limiting their indemnity liabilities to the Company to the extent permitted by law (Proposed Amendment of Article 27, paragraph 2).
Regarding the establishment of such provisions in Proposed Amendment of Article 27, paragraph 1 and 2, the Company has obtained a unanimous consent by the Audit Committee.
- (4) With amendments mentioned above, the Company proposes to make partial amendments to the numbers of the relevant articles in the Articles of Incorporation.

Item 3 Election of five (5) directors

Upon closing this Ordinary General Meeting of Shareholders, four directors, namely Mr. Masao Kiuchi, Mr. Masaaki Kanai, Mr. Shuji Abe and Mr. Hidejiro Fujiwara, will finish their terms. Accordingly, in purpose of strengthening its operational system, the Company would like to propose to add one director and elect five incoming directors.

The candidates are as follows:

No. of the candidate	Name (Date of Birth)	Brief Personal History (Representation at other companies, if any)	Shareholdings of the Company
1.	Masao Kiuchi (July 25, 1944)	March 1968 Joined Seiyu Store Co., Ltd. (The Seiyu Ltd.) May 1989 Director, Seiyu Store Co., Ltd. May 1993 President, Ryohin Keikaku Co., Ltd. August 1997 Chairman, Ryohin Keikaku Co., Ltd. (current position)	21,900

		May 2003 Chief Executive Officer, The Seiyu Ltd. (current position)	
2.	Masaaki Kanai (October 13, 1957)	April 1976 Joined Seiyu Store Nagano Co., Ltd. (SSV Co., Ltd.) September 1993 Joined Ryohin Keikaku Co., Ltd. May 2000 Director and Manager of Sales Department (Household goods), Ryohin Keikaku Co., Ltd. January 2001 Managing Director, General Manager of Sales Headquarters, Ryohin Keikaku Co., Ltd. May 2003 Senior Managing Director in Merchandise/Sales/PR Departments (current position)	3,400
3.	Hidejiro Fujiwara (October 18, 1940)	September 1970 Joined Shimamura Gofuku Co., Ltd. May 1990 President, Shimamura Co., Ltd. (current position) May 2002 Director, Ryohin Keikaku Co., Ltd. (current position)	2,000
4.	Tomiji Uematsu (March 29, 1934)	April 1956 Joined Konishiroku Shashin Kogyo (Konica Minolta Holdings, Inc.) July 1983 Managing Director of Planning Department June 1996 President April 2001 Chairman August 2003 Board Chairman, Konica Minolta Holdings Inc. (current position)	0
5.	Junichi Nakano (November 8, 1938)	April 1962 Joined Nomura Securities Co., Ltd. December 1988 Senior Managing Director June 1992 Senior Managing Director, Nomura Real Estate Co., Ltd June 1995 President (current position)	0

Note:

- (1) The Company is in a lease contract with Shimamura Co., Ltd. in which the candidate, Mr. Hidejiro Fujiwara acts as president.
- (2) There is no further conflict of interest between other candidates and the Company.
- (3) Mr. Hidejiro Fujiwara, Mr. Tomiji Uematsu and Mr. Junichi Nakano are candidates of outside directors to satisfy the requirements prescribed in Article 188, paragraph 2, item 7-2 of the Commercial Code.

Item 4 Election of three (3) auditors

Upon closing this Ordinary General Meeting of Shareholders, Mr. Takashi Okamura will finish his term and Mr. Tatsuo Sukekawa will resign.

Accordingly, in purpose of strengthening its auditing system, the Company would like to propose to add one auditor and elect three incoming directors.

In addition, this proposition has obtained the consent of the Audit Committee.

The candidates are as follows:

No. of the candidate	Name (Date of Birth)	Brief Personal History (Representation at other companies, if any)	Shareholdings of the Company
1	Toshiyasu Suda (August 23, 1943)	April 1966 Joined Kao Sekken Co., Ltd. (Kao Corporation) May 1990 General Manager of Tochigi Plant June 2000 General Manager of Wakayama Plant	0
2	Hitoshi Matsui (May 7, 1949)	April 1973 Joined Seiyu Store Co., Ltd. (The Seiyu Ltd.) July 2000 Executive Officer and General Manager of General Administration Department May 2003 Senior Director of "Finance" BSC (current position)	0
3	Yoshihito Yoshizawa (November 7, 1954)	April 1977 Joined Mitsubishi Corporation. April 2004 Controller of Living Essentials Group (current position)	0

Note:

- (1) There is no conflict of interest among any of the candidates and the Company.
- (2) The three candidates; Mr. Toshiyasu Suda, Mr. Hitoshi Matsui and Mr. Yoshihito Yoshizawa are candidates of outside auditors to satisfy the requirements prescribed in Article 18, paragraph 1 of the special provisions to the Commercial Code.

Item 5 Payment of a retirement bonus to resigning director and resigning auditors

The Company would like to pay a retirement bonus to the following three individuals to reward their contributions to the Company, based on the standard set out by the Company at an amount deemed reasonable; Mr. Shuji Abe who will retire as a director upon the close of this Ordinary General Meeting of Shareholders, Mr. Takashi Okamura who will retire as an auditor upon the close of this Ordinary General Meeting of Shareholders and Mr. Tatsuo Sukekawa who will resign as an auditor upon the close of this Ordinary General Meeting of Shareholders.

The Company proposes that the details of the retirement bonus, including its amount, time and method of payment, be discussed and determined by the Board of Directors for a retiring director and by the Audit Committee for a retiring auditor, respectively.

A brief personal history of each personnel is as follows:

Name	Brief Personal History
Shuji Abe	May 2002 Board of Director, Ryohin Keikaku Co., Ltd. (current position)
Takashi Okamura	May 2001 Auditor, Ryohin Keikaku Co., Ltd. (current position)
Tatsuo Sukekawa	May 2002 Auditor, Ryohin Keikaku Co., Ltd. (current position)

Item 6 Revision of the Board of Directors compensation

The compensation level for the Board of Directors has remained the same to this date after it was resolved as “not more than 200 million yen a year” in the Ordinary General Meeting of Shareholders held on May 23, 1995. However, considering various factors since then, such as the evolving economic climate, the Company proposes to change the compensation amount for the Board of Directors as “not more than 250 million yen a year”.

Furthermore, as in the past, such compensation excludes the portion of salary as an employee of the Company.

If the proposition of item 3 is to be passed and approved in original form, the number of directors would be nine.

Item 7 Issuance of stock acquisition rights as stock options

Under the provision of Article 280-20 and 21 of the Commercial Code, the Company asks for your approval regarding issuance of stock acquisition rights as stock options to the Board of Directors and Executive Officers without compensation in the following manner.

Note

1. Reason why the Company needs to issue stock acquisition rights on terms especially favorable to persons other than the shareholders.

For the purpose of boosting morale of the Board of Directors and Executives to improve business performance as well as clarifying their operational responsibilities, the Company proposes to adopt an equity based stock option plan instead of the retiring bonus plan to the executives with the approval of an ordinary general meeting of shareholders held in each fiscal year.

2. Type/number of shares under stock acquisition rights
 - (1) Shares under stock acquisition rights shall be common stock of the Company.
 - (2) The number of shares under stock acquisition rights shall be up to 20,000. However, in the event that that shares are split or consolidated, the number of shares for the unexercised stock acquisition rights shall be adjusted in accordance with the following formula. This adjustment shall be conducted only for the unexercised stock acquisition rights at the time of the stock-split or stock –consolidation, and any fractions less than one (1) shall be disregarded.

$$\text{Number of Adjusted Shares} = \frac{\text{Number of shares before adjustment}}{\text{Ratio of split or consolidation}} \times \text{Ratio of split or consolidation}$$

- (3) In the event of a merger, share exchange to become a sole parent company, or company split of the Company where an adjustment of the number of shares shall be required, the number of shares shall be appropriately adjusted to a reasonable extent.
- (4) The Company shall inform if such an adjustment has been conducted as well as of its context to the option holders of stock acquisition rights in due course, in the event of adjustments stated in item (2) above.
3. Total number of stock acquisition rights to be issued:
Up to 200 stock acquisition rights (the number of shares per stock acquisition right shall be 100 shares). However, the number of stock acquisition rights shall be adjusted accordingly in the event stated in item (2) above.
4. Issue price of stock acquisition rights:
To be issued without charge.
5. Issue date of stock acquisition rights:
The Board of Directors shall determine the issue date within the period of a year after a resolution of ordinary general meeting of shareholders that approves such issuance of stock acquisition rights.
6. Amount to be paid upon exercise of stock acquisition rights
The amount to be paid per share upon exercise of the stock acquisition rights (the "Exercise Price") shall be the amount that is given by multiplying the number of shares under stock acquisition rights by one (1) yen.
In the event of a share split or stock merge, the Company shall adjust the amount to be paid in accordance with the following formula, and any fraction less than one (1) yen shall be rounded up to the nearest yen.

$$\text{Adjusted Exercise Price} = \frac{\text{Exercise price per share before adjustment}}{\text{Ratio of split or consolidation}} \times \frac{1}{\text{Ratio of split or consolidation}}$$

In the event of a merger, share exchange to become a sole parent company or company split of the Company, the Exercise Price shall be appropriately adjusted to a reasonable extent.

7. Exercise period of stock acquisition rights
The Board of Directors shall determine the exercise period of stock acquisition rights within the period from June 1, 2004 to May 31, 2024.
8. Conditions for exercise of stock acquisition rights
- (1) Stock acquisition rights can be exercised from the day after the option holders lose their position as a Board Director or an executive officer of the Company.
 - (2) Stock acquisition rights may be exercised wholly or partly. However, no partial exercise of a single stock acquisition right shall be permissible.
 - (3) Other conditions for the exercise of the rights shall be determined by a resolution of the Board of Directors to be held after this ordinary general meeting.
9. Events and conditions for cancellation of stock acquisition rights
- (1) Should any merger contract that defines the Company as the merged and extinct corporation be approved at the general meeting of shareholders, or should any exchange of stock or stock assignment contract that transforms the Company into a wholly-owned subsidiary be approved at the general meeting of shareholders, the Company may cancel the stock acquisition rights without any compensation.
 - (2) In the event when the option holder of stock acquisition rights becomes unable to exercise the

rights before exercising of such rights due to a conflict to fulfill the stipulated condition of stock acquisition rights, the Company may cancel the stock acquisition rights without any compensation.

10. Restriction of transfer of stock acquisition rights

Approval of the Board of Directors shall be required for transfer of the stock acquisition rights.

11. Detail issues

Detail issues of stock acquisition rights shall be determined by a resolution of the Board of Directors to be made after the 25th Ordinary General Meeting of Shareholders.