

*This document has been translated from a part of the Japanese original for the convenience of non-Japanese shareholders.
In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.*

(Securities identification code: 4027)
June 10, 2022

To our shareholders:

Hirofumi Yamazaki
Representative Director, President, and
Executive Officer
TAYCA CORPORATION
1-3-47 Funamachi, Taisho-ku, Osaka
(Head Office: 4-11-6 Tanimachi, Chuo-ku, Osaka)

Notice of the 156th Ordinary General Meeting of Shareholders

We are pleased to announce the 156th Ordinary General Meeting of Shareholders of Tayca Corporation (the “Company”), which will be held as described below.

If you are not attending the meeting in person, you may exercise your voting rights by either of the following methods. Please exercise your voting rights no later than 5:40 p.m., Monday, June 27, 2022 (Japan Standard Time) after reviewing the attached Reference Documents for the General Meeting of Shareholders.

To avoid risk of infections of the novel coronavirus disease (COVID-19) at this General Meeting of Shareholders, you are asked to exercise your voting rights beforehand if possible, and refrain from attending the General Meeting of Shareholders in person.

Exercising Voting Rights in Writing

Please indicate your approval or disapproval for the proposals on the enclosed voting form and then return it to us so that it arrives by the above deadline.

Exercising Voting Rights by Electromagnetic Method (Internet)

Please access the Company’s designated voting site (<https://evote.tr.mufg.jp/>). Next, please use the login ID and provisional password given on the enclosed voting form and then input your approval or disapproval for the proposals by the above deadline in accordance with the instructions on the screen.

Meeting Details

- 1. Date and time:** Tuesday, June 28, 2022 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** Banquet, TKP Garden City Premium Shinsaibashi
3rd floor, HULIC Shinsaibashi Building, 4-3-2 Minamisenba, Chuo-ku, Osaka

*If future developments necessitate any changes in the way the General Meeting of Shareholders will be run, shareholders will be informed on the Company's website (<https://www.tayca.co.jp/>). Shareholders who plan to attend the meeting are asked to check it before the General Meeting of Shareholders.

3. Purposes:

Items to be reported:

1. Report on the contents of Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 156th Term (from April 1, 2021 to March 31, 2022)
2. Results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee for the 156th Term

Items to be resolved:

- Proposal 1:** Partial amendment of Articles of Incorporation
- Proposal 2:** Election of Six Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

We ask that you please present the enclosed voting form to the reception desk in the venue when attending the meeting in person.

<Requests to Shareholders>

- Among the documents which we should provide when giving notice of this meeting, the notes to the consolidated financial statements and the notes to the non-consolidated financial statements have been posted on the Company's website (<https://www.tayca.co.jp/>) according to the provisions of laws and regulations and the Company's Articles of Incorporation. Therefore, they are not given in the documents accompanying this notice. Accordingly, the consolidated financial statements and non-consolidated financial statements audited by the Accounting Auditor and the Audit & Supervisory Committee include the notes to the consolidated financial statements and notes to the non-consolidated financial statements posted on the Company's website in addition to the documents accompanying this notice.
- We will post any changes made to the matters described in the business reports, consolidated financial statements, non-consolidated financial statements and Reference Documents for General Meeting of Shareholders on the Company's website (<https://www.tayca.co.jp/>).

[Measures to prevent the infection of COVID-19 at the General Meeting of Shareholders]

- We kindly ask shareholders who attend the meeting in person to cooperate in having their body temperature checked, wearing of face masks and using hand sanitizer.
- Shareholders will be seated at a distance from each other, and therefore there will be fewer seats available than usual. For that reason, even shareholders who come to the venue may not be allowed to enter.
- We will not be handing out gifts to shareholders who attend the General Meeting of Shareholders again this year.

Thank you for your understanding.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters

Proposal 1: Partial amendment of Articles of Incorporation

1. Reasons for proposal

Since the system for providing informational materials for the general meeting of shareholders in electronic format will be introduced following the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Articles of Incorporation will be partially amended as follows.

- (1) Because it is obligatory in the Articles of Incorporation to provide information given in Reference Documents for the General Meeting of Shareholders in electronic format, Article 16 (Measures, etc. for Providing Information in Electronic Format), Paragraph 1 of the proposed amendment will be newly established.
- (2) Article 16 (Measures, etc. for Providing Information in Electronic Format), Paragraph 2 of the proposed amendment will be newly established in order to limit the scope of matters described in paper-based documents, containing the information contained in the Reference Documents for the General Meeting of Shareholders that are provided electronically, and that are delivered to shareholders who requested the information in writing to the scope stipulated by the applicable Ministry of Justice Orders.
- (3) The current Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) will be deleted since it will no longer be necessary once the system for electronically providing documents for the General Meeting of Shareholders is implemented.
- (4) Supplementary Provisions in Article 2 regarding the effect of establishing and deleting the aforementioned regulations will be newly established. Furthermore, this Article shall be deleted after the appointed date.

2. Details of Amendments

The details of the amendments are as follows.

(The underlined parts indicate the amended portions.)

Current Articles of Incorporation	Proposed Amendment
<u>Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in Reference Documents for the General Meeting of Shareholders, business reports, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u>	(Delete)

Current Articles of Incorporation	Proposed Amendment
<p>(New Establishment)</p> <p>Supplementary Provisions (Transitional Measures for Exemption From Liability for Outside Audit & Supervisory Board Members)</p> <p>Regarding contracts that limit liability for damages under Article 423, Paragraph 1 of the Companies Act regarding the actions of outside Audit & Supervisory Board Members (including those who were outside Audit & Supervisory Board Members) before the conclusion of the 153rd Ordinary General Meeting of Shareholders held in June 2019, the provisions of Article 40 of the Articles of Incorporation before the amendment by the resolution of the 153rd Ordinary General Meeting of Shareholders shall apply.</p> <p>(New Establishment)</p>	<p><u>Article 16 (Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. in electronic format.</u></p> <p><u>Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p>Supplementary Provisions</p> <p><u>Article 1 (Transitional Measures for Exemption From Liability for Outside Audit & Supervisory Board Members)</u></p> <p>Regarding contracts that limit liability for damages under Article 423, Paragraph 1 of the Companies Act regarding the actions of outside Audit & Supervisory Board Members (including those who were outside Audit & Supervisory Board Members) before the conclusion of the 153rd Ordinary General Meeting of Shareholders held in June 2019, the provisions of Article 40 of the Articles of Incorporation before the amendment by the resolution of the 153rd Ordinary General Meeting of Shareholders shall apply.</p> <p><u>Article 2 (Transitional Measures for Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>Deletion of Article 16 of the Articles of Incorporation (Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) and the new establishment of Article 16 of the Articles of Incorporation (Measures, etc. for Providing Information in Electronic Format) shall come into effect on September 1, 2022.</u></p> <p><u>Notwithstanding the provisions of the preceding paragraph, Article 16 of the Articles of Incorporation (Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall be applicable to the General Meeting of Shareholders for which the date falls within six months from September 1, 2022.</u></p> <p><u>The provisions of Article 16 shall be deleted after six months have elapsed from September 1, 2022 or three months have elapsed from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 2: Election of Six Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office for all five Directors (excluding, however, Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting. Moreover, the Company proposes to increase the number of Directors by one to strengthen the management system, and would like to ask the shareholders to appoint six Directors.

Furthermore, the Audit & Supervisory Committee has confirmed that there are no special matters to be stated at the General Meeting of Shareholders regarding this proposal.

The candidates for Directors are as follows:

Candidates for Directors

No.	Name (Date of birth)	Career summary, position, and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Shunji Idei (March 24, 1964)	<p>Apr. 1986 Joined the Company</p> <p>Apr. 2012 General Manager of the Okayama Research Laboratory</p> <p>Apr. 2015 General Manager of the Sales Department</p> <p>June 2017 General Manager of the Tokyo Branch</p> <p>June 2018 Director and General Manager of the Tokyo Branch</p> <p>Aug. 2018 President of TFT Corporation (present position)</p> <p>June 2019 Director, Senior Executive Officer, and General Manager of the Tokyo Branch</p> <p>June 2020 Director and Managing Executive Officer</p> <p>June 2021 Director and Senior Managing Executive Officer (present position)</p> <p>(Current responsibilities)</p> <p>In charge of the Sales Department, Tokyo Branch, the Osaka Research Laboratory and Okayama Research Laboratory, and the Electronic Ceramics and Devices Department</p> <p>[Significant concurrent positions outside the Company]</p> <p>President of TFT Corporation</p>	12,600 shares
<p>Reasons for nomination as a candidate for Director:</p> <p>Shunji Idei has accumulated a wealth of business experience and achievements in research departments and sales departments since joining the Company. The Company proposes his reelection as a candidate for Director with the expectation that he will use these experiences and expertise in the management of the Company.</p>			

No.	Name (Date of birth)	Career summary, position, and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Masahiko Nishino (October 9, 1959)	<p>Apr. 1984 Joined Nissho Iwai Corporation</p> <p>Sept. 2003 Joined Sun Chlorella Corporation</p> <p>Aug. 2010 Joined the Company</p> <p>Oct. 2011 General Manager of the Sales Department of the Company</p> <p>Apr. 2015 General Manager of the Tokyo Branch of the Company</p> <p>June 2015 Director and General Manager of the Tokyo Branch of the Company</p> <p>June 2017 Director of the Company</p> <p>June 2017 President of Tayca Trading Co., Ltd. (present position)</p> <p>June 2019 Director and General Manager of the Corporate Planning Department of the Company</p> <p>June 2019 Director, Senior Executive Officer, and General Manager of the Corporate Planning Department</p> <p>Apr. 2020 Director and Senior Executive Officer</p> <p>June 2020 Director and Managing Executive Officer</p> <p>Apr. 2021 Director, Managing Executive Officer, and General Manager of Osaka Factory</p> <p>Apr. 2021 Director and Managing Executive Officer of the Company (present position)</p> <p>(Current responsibilities)</p> <p>In charge of the Environmental and Quality Department, Purchasing Department, and Osaka Factory</p> <p>[Significant concurrent positions outside the Company]</p> <p>President of Tayca Trading Co., Ltd.</p>	5,400 shares
<p>Reasons for nomination as a candidate for Director:</p> <p>Masahiko Nishino has accumulated a wealth of sales experience and overseas work achievements in working at trading companies over many years. In addition, he has accumulated plenty of achievements in sales departments and management departments since joining the Company. The Company proposes his reelection as a candidate for Director with the expectation that he will use these insights and achievements in the management of the Company.</p>			

No.	Name (Date of birth)	Career summary, position, and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Yasuyuki Nakatsuka (January 31, 1961)	<p>Apr. 1983 Joined the Company</p> <p>June 2006 General Manager of General Affairs Department</p> <p>Apr. 2015 General Manager of General Affairs Department, In charge of the Materials Compilation Department</p> <p>July 2016 Board Member of the Company and General Manager of General Affairs Department</p> <p>June 2019 Executive Officer and General Manager of General Affairs Department</p> <p>June 2020 Senior Executive Officer and General Manager of General Affairs Department</p> <p>July 2020 Senior Executive Officer and General Manager of General Affairs Department, In charge of the Personnel Department</p> <p>June 2021 Managing Executive Officer and General Manager of General Affairs Department, In charge of the Personnel Department (present position)</p> <p>(Current responsibilities) In charge of the Accounting Department, DX Promotion Office, General Manager of General Affairs Department and Personnel Department</p>	6,300 shares
<p>Reasons for nomination as a candidate for Director:</p> <p>Yasuyuki Nakatsuka has accumulated a wealth of business experience and achievements in the Purchasing Department, General Affairs Department, and in the management departments of the Personnel Department since joining the Company. The Company proposes his new election as a candidate for Director with the expectation that he will use these experiences and expertise in the management of the Company.</p>			
4	Tamataro Iwasaki (March 29, 1967)	<p>Apr. 1989 Joined the Company</p> <p>Apr. 2010 Assistant General Manager of the Tokyo Branch</p> <p>Jan. 2016 General Manager of Sales Department of Tayca Warehousing Co., Ltd.</p> <p>Oct. 2016 General Manager of Sales Warehouse Supervising Department of Tayca Warehousing Co., Ltd.</p> <p>June 2017 President of Tayca Warehousing Co., Ltd.</p> <p>June 2020 Director, Senior Executive Officer of the Company, and General Manager of Okayama Factory (present position)</p> <p>(Current responsibilities) In charge of Kumayama Factory and General Manager of Okayama Factory</p>	6,300 shares
<p>Reasons for nomination as a candidate for Director:</p> <p>Tamataro Iwasaki has accumulated a wealth of business experience and achievements in sales departments and factory departments since joining the Company. The Company proposes his reelection as a candidate for Director with the expectation that he will use these experiences and expertise in the management of the Company.</p>			

No.	Name (Date of birth)	Career summary, position, and responsibilities (Significant concurrent positions outside the Company)		Number of the Company's shares owned
5	Yoshihiro Murata (July 11, 1968)	Apr. 1992	Joined the Company	1,700 shares
		Apr. 2017	Assistant General Manager of the Tokyo Branch	
		June 2019	President of Japan Sericite Corporation (present position)	
		June 2020	General Manager of the Tokyo Branch of the Company	
		June 2021	Executive Officer, General Manager of the Tokyo Branch (present position)	
		[Significant concurrent positions outside the Company]		
President of Japan Sericite Corporation				
Reasons for nomination as a candidate for Director: Yoshihiro Murata has accumulated a wealth of business experience and achievements in sales departments since joining the Company. In addition, he has been responsible for management as President of Japan Sericite Corporation, since June 2019. The Company proposes his new election as a candidate for Director with the expectation that he will use these experiences and expertise in the management of the Company.				
6	Masao Nagita (April 13, 1950)	Apr. 1973	Joined the Company	31,090 shares
		June 2004	General Manager of the Tokyo Branch	
		June 2005	Director and General Manager of the Tokyo Branch	
		June 2009	Managing Director and General Manager of the Tokyo Branch	
		June 2010	President of Tayca Trading Co., Ltd.	
		Oct. 2010	Managing Director and General Manager of the Sales Department of the Company	
		Oct. 2011	Managing Director	
		June 2013	Senior Managing Director	
		June 2014	President	
		June 2014	President of Tayca Warehousing Co., Ltd.	
		Apr. 2017	President of Japan Sericite Corporation	
		June 2019	Representative Director, President, and Executive Officer of the Company	
		June 2020	Chairman (present position)	
		Reasons for nomination as a candidate for Director: Masao Nagita has accumulated a wealth of business experience and achievements in research departments and sales departments since joining the Company. In addition, he has been responsible for management as President of the Company since June 2014, and as Chairman of the Company since June 2020. The Company proposes his reelection as a candidate for Director with the expectation that he will use these experience and achievements for appropriate management judgments in the management of the Company.		

- Notes:
1. Yoshihiro Murata is the President and Representative Director of Japan Sericite Corporation (of which the Company holds a 50% share of investment), which is an important subsidiary of the Company, and with which the Company has a business relationship, such as for purchasing sericite products with Japan Sericite Corporation. There is no special interest between other candidates and the Company.
 2. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The insurance policy includes the Directors of the Company as the insureds. The insurance policy covers losses that may arise from an insured's assumption of liability incurred in the course of the performance of their duties, or receipt of claims pertaining to the pursuit of such liability. If the election of the candidates for Director is approved, they will be included in the insureds of this insurance policy. In addition, when the insurance policy is renewed, the Company plans to renew the policy with the same terms.

(Reference) Skill Matrix for Directors [To be scheduled after the General Meeting of Shareholders]

Provided the selection of executive officers and officers is approved at the Board of Directors meeting scheduled to be held following the resolution of Proposal No. 2 and the conclusion of the 156th General Meeting of Shareholders, the composition of the Board of Directors and the Audit & Supervisory Committee, as well as the fields in which we expect their members to utilize their experience, knowledge, and expertise, are as follows.

Position, Etc.	Name	Outside Independent	Experience/Knowledge/Expertise							
			Corporate Management	Legal/Risk Management	Finance/Accounting	Manufacturing Technology/Research and Development	Sales	Personnel/Labor	Overseas Experience	Environmental Society
Director, President and Executive Officer	Shunji Idei		○			○	○			
Director and Managing Executive Officer	Masahiko Nishino		○				○		○	○
Director and Managing Executive Officer	Yasuyuki Nakatsuka			○	○			○		○
Director and Senior Executive Officer	Tamataro Iwasaki		○			○	○	○		○
Director and Senior Executive Officer	Yoshihiro Murata		○				○			
Director	Masao Nagita		○	○		○	○	○		○
Director and Full-time Audit & Supervisory Committee Member	Akira Miyazaki			○	○	○	○			
Director and Audit & Supervisory Committee Member	Hiroyuki Yamada	Outside Independent	○			○	○			○
Director and Audit & Supervisory Committee Member	Hitoshi Tanaka	Outside Independent		○				○		○
Director and Audit & Supervisory Committee Member	Koji Yamamoto	Outside Independent	○		○					
Director and Audit & Supervisory Committee Member	Mamiko Ozaki	Outside Independent				○			○	○