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Securities code: 9982

May 8, 2023

Start date of measures for electronic provision: May 2, 2023

To Shareholders with Voting Rights:

Kazuo Taki
Representative Director,
Chief Executive Officer
Takiho Co., Ltd.
6-1 Ushijima-cho, Nishi-ku,
Nagoya

**NOTICE OF
THE 112th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 112th Annual General Meeting of Shareholders of Takiho Co., Ltd. (the “Company”) will be held as described below. Your attendance would be greatly appreciated.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision and posts the matters subject to electronic provision on the following website as “Notice of the 112th Annual General Meeting of Shareholders.”

The Company’s website

https://www.takiho.co.jp/ir/general_meeting/

The matters subject to electronic provision are also posted on the following website.

Tokyo Stock Exchange website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Please access the abovementioned TSE website, enter and search for either “Takiho” in the “Issue name (company name)” or the Company’s securities code “9982” in the “Code,” and then select “Basic information,” followed by “Documents for public inspection/PR information” in order to view the “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” in the “Filed information available for public inspection.”)

If you are unable to attend the meeting in person, you can exercise your voting rights in writing or by electronic means (Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by following the Instructions for the Exercise of Voting Rights attached to this document, no later than 6:00 p.m. on Tuesday, May 23, 2023, Japan time.

- 1. Date and Time:** Wednesday, May 24, 2023 at 10:00 a.m. Japan time
- 2. Venue:** Conference Room at the TKP GARDEN CITY PREMIUM NAGOYA LUCENT TOWER
the 16th floor of NAGOYA LUCENT TOWER
6-1 Ushijima-cho, Nishi-ku, Nagoya
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Company's 112th Fiscal Term (March 1, 2022 - February 28, 2023)
 2. Consolidated Financial Statements for the Company's 112th Fiscal Term (March 1, 2022 - February 28, 2023) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of 6 Directors (excluding Members of the Audit and Supervisory Committee)

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the meeting place. Additionally, please bring this Notice of Convocation with you in order to conserve resources.

If you exercise your voting rights both by submitting the Voting Rights Exercise Form and via the Internet, the vote exercised via the Internet will be deemed valid.

If you exercise your voting rights multiple times via the Internet, your last vote exercised will be deemed valid.

In the event that there is no indication of approval or disapproval for a particular proposal on the Voting Rights Exercise Form, it will be deemed as a vote of approval for the proposal.

Any revisions to the matters subject to electronic provision will be posted on each of the designated websites.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company believes that to establish a long-term business foundation, as well as working to strengthen its financial structure, returning profits to shareholders is one of the major management issues in terms of dividends. Furthermore, the Company makes it a basic policy to provide dividends that take into consideration the enhancement of internal reserves, among other factors, while continuing active and stable dividend payments.

Year-end cash dividend

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and its total amount
¥10 per share of the Company's common stock
Total of ¥92,021,320
- (3) Effective date of the dividends of surplus
May 25, 2023

Proposal 2: Election of 6 Directors (excluding Members of the Audit and Supervisory Committee)

The terms of office of all 5 Directors (excluding Members of the Audit and Supervisory Committee) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 6 Directors (excluding Members of the Audit and Supervisory Committee) is proposed.

The candidates for Director (excluding Members of the Audit and Supervisory Committee) are as follows:

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
1	Kazuo Taki (January 27, 1960)	<p>March 1990 Joined the Company</p> <p>March 2003 Executive Officer, Deputy General Manager of Textile Business Division, General Manager of Textile II Department, General Manager of Planning and Development Office</p> <p>May 2004 Director, General Manager of Textile Business Division, General Manager of Planning and Development Office</p> <p>March 2008 Managing Director, General Manager of Textile Business Division</p> <p>September 2008 Managing Director, General Manager of Textile Business Division, General Manager of Textile I Department</p> <p>March 2009 Managing Director, General Manager of Textile Business Division, General Manager of Textile Planning and Sales Department</p> <p>March 2010 Managing Director, Deputy General Manager of Sales</p> <p>March 2011 President</p> <p>May 2016 Representative Director, Chief Executive Officer</p> <p>September 2019 Representative Director, Chief Executive Officer, General Manager of Sales Division</p> <p>January 2021 Representative Director, Chief Executive Officer (to present)</p>	114,760
2	Atsushi Muto (February 23, 1956)	<p>April 2006 Joined the Company, Executive Officer, In charge of special mission and Staff Division</p> <p>May 2006 Director, In charge of special mission and Staff Division</p> <p>March 2009 Managing Director, In charge of special mission and Staff Division</p> <p>March 2012 Managing Director, General Manager of Staff Division</p> <p>March 2015 Senior Managing Director, General Manager of Staff Division</p> <p>May 2016 Director, Senior Managing Executive Officer, General Manager of Staff Division</p> <p>April 2019 Director, Senior Managing Executive Officer, General Manager of Staff Division, In charge of Komeda Sales Department</p> <p>March 2020 Director, Senior Managing Executive Officer, General Manager of Staff Division, In charge of Apparel No. I Sales Department, In charge of Komeda Sales Department, General Manager of Legal & Compliance Office</p> <p>January 2021 Director, Chief Senior Managing Executive Officer, Assistant to the President, In charge of new business projects, Manager of Joint Business Group</p> <p>May 2021 Director, Chief Senior Managing Executive Officer, Assistant to the President, In charge of staff, In charge of new sales projects, Manager of Joint Business Group</p> <p>March 2022 Director, Chief Senior Managing Executive Officer, Assistant to the President, In charge of staff</p> <p>March 2023 Director, Senior Managing Executive Officer, Assistant to the President, In charge of staff (to present)</p>	12,000

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
3	Hidenori Itakura (February 15, 1971)	<p>April 1994 Joined the Company</p> <p>March 2013 General Manager of Women's Clothing II Department of Apparel Business Division</p> <p>March 2014 General Manager of Men's Clothing Department of Apparel Sales Division</p> <p>March 2019 General Manager of Women's Clothing II Department of Apparel No.1 Sales Division</p> <p>January 2021 Executive Officer, Deputy Manager of Apparel Group, Leader of Woven Fabric and Bottoms Section</p> <p>March 2022 Executive Officer, Manager of Garment Group I</p> <p>May 2022 Director, Executive Officer, Manager of Garment Group I</p> <p>March 2023 Director, Managing Executive Officer, Manager of Garment Group I (to present)</p>	1,000
4 *	Tabito Tsuchiya (August 30, 1979)	<p>April 2002 Joined the Company</p> <p>March 2019 General Manager of Trade Department of Global Textile Sales Department</p> <p>January 2021 Manager of Global Trade Group</p> <p>February 2022 Manager of Global Trade Group, Manager of Melangetop Group</p> <p>March 2022 Executive Officer, Assistant to C.E.O., Manager of Global Trade Group and Manager of Melangetop Group</p> <p>December 2022 Executive Officer, Assistant to C.E.O, Manager of Global Trade Group, Manager of Melangetop Group, Supervising PR/IR Team (to present)</p>	600
5	Hiroshi Imai (July 17, 1952)	<p>April 1975 Joined ONWARD KASHIYAMA Co., Ltd. (currently ONWARD HOLDINGS CO., LTD.)</p> <p>March 2000 Executive Officer and General Manager of Paul Smith Business Division</p> <p>May 2005 Director, Managing Executive Officer, and General Manager of Business Division</p> <p>March 2008 Executive Officer and General Manager of Brand Marketing Office</p> <p>March 2012 Executive Officer and General Manager of Ladies Business Division</p> <p>March 2014 Executive Adviser</p> <p>May 2015 Retired as Executive Adviser</p> <p>June 2015 Joined MINDWIND INC., Managing Director and General Manager of Ladies Business Division</p> <p>May 2016 Outside Director of the Company (to present)</p> <p>January 2019 Retired from MINDWIND INC.</p>	400
6	Takeshi Ogasawara (August 1, 1953)	<p>April 1977 Joined The Tokai Bank, Ltd.</p> <p>May 2004 Executive Officer of UFJ Bank Limited</p> <p>June 2004 Director and Executive Officer of UFJ Bank Limited</p> <p>January 2006 Executive Officer of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>May 2007 Managing Executive Officer</p> <p>June 2008 Managing Director</p> <p>May 2011 Senior Managing Director</p> <p>June 2012 Representative Director and Deputy President</p> <p>June 2016 Standing Corporate Adviser</p> <p>June 2017 Representative Director and Chairman of MISONOZA Inc. (to present)</p> <p>June 2018 Executive Adviser of MUFG Bank, Ltd. (to present)</p> <p>May 2020 Outside Director of the Company (to present)</p> <p>June 2021 Outside Director (Audit and Supervisory Committee Member) of SUZUKEN CO., LTD. (to present)</p> <p>August 2022 Outside Director, WOOD FRIENDS Co., Ltd. (to present)</p>	200

- (Notes) 1. There is no special interest between each candidate and the Company.
2. The candidate marked with an asterisk (*) is a new candidate for Director.

3. The reasons for selecting each candidate as a candidate for Director are as follows:
 - (1) Mr. Kazuo Taki is a nominated as a candidate for Director because he is well experienced in all aspects of the Company's business, including the textile business, and has demonstrated excellent management skills and leadership since his appointment as Representative Director and Chief Executive Officer of the Company in March 2011.
 - (2) Mr. Atsushi Muto is nominated as a candidate for Director because of his extensive experience and achievements in corporate finance, as well as his commitment to the transformation of the Company in the area of sales and governance.
 - (3) Mr. Hidenori Itakura is nominated as a candidate for Director because he will bring his extensive knowledge of apparel in general and his experience as a sales manager to the Company's management.
 - (4) Mr. Tabito Tsuchiya is nominated as a candidate for Director because he will bring his extensive knowledge of apparel in general and his experience as a sales manager to the Company's management.
 - (5) Mr. Hiroshi Imai is nominated as a candidate for Outside Director so that he can utilize his broad insight and extensive experience as a director of an apparel manufacturer for major department stores in the management of the Company. The Company expects that he will continue to make efforts to improve the supervisory function of management from an independent standpoint after his election.
 - (6) Mr. Takeshi Ogasawara is nominated as a candidate for Outside Director so that he can utilize his broad insight and extensive management experience as a manager of a financial institution in the management of the Company. The Company expects that he will continue to make efforts to improve the supervisory function of management from an independent standpoint after his election.
4. Mr. Hiroshi Imai and Mr. Takeshi Ogasawara are candidates for Outside Director. Matters concerning the candidates for Outside Director are as follows:
 - (1) The Company has registered Mr. Hiroshi Imai and Mr. Takeshi Ogasawara with the Tokyo Stock Exchange and Nagoya Stock Exchange as independent directors. If their reelection is approved, the Company will maintain the registration of independent directors.
 - (2) At the conclusion of this General Meeting of Shareholders, Mr. Hiroshi Imai and Mr. Takeshi Ogasawara will have served as an Outside Director of the Company for seven years and three years, respectively.
 - (3) The Company has entered into liability limitation agreements with Mr. Hiroshi Imai and Mr. Takeshi Ogasawara whereby, with respect to their responsibilities stipulated in Article 423, Paragraph 1 of the Companies Act, they shall be liable for compensation up to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same act, on condition that they have performed their duties in good faith and without gross negligence. If their reelection is approved, the Company will maintain the agreements with them.
 - (4) For the past ten years, Mr. Takeshi Ogasawara has served as a business executor of MUFG Bank, Ltd., with which the Company has a specified business relationship (major client). His positions and responsibilities at MUFG Bank, Ltd. over the past ten years are stated under "Past experience, positions and responsibilities at the Company, and significant concurrent positions." Mr. Ogasawara is not currently a business executor of the Bank.
5. The Company has entered into a directors and officers liability insurance contract with an insurance company, whereby any damage that may arise when the insured directors and officers assume liability for the execution of their duties or receive a claim related to the pursuit of such liability shall be covered. Each of the candidates will be the insured under said insurance contract.
6. In light of the Company's corporate philosophy, management strategy, and other similar matters, the Audit and Supervisory Committee has reviewed the balance of knowledge, experience, and ability of the Board of Directors to effectively fulfill its roles and responsibilities as well as the number of Directors, and has determined that all candidates for Director are qualified for the position.

(Reference)

Skills Matrix of the Company's Board of Directors (in the case where Proposal 2 is approved)

	Knowledge and Experience					
	Corporate Management	Legal Affairs and Risk Management	Finance, Accounting, and Taxation	International Business	Sustainability	Sales and Marketing
Kazuo Taki	○	○		○	○	○
Atsushi Muto	○	○	○		○	
Hidenori Itakura				○	○	○
Tabito Tsuchiya				○	○	○
Hiroshi Imai	○			○		○
Takeshi Ogasawara	○	○	○	○		
Takuzo Niwa		○	○			
Naohisa Washino		○	○			
Yukino Kikuma		○			○	