

To Our Shareholders:

5-23-13 Sendagaya, Shibuya-ku, Tokyo

TAYA Co., Ltd.

Takamasa Nakamura, President

Notice of the 49th Annual Meeting of Shareholders

You are cordially informed that the 49th Annual Meeting of Shareholders of TAYA Co., Ltd. (the “Company”) will be held as described below.

In convening this Meeting of Shareholders, the Company has taken measures for electronic provision, and posted electronic provision measures matters as “Notice of the 49th Annual Meeting of Shareholders” on the websites indicated below.

The Company’s website <https://www.taya.co.jp/en/>

In addition to the Company’s website indicated above, the matters are also posted on the website (Tokyo Stock Exchange) indicated below.

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

Access the website, enter “Taya” in the “Issue name (company name)” field or the Company’s securities code “4679” in the “Code” field and click “Search,” select “Basic information,” then “Documents for public inspection/PR information” to check the matters.

In lieu of attending the meeting in person, you can exercise your voting rights in writing or on the internet, etc. We kindly request you to read the Reference Document for the Annual Meeting of Shareholders included in the electronic provision measures matters and to exercise your voting rights no later than 5:30 p.m. on Monday, June 19, 2023.

Sincerely yours,

1. **Date:** 10:00 a.m. on Tuesday, June 20, 2023 (reception desk will open at 9:00 a.m.)
WITH HARAJUKU HALL
2. **Venue:** WITH HARAJUKU, 3rd Floor, 1-14-30 Jingumae, Shibuya-ku, Tokyo
3. **Purposes:**
 - Items to be reported:** The business report and the financial statements for the 49th business period (April 1, 2022 to March 31, 2023)
 - Items to be resolved:**
 - Item No. 1:** Election of Five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)
 - Item No. 2:** Election of Accounting Auditor
4. **Other items determined for convocation**
 - (1) If you exercise your voting rights by proxy, the proxy must be a shareholder with voting rights. You may appoint only one proxy.
 - (2) If there is no indication of approval or disapproval for a proposal in the voting form, this shall be treated as approval for the proposal.

- (3)** If you exercise your voting rights in duplicate in writing and via the Internet, the vote via the Internet shall be treated as valid. If you exercise your voting rights more than once via the Internet, the last vote exercised shall be treated as valid.

Reference Document for the Annual Meeting of Shareholders

Item No. 1: Election of Five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members; the same applies hereinafter in this Item) will expire at the conclusion of this Meeting of Shareholders. Accordingly, the Company proposes the election of five (5) Directors. The Company's Audit & Supervisory Committee has judged that all Director candidates are suitable for the position.

The candidates for Director are as follows.

No.	Name (Date of birth)	Career summary, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Company held
1	<p>[Reappointment]</p> <p>Kazumasa Taya (July 7, 1967)</p> <p>[Attendance at the Board of Directors meetings] 13/13 (100%)</p>	<p>April 1988 Joined Nippon Travel Agency Co., Ltd.</p> <p>June 1991 Joined the Company</p> <p>June 1996 Director; General Manager of Courrèges Salon Sales Department</p> <p>June 1997 Managing Director; General Manager of Courrèges Salon Sales Department</p> <p>April 2003 President</p> <p>June 2016 Representative Director, Chairman and CEO (to present)</p> <p>[Significant concurrent positions] Representative Director, T's LLC</p>	81,910
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Kazumasa Taya has many years of business experience at the Company, as well as a wealth of knowledge of and experience in business management. After engaging in sales, he has sufficiently fulfilled his responsibilities as President from 2003 and as Representative Director, Chairman and CEO since 2016. The Company therefore proposes his reelection as a Director.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities (Significant concurrent positions)		Number of shares of the Company held
2	<p>[Reappointment]</p> <p>Takamasa Nakamura (January 21, 1974)</p> <p>[Attendance at the Board of Directors meetings] 13/13 (100%)</p>	<p>April 1996</p> <p>June 2009</p> <p>June 2016</p> <p>June 2020</p> <p>April 2021</p> <p>June 2021</p> <p>April 2022</p> <p>June 2022</p>	<p>Joined the Company</p> <p>Executive Officer; Kansai Branch Manager of Sales Department</p> <p>Executive Officer; General Manager of Corporate Planning Department</p> <p>Executive Officer; General Manager of Corporate Planning Department and Administration Department</p> <p>Executive Officer; General Manager of Corporate Planning Division and Administration Division; General Manager of Corporate Planning Group, Corporate Planning Division Director; Executive Officer; General Manager of Corporate Planning Division and Administration Division; General Manager of Corporate Planning Group, Corporate Planning Division Director; Executive Officer (responsible for Corporate Planning Group, Marketing Group, and Accounting and Finance Group)</p> <p>President and Chief Operating Officer (COO) (to present)</p>	1,400
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Takamasa Nakamura has many years of business experience at the Company, as well as knowledge of and experience in sales operations. After engaging in sales, he served as General Manager of Corporate Planning Division from 2016, then served as General Manager of Administration Division, and was also responsible for the Marketing Group and Accounting and Finance Group. He has sufficiently fulfilled his responsibilities as President and Chief Operating Officer (COO) since 2022, and the Company therefore proposes his reelection as a Director.</p>				

No.	Name (Date of birth)	Career summary, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Company held
3	<p data-bbox="236 589 440 622">[Reappointment]</p> <p data-bbox="220 663 456 734">Masakuni Hoshina (January 22, 1958)</p> <p data-bbox="228 779 448 909">[Attendance at the Board of Directors meetings] 12/13 (92.3%)</p>	<p data-bbox="491 297 954 331">April 1981 Joined the Company</p> <p data-bbox="491 338 810 371">February 1993 Director</p> <p data-bbox="491 378 1262 443">July 1995 Managing Director; General Manager of Sales Division</p> <p data-bbox="491 450 1278 515">June 1997 Senior Managing Director; General Manager of Sales Division</p> <p data-bbox="491 521 1257 586">April 2003 Director; Vice President; General Manager of East Japan Sales Division</p> <p data-bbox="491 593 1198 680">April 2004 Director; General Manager of First Sales Division; General Manager of First Sales Department, First Sales Division</p> <p data-bbox="491 687 1123 721">April 2005 Director; Kyushu Branch Manager</p> <p data-bbox="491 728 1257 792">June 2006 Director; Senior Managing Executive Officer; Kyushu Branch Manager</p> <p data-bbox="491 799 1257 887">April 2009 Director; Senior Managing Executive Officer; General Manager of Technical Training Department</p> <p data-bbox="491 893 1230 958">April 2013 Director; Vice President; Executive Officer; General Manager of Personnel Department</p> <p data-bbox="491 965 1002 999">April 2016 Director; Vice President</p> <p data-bbox="491 1005 943 1039">June 2016 President and COO</p> <p data-bbox="491 1046 1267 1111">June 2019 President and COO; General Manager of Sales Division</p> <p data-bbox="491 1117 943 1151">April 2021 President and COO</p> <p data-bbox="491 1158 1007 1223">June 2022 Director; Senior Advisor (to present)</p>	10,000
<p data-bbox="212 1220 815 1254">[Reasons for nomination as candidate for Director]</p> <p data-bbox="212 1261 1477 1411">Mr. Masakuni Hoshina has many years of business experience at the Company, as well as a wealth of knowledge of and experience in sales operations. After engaging in sales, technical training, and personnel from 1995, he has sufficiently fulfilled his responsibilities as President and COO from 2016, and Director, Senior Advisor since 2022. The Company therefore proposes his reelection as a Director.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities (Significant concurrent positions)		Number of shares of the Company held
4	[Reappointment] Masaji Nakamura (May 10, 1970) [Attendance at the Board of Directors meetings] 10/10 (100%)	June 1995 April 2017 April 2022 June 2022 April 2023	Joined the Company Executive Officer; Kyushu Branch Manager Executive Officer; General Manager of Sales Division Director; Executive Officer; General Manager of Sales Division Director; Executive Officer; General Manager of Directly Managed Salon Division (to present)	600
[Reasons for nomination as candidate for Director] Mr. Masaji Nakamura has many years of business experience at the Company, as well as a wealth of knowledge of and experience in sales operations. After serving as Kyushu Branch Manager from 2017, he has sufficiently fulfilled his responsibilities as General Manager of Sales Division from 2022 and as General Manager of Directly Managed Salon Division since 2023. The Company therefore proposes his reelection as a Director.				

No.	Name (Date of birth)	Career summary, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Company held	
5	[Reappointment] Kazuhisa Shindo (September 2, 1963) [Attendance at the Board of Directors meetings] 10/10 (100%)	September 1987	Joined the Company	4,000
		June 2006	Executive Officer; General Manager of Sixth Business Department	
		June 2009	Executive Officer; Kyushu Branch Manager of Sales Department	
		June 2013	Director; Executive Officer; General Manager of Marketing Department	
		April 2016	Director; Executive Officer; General Manager of Personnel Department	
		June 2019	Executive Officer; General Manager of Personnel Training Department	
		April 2022	Managing Executive Officer; General Manager of Personnel and General Affairs Division	
		June 2022	Director; Executive Officer; General Manager of Personnel and General Affairs Division	
	April 2023	Director; Executive Officer; General Manager of Freelance and Franchise Business Division; General Manager of Freelance and Franchise Operation Group (to present)		
[Reasons for nomination as candidate for Director] Mr. Kazuhisa Shindo has many years of business experience at the Company, as well as a wealth of knowledge of and experience in sales operations. After serving as Kyushu Branch Manager from 2009 and engaging in marketing, personnel and personnel training, he served as General Manager of Personnel and Education Division from 2019 and has sufficiently fulfilled his responsibilities as General Manager of Personnel and General Affairs Division from 2022 and as General Manager of Freelance and Franchise Business Division since 2023. The Company therefore proposes his reelection as a Director.				

- Notes: 1. There are no special interests between each candidate and the Company.
2. The Company has entered into a directors and officers liability insurance contract with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. An overview of the said insurance contract is presented in “4. Company Officers (4) Overview of a directors and officers liability insurance contract” in the Business Report (Japanese version only). If the election of Directors is approved, the elected Directors will be insured under the said insurance contract. The Company plans to renew the said insurance contract with the same contents at the next renewal.

Item No. 2: Election of Accounting Auditor

The Company's Accounting Auditor, Fugen Audit Corporation, will resign from its position at the conclusion of this Meeting of Shareholders upon expiration of its term of office. Accordingly, based on the decision of the Audit & Supervisory Committee, the Company proposes an approval for the election of Mitsuba Audit Corporation as Accounting Auditor.

The Audit & Supervisory Committee selected Mitsuba Audit Corporation as a candidate for Accounting Auditor because Mitsuba Audit Corporation has the expertise, independence, and quality control system required for an accounting auditor, and based on a comprehensive examination of its ability to perform efficient and effective auditing suitable for the Company's scale of business, and the appropriateness of audit fees and other factors.

The candidate for Accounting Auditor is as follows.

Name	Mitsuba Audit Corporation
Main office location	Agora Oimachi 3F, 1-6-3 Oi, Shinagawa-ku, Tokyo
History	March 2021 Mitsuba Audit Corporation established
Overview	Capital: 3,600 thousand yen Composition of staff: 5 partners (5 Certified Public Accountants) 1 staff (1 Certified Public Accountant) 1 other staff Number of clients: 1