

Securities Code: 4679

May 31, 2024

(Electronic measures provision commencement date: May 20, 2024)

To Our Shareholders:

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

TAYA Co., Ltd.

Takamasa Nakamura, President

Notice of the 50th Annual Meeting of Shareholders

You are cordially informed that the 50th 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 50th 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 on the internet, etc. or in writing. 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 17, 2024.

Sincerely yours,

1. **Date:** 10:00 a.m. on Tuesday, June 18, 2024 (reception desk will open at 9:00 a.m.)
2. **Venue:** WITH HARAJUKU HALL
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 50th business period (April 1, 2023 to March 31, 2024)
 - 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 Three (3) Directors who are Audit & Supervisory Committee Members
 - Item No. 3:** Election of One (1) Substitute Director who is an Audit & Supervisory Committee Member

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	Current position at the Company	Attendance at the Board of Directors meetings
1	[Reappointment] Kazumasa Taya	Representative Director, Chairman and CEO	100% (14/14)
2	[Reappointment] Takamasa Nakamura	President and Chief Operating Officer	100% (14/14)
3	[Reappointment] Masakuni Hoshina	Director; Senior Advisor	100% (14/14)
4	[Reappointment] Masaji Nakamura	Director; Executive Officer	100% (14/14)
5	[Reappointment] Kazuhisa Shindo	Director; Executive Officer	100% (14/14)

No.	Name (Date of birth)	Career summary, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Company held
1	[Reappointment] Kazumasa Taya (July 7, 1967) [Attendance at the Board of Directors meetings] 100% (14/14)	June 1991 Joined the Company June 1996 Director; General Manager of Courrèges Salon Sales Department June 1997 Managing Director; General Manager of Courrèges Salon Sales Department April 2003 President June 2016 Representative Director, Chairman and CEO (to present) [Significant concurrent positions] Representative Director, T's LLC	81,910
[Reasons for nomination as candidate for Director] 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.			

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] 100% (14/14)</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>[Reappointment]</p> <p>Masakuni Hoshina (January 22, 1958)</p> <p>[Attendance at the Board of Directors meetings] 100% (14/14)</p>	<p>April 1981 Joined the Company</p> <p>February 1993 Director</p> <p>July 1995 Managing Director; General Manager of Sales Division</p> <p>June 1997 Senior Managing Director; General Manager of Sales Division</p> <p>April 2003 Director; Vice President; General Manager of East Japan Sales Division</p> <p>April 2004 Director; General Manager of First Sales Division; General Manager of First Sales Department, First Sales Division</p> <p>April 2005 Director; Kyushu Branch Manager</p> <p>June 2006 Director; Senior Managing Executive Officer; Kyushu Branch Manager</p> <p>April 2009 Director; Senior Managing Executive Officer; General Manager of Technical Training Department</p> <p>April 2013 Director; Vice President; Executive Officer; General Manager of Personnel Department</p> <p>April 2016 Director; Vice President</p> <p>June 2016 President and COO</p> <p>June 2019 President and COO; General Manager of Sales Division</p> <p>April 2021 President and COO</p> <p>June 2022 Director; Senior Advisor (to present)</p>	10,000
<p>[Reasons for nomination as candidate for Director]</p> <p>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] 100% (14/14)	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] 100% (14/14)	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 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 Three (3) Directors who are Audit & Supervisory Committee Members

The terms of office of all Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Directors who are Audit & Supervisory Committee Members. The consent of the Audit & Supervisory Committee has been obtained for this proposal.

The candidates for Director who are Audit & Supervisory Committee Members are as follows.

No.	Name	Current position at the Company	Attendance at the Audit & Supervisory Committee meetings
1	[Reappointment] Toshiharu Uehara	Director (Audit & Supervisory Committee Member)	100% (8/8)
2	[Reappointment] Katsuo Tajima	Outside Independent	100% (8/8)
3	[New appointment] Aiko Isami	Outside Independent	

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>Toshiharu Uehara (February 15, 1961)</p> <p>[Attendance at the Board of Directors meetings] 100% (14/14)</p> <p>[Attendance at the Audit & Supervisory Committee meetings] 100% (8/8)</p>	<p>April 1979 Joined the Company</p> <p>June 1999 Director; General Manager of Courrèges Sales Department</p> <p>April 2004 Director; Kansai Branch Manager</p> <p>April 2009 Director; Managing Executive Officer; General Manager of Sales Department</p> <p>April 2014 Senior Managing Director; Executive Officer; General Manager of Technical Training Department</p> <p>April 2016 Senior Managing Director; Executive Officer; General Manager of Commercial Affairs Department</p> <p>June 2021 Senior Managing Executive Officer; General Manager of Sales Division; General Manager of East Japan Sales Group, Sales Division</p> <p>April 2022 Executive Officer; Deputy General Manager of Sales Division</p> <p>June 2022 Director (Audit & Supervisory Committee Member) (to present)</p>	6,000
<p>[Reasons for nomination as candidate for Director who is an Audit & Supervisory Committee Member and expected role]</p> <p>Mr. Toshiharu Uehara has a wealth of knowledge of and many years of experience in sales operations, technical training, and commercial affairs. After serving as General Manager of Sales Division from 2021, he has sufficiently fulfilled his responsibilities as Director who is a full-time Audit & Supervisory Committee Member since 2022. The Company therefore believes that he can continue to appropriately execute his duties as Director who is a full-time Audit & Supervisory Committee Member and proposes his reelection.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Company held
2	[Reappointment] [Outside] [Independent] Katsuo Tajima (May 12, 1958) [Attendance at the Board of Directors meetings] 100% (14/14) [Attendance at the Audit & Supervisory Committee meetings] 100% (8/8)	August 1987 Registered as certified public accountant August 1988 Established Tajima Certified Public Accountant Office March 2005 Registered as certified public tax accountant Established Katsuo Tajima Certified Public Tax Accountant Office June 2006 Outside Audit & Supervisory Board Member of the Company June 2016 Outside Director (Audit & Supervisory Committee Member) (to present) [Significant concurrent positions] Director of Tajima Certified Public Accountant Office Director of Katsuo Tajima Certified Public Tax Accountant Office	0
<p>[Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and expected role]</p> <p>Although Mr. Katsuo Tajima has no experience of being directly involved in company management other than serving as an outside officer, he has a wealth of knowledge, experience, and other attributes cultivated through his career as a certified public accountant and a certified public tax accountant. He has sufficiently fulfilled his responsibilities as Outside Director who is an Audit & Supervisory Committee Member since 2016. The Company therefore believes that he can continue to appropriately execute his duties as Outside Director who is an Audit & Supervisory Committee Member and proposes his reelection.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Company held
3	[New appointment] [Outside] [Independent] Aiko Isami (Current family name: Nishikawa) (November 22, 1988)	March 2011 Graduated from The University of Tokyo March 2016 Graduated from Niigata University School of Medicine Received medical license; registered in the register of medical practitioners July 2022 Established General Incorporated Association Next Beauty Labo March 2023 Opened Dr. TOUHI AGA CLINIC (to present)	0
	[Attendance at the Board of Directors meetings] - [Attendance at the Audit & Supervisory Committee meetings] -	[Significant concurrent positions] Representative Director of General Incorporated Association Next Beauty Labo Managing Director of Dr. TOUHI AGA CLINIC	
[Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and expected role] Although Ms. Aiko Isami has no experience of being directly involved in company management other than serving as an outside officer, she has opened the industry's most advanced clinic for solving hair problems such as AGA, thinning hair, and hair aging, and is focusing on the field of hair quality improvement to address various hair problems. The Company therefore believes that she can offer advice to the Company about hair from the viewpoint of a medical professional and from the viewpoint of a consumer and proposes her election.			

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Mr. Katsuo Tajima and Ms. Aiko Isami are candidates for Outside Director.
 3. Ms. Aiko Isami uses her maiden name and professional name. Her name on the family register is Aiko Nishikawa.
 4. Mr. Katsuo Tajima is currently an Outside Director of the Company and will have served as Outside Director for eight (8) years at the conclusion of this General Meeting of Shareholders. As indicated in the career summary, he was an Outside Audit & Supervisory Board Member before the Company's transition to a company with an audit & supervisory committee.
 5. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a liability limitation agreement with Mr. Katsuo Tajima to limit his liability for damages under Article 423, Paragraph 1 of the said act. The maximum amount of liability pursuant to the said agreement is the minimum liability amount provided for in Article 425, Paragraph 1 of the said act. If the election of Mr. Katsuo Tajima is approved, the Company intends to continue the said agreement with him. Moreover, if election of Ms. Aiko Isami is approved, the Company intends to enter into the said agreement with her.
 6. The Company has registered Mr. Katsuo Tajima as an Independent Director as prescribed by the Tokyo Stock Exchange. If his reelection is approved, the Company intends to

continue his designation as an Independent Director. Moreover, if election of Ms. Aiko Isami is approved, the Company intends to register her as an Independent Director.

7. The Company has entered 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 who is an Audit & Supervisory Committee Member 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. 3: Election of One (1) Substitute Director who is an Audit & Supervisory Committee Member

To prepare for the possibility of the number of Director who is an Audit & Supervisory Committee Member falling below the number required by laws and regulations, the Company proposes the election of one (1) substitute Director who is an Audit & Supervisory Committee Member. The election of the substitute Director may be canceled by a resolution of the Board of Directors with the consent of the Audit & Supervisory Committee provided that such cancellation is made before the assumption of office. The consent of the Audit & Supervisory Committee has been obtained for this proposal.

The candidate for substitute Director who is an Audit & Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Company held
Eiichiro Kubota (June 5, 1963)	<p>April 1991 Registered as attorney at law</p> <p>May 2015 Established Kubota Law Office (to present)</p> <p>[Significant concurrent positions] Director of Legal Professional Corporation Kubota Law Office</p>	0

[Reasons for nomination as candidate for substitute Outside Director who is an Audit & Supervisory Committee Member and expected role]

Although Mr. Eiichiro Kubota has no experience of being directly involved in company management other than serving as an outside officer, he has a wealth of knowledge, experience, and other attributes cultivated through his career as an attorney at law for many years. The Company therefore believes that, if he assumes office as an Outside Director who is an Audit & Supervisory Committee Member, he will perform his duties appropriately and vitalize the Company's Audit & Supervisory Committee from an outside and independent standpoint and proposes his election.

- Notes:
1. Mr. Eiichiro Kubota is currently the Company's legal counsel and the Company pays him legal fees. However, considering the nature and amount of such fees, there is no risk that they may affect his independence or influence the judgment of shareholders and investors.
 2. Mr. Eiichiro Kubota is a candidate for substitute Outside Director.
 3. If Mr. Eiichiro Kubota assumes office as an Outside Director, the Company intends to register him as an Independent Director as prescribed by the Tokyo Stock Exchange.
 4. If Mr. Eiichiro Kubota assumes office as an Outside Director, the Company intends to enter into a liability limitation agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act to limit his liability for damages under Article 423, Paragraph 1 of the said act. The maximum amount of liability pursuant to the said agreement is the minimum liability amount provided for in Article 425, Paragraph 1 of the said act.
 5. The Company has entered 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 Outside 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.