Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other form of damage arising from the translation.

Securities code: 9982

May 9, 2022

To Shareholders with Voting Rights:

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

NOTICE OF

THE 111th 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 111th Annual General Meeting of Shareholders of Takihyo Co., Ltd. (the "Company") will be held as described below. Your attendance would be greatly appreciated.

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 24, 2022, Japan time.

1. Date and Time: Wednesday, May 25, 2022 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 111th Fiscal Term (March 1, 2021 - February 28, 2022)

 Consolidated Financial Statements for the Company's 111th Fiscal Term (March 1, 2021 - February 28, 2022) 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: Partial Amendments to the Articles of Incorporation

Proposal 3: Election of 6 Directors (excluding Members of the Audit and Supervisory

Committee)

Proposal 4: Election of 3 Directors serving as 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.

Any revisions to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements will be posted on the Company's website (https://www.takihyo.co.jp/en/).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes to appropriate the surplus as follows:

1. Appropriation of Surplus

In order to make up the deficit in retained earnings brought forward and to prepare for the flexible returning of profit to shareholders in the future, the Company proposes to reverse a portion of the general reserve and transfer it to retained earnings brought forward as follows:

(1) Item and the amount of surplus to be reduced

(2) Item and the amount of surplus to be increased

Retained earnings brought forward \$\quad \text{\$\frac{4}{5},000,000,000}\$

2. Year-end cash dividend

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.

In accordance with this policy, the Company proposes the year-end dividends of surplus as follows:

(1) Type of dividend property

Cash

- (3) Effective date of the dividends of surplus May 26, 2022

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows:

- (1) The proposed Article 20, Paragraph 1 provides that information contained in the Reference Documents for the General Meeting of Shareholders, etc., shall be provided electronically.
- (2) The purpose of the proposed Article 20, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the Internet disclosure and deemed provision of the Reference Documents for the General Meeting of Shareholders, etc. (Article 20 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of the amendments

Details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Internet Disclosure and Deemed Provision of	(Deleted)
Reference Documents for the General Meeting of	
Shareholders, Etc.)	
Article 20 The Company may, when convening a	
General Meeting of Shareholders, deem	
that it has provided information to	
shareholders pertaining to matters to be	
described or indicated in the Reference	
Documents for the General Meeting of	
Shareholders, Business Report,	
Non-consolidated Financial Statements,	
and Consolidated Financial Statements,	
by disclosing such information through	
the Internet in accordance with the	
provisions provided in the Ordinance of	
the Ministry of Justice.	
(Newly established)	(Measures for Electronic Provision, Etc.)
	Article 20 The Company shall, when convening a
	General Meeting of Shareholders, provide information contained in the
	Reference Documents for the General
	Meeting of Shareholders, etc.
	electronically.
	2. Among the matters to be provided
	electronically, the Company may choose
	not to include all or part of the matters
	stipulated in the Ordinance of the
	Ministry of Justice in the paper copy to
	be sent to shareholders who have
	requested it by the record date for voting
	rights.

Current Articles of Incorporation

(Supplementary provisions)

(Transitional Measures Regarding Exemption from Liability of Auditors)

- The Company may, to the extent prescribed by laws and regulations, exempt auditors (including former auditors) from their liability for damage due to the negligence of their duties carried out before the partial amendments to the Articles of Incorporation became effective as resolved at the 109th Annual General Meeting of Shareholders, by resolution of the Board of Directors.
- 2. The agreement that limits the liability for damage set forth in Article 423, Paragraph 1 of the Companies Act regarding the acts conducted by auditors (including former auditors) before the conclusion of the 109th Annual General Meeting of Shareholders shall be subject to Article 41, Paragraph 2 of the Articles of Incorporation before the amendment based on the resolution at the said Annual General Meeting of Shareholders.

(Newly established)

(Newly established)

Proposed Amendments

(Supplementary provisions)

Article 1 (Transitional Measures Regarding Exemption from Liability of Auditors)

- 1. The Company may, to the extent prescribed by laws and regulations, exempt auditors (including former auditors) from their liability for damage due to the negligence of their duties carried out before the partial amendments to the Articles of Incorporation became effective as resolved at the 109th Annual General Meeting of Shareholders, by resolution of the Board of Directors.
- 2. The agreement that limits the liability for damage set forth in Article 423, Paragraph 1 of the Companies Act regarding the acts conducted by auditors (including former auditors) before the conclusion of the 109th Annual General Meeting of Shareholders shall be subject to Article 41, Paragraph 2 of the Articles of Incorporation before the amendment based on the resolution at the said Annual General Meeting of Shareholders.

Article 2 (Transitional Measures Regarding Measures for Electronic Provision, Etc.)

- 1. The deletion of Article 20 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before amendment and the establishment of Article 20 (Measures for Electronic Provision, Etc.) of the Articles of Incorporation after amendment shall come into effect on September 1, 2022.
- 2. Notwithstanding the provisions of the preceding paragraph, Article 20 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before amendment shall remain in force with respect to a General Meeting of Shareholders to be held on a date not later than the last day of February 2023.
- 3. This article shall be deleted after the later of March 1, 2023 or three months from the date of the General Meeting of Shareholders set forth in the preceding paragraph.

Proposal 3: Election of 6 Directors (excluding Members of the Audit and Supervisory Committee)

The terms of office of all 6 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 ex	Number of shares of the Company held		
		March 1990 March 2003	Joined the Company Executive Officer, Deputy General Manager of Textile Business Division, General Manager of Textile II Department, General Manager of Planning and Development Office		
		May 2004 March 2008	Director, General Manager of Textile Business Division, General Manager of Planning and Development Office Managing Director, General Manager of Textile Business		
			Division		
1	Kazuo Taki	September 2008	Managing Director, General Manager of Textile Business Division, General Manager of Textile I Department	114,160	
	(January 27, 1960)	March 2009	Managing Director, General Manager of Textile Business Division, General Manager of Textile Planning and Sales Department		
		March 2010	Managing Director, Deputy General Manager of Sales		
		March 2011	President		
		May 2016	Representative Director, Chief Executive Officer		
		September 2019	Representative Director, Chief Executive Officer, General		
		January 2021	Manager of Sales Division Representative Director, Chief Executive Officer (to present)		
		April 2006	Joined the Company, Executive Officer, In charge of special		
	Atsushi Muto (February 23, 1956)	11p111 2 000	mission and Staff Division		
		May 2006	Director, In charge of special mission and Staff Division		
		March 2009	Managing Director, In charge of special mission and Staff Division		
		March 2012	Managing Director, General Manager of Staff Division		
		March 2015	Senior Managing Director, General Manager of Staff Division		
		May 2016	Director, Senior Managing Executive Officer, General Manager of Staff Division		
		April 2019	Director, Senior Managing Executive Officer, General Manager of Staff Division, In charge of Komeda Sales Department		
2		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	10,800	
		January 2021	Director, Chief Senior Managing Executive Officer, Assistant to the President, In charge of new business projects, Manager of		
		May 2021	Joint Business Group Director, Chief Senior Managing Executive Officer, Assistant to		
		1.14, 2021	the President, In charge of staff, In charge of new sales projects, Manager of Joint Business Group		
		March 2022	Director, Chief Senior Managing Executive Officer, Assistant to the President, In charge of staff (to present)		

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions				
		April 1980	Joined the Company	Company hel		
		March 2000	General Manager of Baby & Kids I Department of Apparel Business Division			
		March 2005	Executive Officer, General Manager of Baby & Kids I Department and Baby & Kids II Department of Apparel Business			
		March 2008	Division Executive Officer, General Manager of Women's Clothing			
			Department of Apparel Business Division			
		May 2008	Director, General Manager of Women's Clothing Department of Apparel Business Division			
		March 2010	Director, General Manager of No. 2 Sales Department, General Manager of Women's Clothing Department			
		March 2011 March 2013	Managing Director, General Manager of No. 2 Sales Department			
3	Satoshi Okamoto	May 2016	Senior Managing Director, General Manager of Sales Division Director, Senior Managing Executive Officer, General Manager of Sales Division	17,100		
3	(August 16, 1957)	November 2017	Director, Senior Managing Executive Officer, General Manager of Sales Division, In charge of Apparel No. 2 Sales Department, In charge of Textile Sales Department, In charge of International	17,100		
		March 2019	Sales Department Director, Senior Managing Executive Officer, General Manager			
		September 2019	of Sales Division, In charge of Apparel No. 2 Sales Department Director, Senior Managing Executive Officer, Deputy General			
		September 2019	Manager of Sales Division, In charge of Apparel No. 2 Sales Department			
		March 2020 Director, Senior Managing Executive Officer, Deputy General Manager of Sales Division				
		January 2021	January 2021 Director, Senior Managing Executive Officer, Manager of			
		March 2022	Metropolitan Sales Group Director, Senior Managing Executive Officer, Manager of			
		A	Account Group (to present)			
		April 1994 March 2013	Joined the Company General Manager of Women's Clothing II Department of Apparel			
		Widten 2015	Business Division			
		March 2014	General Manager of Men's Clothing Department of Apparel Sales			
4 *	Hidenori Itakura (February 15, 1971)	March 2019	Division General Manager of Women's Clothing II Department of Apparel	900		
		January 2021	No.1 Sales Division Executive Officer, Deputy Manager of Apparel Group, Leader of			
		1 2022	Woven Fabric and Bottoms Section			
		March 2022 April 1975	Executive Officer, Manager of Garment Group I (to present) Joined ONWARD KASHIYAMA Co., Ltd. (currently ONWARD			
	Hiroshi Imai (July 17, 1952)	•	HOLDINGS CO., LTD.)			
		March 2000	Executive Officer and General Manager of Paul Smith Business Division			
		May 2005	Director, Managing Executive Officer, and General Manager of Business Division			
5		March 2008	Executive Officer and General Manager of Brand Marketing Office			
		March 2012	Executive Officer and General Manager of Ladies Business Division	300		
		March 2014	Executive Adviser			
		May 2015	Retired as Executive Adviser			
		June 2015	Joined MINDWIND INC., Managing Director and General			
		May 2016	Manager of Ladies Business Division Outside Director of the Company (to present)			
		May 2016 January 2019	Retired from MINDWIND INC.			

No.	Name (Date of birth)	Past e	Number of shares of the Company held	
6	Takeshi Ogasawara (August 1, 1953)	April 1977 May 2004 June 2004 January 2006 May 2007 June 2008 May 2011 June 2012 June 2016 June 2017 June 2017 June 2018 May 2020 June 2021	Joined The Tokai Bank, Ltd. Executive Officer of UFJ Bank Limited Director and Executive Officer of UFJ Bank Limited Executive Officer of The Bank of Tokyo-Mitsubishi UFJ, Ltd. Managing Executive Officer Managing Director Senior Managing Director Director and Deputy President Standing Corporate Adviser Outside Director of TOYOTA BOSHOKU CORPORATION (to present) Representative Director and Chairman of MISONOZA Inc. (to present) Executive Adviser of MUFG Bank, Ltd. (to present) Outside Director of the Company (to present) Outside Director (Audit and Supervisory Committee Member) of SUZUKEN CO.,LTD. (to present)	100

(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. Satoshi Okamoto is nominated as a candidate for Director because of his extensive experience and achievements in all aspects of the apparel business and his long leadership of the Company's sales division.
 - (4) 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.
 - (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 six years and two 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.
- 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.

Proposal 4: Election of 3 Directors serving as Members of the Audit and Supervisory Committee

The term of office of all 3 Directors serving as Members of the Audit and Supervisory Committee will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 3 Directors serving as Members of the Audit and Supervisory Committee is proposed.

The Audit and Supervisory Committee has given its approval to this proposal.

The candidates for Director serving as Member of the Audit and Supervisory Committee are as follows:

No.	Name (Date of birth)	Past ex	Number of shares of the Company held			
1	Takuzo Niwa (October 23, 1964)	April 1989 March 2012 March 2013 May 2015 May 2020	Joined the Company General Manager of Accounting Section General Manager of Audit Section Full-time Auditor Director serving as Member of the Audit and Supervisory Committee (to present)	5,400		
2	Naohisa Washino (August 25, 1959)	April 1984 March 1988 October 1991 May 1998 June 1998 January 2001 May 2009 January 2019 May 2020 July 2020	n 1988 Retired Joined Nagoya Office of Showa Ota & Co. (currently Ernst & Young ShinNihon LLC) 1998 Retired 1998 Representative Director of Washino Management Service Ltd. (to present) 1999 Representative of Washino CPA Office (to present) 1999 Outside Auditor of the Company 1999 Representative Partner of Washino Tax Accountancy Company 1990 Outside Director serving as Member of the Audit and Supervisory Committee of the Company (to present)			
3	Yukino Kikuma (March 5, 1972) July 2020 Partner of Washino Tax Accountancy Company (to present) April 1995 December 2011 Joined Fuji Television Network, Inc. Registered as Attorney Joined Matsuo & Kosugi Outside Director of KOSÉ Corporation (to present) May 2020 Outside Director serving as Member of the Audit and Supervisory Committee of the Company (to present) June 2020 June 2020 June 2020 June 2020 June 2020 January 2022 Managing Partner of Matsuo & Kosugi (to present)		500			

- (Notes) 1. There is no special interest between each candidate and the Company.
 - The reasons for selecting each candidate as a candidate for Director serving as Member of the Audit and Supervisory Committee are as follows:
 - (1) Mr. Takuzo Niwa is nominated as a candidate for Director serving as Member of the Audit and Supervisory Committee because his experience as the person in charge of accounting, finance and internal audit of the Company and his performance as a statutory auditor will be utilized in the Company's audit system.
 - (2) Mr. Naohisa Washino is nominated as a candidate for Outside Director serving as Member of the Audit and Supervisory Committee because he has broad insight and extensive practical experience, including in his professional field as a certified public accountant, and he is expected to strengthen the governance system and improve supervisory functions of management.
 - (3) Ms. Yukino Kikuma is nominated as a candidate for Outside Director serving as Member of the Audit and Supervisory Committee because she has broad insight and extensive work experience as a lawyer and in the mass media, and she is expected to strengthen the governance system and improve supervisory functions of management.
 - 3. Mr. Naohisa Washino and Ms. Yukino Kikuma are candidates for Outside Director serving as Member of the Audit and Supervisory Committee. Matters concerning the candidates for Outside Director serving as Member of the Audit and Supervisory Committee are as follows:
 - (1) The Company has registered Mr. Naohisa Washino and Ms. Yukino Kikuma 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. Naohisa Washino and Ms. Yukino Kikuma will have

served as an Outside Director serving as Member of the Audit and Supervisory Committee of the Company for two years.

- 4. The Company has entered into liability limitation agreements with Mr. Takuzo Niwa, Mr. Naohisa Washino, and Ms. Yukino Kikuma 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.
- 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 the said insurance contract.
- 6. Ms. Yukino Kikuma is an Outside Director of ALCONIX CORPORATION. In December 2020, it came to light that inappropriate accounting treatment had been performed at a consolidated subsidiary of the company. Although she was unaware of this fact until it was revealed, she had previously made statements from a compliance perspective at meetings of the company's Board of Directors and, after this fact was known, she worked to investigate the matter, clarify the cause, and make recommendations to prevent recurrence.

(Reference)

Skills Matrix of the Company's Board of Directors (in the case where Proposal 3 and Proposal 4 are approved)

	1 /		(11 /	
	Knowledge and Experience						
	Corporate Management	Risk Management, Governance, and Compliance	Legal Affairs	Finance, Accounting, and Taxation	International Business	Sustainability	Sales and Marketing
Kazuo Taki	0	0			0	0	0
Atsushi Muto		0		0		0	
Satoshi Okamoto							0
Hidenori Itakura							0
Hiroshi Imai	0				0		0
Takeshi Ogasawara	0	0		0	0		
Takuzo Niwa		0		0			
Naohisa Washino		0		0			
Yukino Kikuma		0	0			0	