

To Our Shareholders:

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

TAYA Co., Ltd.

Kazumasa Taya

Representative Director,

Chairman and President

Notice of the 52nd Annual Meeting of Shareholders

You are cordially informed that the 52nd 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 52nd 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 22, 2026.

Sincerely yours,

1. **Date:** 10:00 a.m. on Tuesday, June 23, 2026 (reception desk will open at 9:30 a.m.)
2. **Venue:** Yoyogi Conference Room, 2nd Floor, Japan Cultural Promotion Foundation (COMFORIA Kitasando), 4-5-10 Sendagaya, Shibuya-ku, Tokyo
(Please note that the venue is different from the venue for the Meeting of Shareholders in the previous year.)
3. **Purposes:**
 - Items to be reported:** The business report and the financial statements for the 52nd business period (April 1, 2025 to March 31, 2026)
 - Items to be resolved:**
 - Item No. 1:** Partial Amendments to the Articles of Incorporation
 - Item No. 2:** Reduction of Legal Capital Surplus and Legal Retained Earnings

and Appropriation of Surplus

Item No. 3: Election of Three (3) Directors (excluding Directors who are Audit & Supervisory Committee Members)

Item No. 4: Election of Three (3) Directors who are Audit & Supervisory Committee Members

Item No. 5: 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.

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="240 232 756 259">Chapter 4 Directors and Board of Directors</p> <p data-bbox="240 297 804 360">Article 24 (Convener and Chairperson of Board of Directors Meetings)</p> <p data-bbox="240 367 804 495">Unless otherwise provided by laws and regulations, the <u>Director serving as President</u> shall convene a meeting of the Board of Directors and preside over it as chairperson.</p> <p data-bbox="240 501 804 663">In the event that the <u>Director serving as President</u> is unavailable, another Director shall convene and preside over a meeting of the Board of Directors in an order predetermined by the Board of Directors.</p>	<p data-bbox="826 232 1342 259">Chapter 4 Directors and Board of Directors</p> <p data-bbox="826 297 1390 360">Article 24 (Convener and Chairperson of Board of Directors Meetings)</p> <p data-bbox="826 367 1390 528">Unless otherwise provided by laws and regulations, the <u>Director serving as Chairperson or the Director serving as President</u> shall convene a meeting of the Board of Directors and preside over it as chairperson.</p> <p data-bbox="826 535 1390 725">In the event that the <u>Director serving as Chairperson and the Director serving as President</u> are unavailable, another Director shall convene and preside over a meeting of the Board of Directors in an order predetermined by the Board of Directors.</p>

Item No. 2: Reduction of Legal Capital Surplus and Legal Retained Earnings and Appropriation of Surplus

In order to cover the current deficit in retained earnings brought forward, improve the soundness of the financial structure, facilitate the early resumption of dividend payments, and prepare for an agile and flexible capital policy in the future, the Company proposes, pursuant to Article 448, Paragraph 1 of the Companies Act, to reduce the amount of legal capital surplus and transfer the same amount to other capital surplus, and to reduce the amount of legal retained earnings and transfer the same amount to retained earnings brought forward. In addition, pursuant to Article 452 of the Companies Act, the Company proposes to transfer the increased capital surplus to retained earnings brought forward.

This proposal is to reduce legal capital surplus and legal retained earnings without changing the total number of issued shares, and therefore will not affect the number of shares held by shareholders. Moreover, the reduction of legal capital surplus and legal retained earnings will not change the Company's net assets or the total number of issued shares, and accordingly there will be no change in net assets per share.

1. Overview of reduction of legal capital surplus

(1) Amount of legal capital surplus to be reduced

Legal capital surplus of 3,722,251,148 yen will be reduced by 2,793,809,874 yen to 928,441,274 yen.

(2) Method of reduction of legal capital surplus

The entire amount of legal capital surplus to be reduced, totaling 2,793,809,874 yen, will be transferred to other capital surplus.

2. Overview of reduction of legal retained earnings

(1) Amount of legal retained earnings to be reduced

The entire amount of legal retained earnings of 66,920,000 yen will be reduced to 0 yen.

(2) Method of reduction of legal retained earnings

The entire amount of legal retained earnings to be reduced will be transferred to retained earnings brought forward.

3. Appropriation of surplus

Provided that the reduction of legal capital surplus and legal retained earnings takes effect, the Company will transfer the entire amount of other capital surplus, totaling 2,793,809,874 yen, to retained earnings brought forward to cover the deficit. Following this transfer, the balance of other capital surplus will be 0 yen.

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

Other capital surplus: 2,793,809,874 yen

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

Retained earnings brought forward: 2,793,809,874 yen

4. Effective date of reduction of legal capital surplus and legal retained earnings and appropriation of surplus

June 24, 2026

Item No. 3: Election of Three (3) 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, to streamline the management structure, the Company will reduce the number of Directors by two (2) and proposes the election of three (3) 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] Masakuni Hoshina	Director; Senior Advisor	100% (16/16)
2	[Reappointment] Masaji Nakamura	Director; Executive Officer Responsible for Sales, Training, and Personnel Divisions	100% (16/16)
3	[Reappointment] Kazuya Nakanishi	Director	100% (1/1)

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>Masakuni Hoshina (January 22, 1958)</p> <p>[Attendance at the Board of Directors meetings] 100% (16/16)</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
2	[Reappointment] Masaji Nakamura (May 10, 1970)	June 1995	Joined the Company	600
	[Attendance at the Board of Directors meetings] 100% (16/16)	April 2017 April 2022 June 2022 April 2023 April 2026	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 Director; Executive Officer; Responsible for Sales, Training, and Personnel Divisions (current position) (to present)	
<p>[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.</p>				

No.	Name (Date of birth)	Career summary, positions, and responsibilities (Significant concurrent positions)	Number of shares of the Company held
	<p>[Reappointment]</p> <p>Kazuya Nakanishi (May 8, 1957)</p> <p>[Attendance at the Board of Directors meetings] 100% (1/1)</p>	<p>November 1984 Opened La Fe Beauty Studio</p> <p>April 1987 Established Altist Inc.</p> <p>August 2004 Established Aylit Inc.</p> <p>January 2005 CSO Vice Representative, dupa Beauty Cooperative (current position)</p> <p>December 2014 Director, Asia Beauty Academy (current position)</p> <p>June 2017 Director, Asahikawa Technical College of Barber & Beauty (Kyokusei Gakuen) (current position)</p> <p>December 2018 Director, Altimate Inc. (current position)</p> <p>February 2019 Director, Seminare Inc. (current position)</p> <p>March 2026 Director, the Company (current position) (to present)</p>	0
3	<p>[Significant concurrent positions]</p> <p>Representative Director, Altist Inc.</p> <p>Representative Director, Aylit Inc.</p> <p>CSO Vice Representative, dupa Beauty Cooperative</p> <p>Director, Asia Beauty Academy</p> <p>Director, Asahikawa Technical College of Barber & Beauty (Kyokusei Gakuen)</p> <p>Director, Altimate Inc.</p> <p>Director, Seminare Inc.</p> <hr/> <p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Kazuya Nakanishi has extensive experience in salon management and the beauty industry. The Company believes that reflecting in its management his expertise in salon revitalization cultivated over many years, advanced knowledge of beauty products, and broad network will contribute to enhancing the Company's corporate value and sustainable growth. The Company therefore proposes his reelection as a Director.</p>		

- 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. 4: 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% (9/9)
2	[Reappointment] Katsuo Tajima	Outside Independent	100% (9/9)
3	[New appointment] Riku Miura	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% (16/16)</p> <p>[Attendance at the Audit & Supervisory Committee meetings] 100% (9/9)</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% (16/16) [Attendance at the Audit & Supervisory Committee meetings] 100% (9/9)	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] Riku Miura (May 30, 1972)	March 2006 Joined Tsannkuen Japan Co., Ltd. August 2008 Joined Seiko International Co., Ltd. October 2016 General Manager, Administration Department, Mitsutomo International Co., Ltd. September 2018 Transferred to gipro japan Co., Ltd. General Manager, Accounting Department September 2019 Transferred to Ruilong Bio-Hightech Co., Ltd. General Manager, Administration Department March 2022 Outside Director (Audit and Supervisory Committee Member), AI storm Co., Ltd. (current position) June 2022 Representative Director, gipro japan Co., Ltd. (current position) June 2025 Outside Audit & Supervisory Board Member, I- FREEK MOBILE INC. (current position) (to present)	0
	[Significant concurrent positions] Representative Director, gipro japan Co., Ltd. Outside Director, AI storm Co., Ltd. Outside Audit & Supervisory Board Member, I-FREEK MOBILE INC.		
	[Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and expected role] Ms. Riku Miura has knowledge and many years of experience in accounting and finance, as well as practical experience as an audit and supervisory committee member at a listed company. The Company believes that her experience, capabilities, and insights will contribute to strengthening the audit and supervisory functions relating to the execution of duties by the Company's Directors, and therefore proposes her election as Outside Director who is an Audit & Supervisory Committee Member.		

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Mr. Katsuo Tajima and Ms. Riku Miura are candidates for Outside Director.
 3. Mr. Katsuo Tajima is currently an Outside Director who is an Audit & Supervisory Committee Member of the Company and will have served as Outside Director who is an Audit & Supervisory Committee Member for ten (10) years at the conclusion of this 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.
 4. 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. Riku Miura is approved, the Company intends to enter into the said agreement with her.

5. 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. Riku Miura is approved, the Company intends to register her as an Independent Director.
6. 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 are Audit & Supervisory Committee Members 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. 5: 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
Yuya Yamamoto (April 23, 1989)	August 2012 Joined Maruoka Accounting Office (currently Maruoka & Partners Tax Accountant Corporation) January 2014 Joined KPMG Tax Corporation August 2017 Joined GCA Corporation (currently Houlihan Lokey Inc.) December 2017 Registered as certified public tax accountant August 2019 Opened private accounting office June 2020 Director, Hiroo FAS Co., Ltd. (current position) December 2021 Managing Senior Partner, Hiroo Tax Corporation (current position) (to present)	0
[Significant concurrent positions] Director, Hiroo FAS Co., Ltd. Managing Senior Partner, Hiroo Tax Corporation		
[Reasons for nomination as candidate for substitute Outside Director who is an Audit & Supervisory Committee Member and expected role] Mr. Yuya Yamamoto has experience as a certified public tax accountant. 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. Yuya Yamamoto is currently the Company's tax advisor and the Company pays him tax accountant 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. Yuya Yamamoto is a candidate for substitute Outside Director who is an Audit & Supervisory Committee Member.
 3. If Mr. Yuya Yamamoto assumes office as an Outside Director who is an Audit & Supervisory Committee Member, the Company intends to register him as an Independent Director as prescribed by the Tokyo Stock Exchange.
 4. If Mr. Yuya Yamamoto assumes office as an Outside Director who is an Audit & Supervisory Committee Member, 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 Mr. Yuya Yamamoto assumes office as an Outside Director who is an Audit & Supervisory Committee Member, he 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.