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Securities code: 9982
May 7, 2025

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 114th 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 114th Annual General Meeting of Shareholders of Takihyo 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 114th Annual General Meeting of Shareholders.”

The Company’s website

https://www.takihyo.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 “Takihyo” 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 27, 2025, Japan time.

- 1. Date and Time:** Wednesday, May 28, 2025 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 114th Fiscal Term (March 1, 2024 - February 28, 2025)
 2. Consolidated Financial Statements for the Company's 114th Fiscal Term (March 1, 2024 - February 28, 2025) 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)
- Proposal 3:** Determination of Remuneration for Granting Restricted Stock to Directors (excluding Members of the Audit and Supervisory Committee and Outside Directors)

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.

For this General Meeting of Shareholders, the Company is sending the paper copy of documents describing the matters subject to electronic provision to all shareholders regardless of whether or not they have requested for the delivery of the paper copy. Of the matters subject to electronic provision, however, the documents listed in (i) through (vi) below are not contained in the paper copy, pursuant to laws and regulations and Article 20 of the Company's Articles of Incorporation. The Audit and Supervisory Committee and the Accounting Auditor audited the documents subject to audit including the following items:

- (i) Matters Regarding Share Acquisition Rights, etc. of the Company
- (ii) Systems and Policies of the Company
- (iii) Non-consolidated Statements of Changes in Net Assets
- (iv) Notes to Non-consolidated Financial Statements
- (v) Consolidated Statements of Changes in Net Assets
- (vi) Notes to Consolidated Financial Statements

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
¥20 per share of the Company's common stock
Total of ¥174,148,020
- (3) Effective date of the dividends of surplus
May 29, 2025

Proposal 2: 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 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>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>	115,760
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 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>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>	14,100
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>January 2021 Executive Officer, Deputy Manager of Apparel Group, Leader of Woven Fabric and Bottoms Section</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</p> <p>September 2023 Director, Managing Executive Officer, Manager of Garment Group</p> <p>March 2025 Director, Managing Executive Officer, Manager of Garment Group, Manager of Production Management Group (to present)</p>	1,200

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
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>May 2023 Director, Executive Officer, Manager of Global Trade Group, Manager of Melangetop Group</p> <p>September 2023 Director, Executive Officer, Manager of Global Brand Group</p> <p>March 2025 Director, Executive Officer, In charge of staff as a deputy, Manager of Global Brand Group (to present)</p>	1,200

5	Takeshi Ogasawara (August 1, 1953)	April 1977 Joined The Tokai Bank, Ltd. May 2004 Executive Officer of UFJ Bank Limited June 2004 Director and Executive Officer January 2006 Executive Officer of The Bank of Tokyo-Mitsubishi UFJ, Ltd. May 2007 Managing Executive Officer June 2008 Managing Director May 2011 Senior Managing Director June 2012 Representative Director and Deputy President June 2016 Standing Corporate Adviser June 2017 Representative Director and Chairman of MISONOZA Inc. (to present) June 2018 Executive Adviser of MUFG Bank, Ltd. (to present) May 2020 Outside Director of the Company (to present) June 2021 Outside Director (Audit and Supervisory Committee Member) of SUZUKEN CO., LTD. (to present) June 2024 Outside Audit & Supervisory Board Member of Nagoya Railroad Co., Ltd. (to present) June 2024 Outside Audit & Supervisory Board Member of CHUBU-NIPPON BROADCASTING CO., LTD. (to present)	400
6	Yasuyo Kaneko (July 17, 1959)	April 1980 Joined Akiyama Inc. (currently SUZUKEN CO., LTD.) April 1984 Joined C'BON COSMETICS Sogo Honpo (currently C'BON COSMETICS Co., Ltd.) June 2000 Director, General Manager of Administration Division June 2002 Senior Managing Director responsible for Sales Department September 2004 Director, Executive Vice President responsible for Sales and Administration December 2005 President and Representative Director June 2019 Retired as President and Representative Director July 2019 President and Representative Director of ZERO INC. October 2020 Retired as President and Representative Director October 2021 Executive Vice President of PC DEPOT Corporation June 2022 Director, Executive Vice President June 2023 Retired as Director, Executive Vice President May 2024 Outside Director of the Company (to present) June 2024 Outside Director of TEAC CORPORATION (to present)	—

- (Notes)
- There is no special interest between each candidate and the Company.
 - The reasons for selecting each candidate as a candidate for Director are as follows:
 - Mr. Kazuo Taki is 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - Ms. Yasuyo Kaneko is nominated as a candidate for Outside Director so that she can utilize her broad insight and extensive management experience as a manager of a business company in the management of the Company. The Company expects that she will continue to make efforts to improve the supervisory function of management from an independent standpoint after her election.
 - Mr. Takeshi Ogasawara and Ms. Yasuyo Kaneko are candidates for Outside Director. Matters concerning the candidates for Outside Director are as follows:
 - The Company selects candidates for independent directors in accordance with the independence standards established by the Tokyo Stock Exchange.
 - The Company has registered Mr. Takeshi Ogasawara and Ms. Yasuyo Kaneko 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.

- (3) At the conclusion of this General Meeting of Shareholders, Mr. Takeshi Ogasawara and Ms. Yasuyo Kaneko will have served as an Outside Director of the Company for five years and one year, respectively.
- (4) The Company has entered into liability limitation agreements with Mr. Takeshi Ogasawara and Ms. Yasuyo Kaneko, 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. 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.
5. 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 of the candidates determined by the Board of Directors based on the recommendation of the Nomination Advisory Committee 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				○	○	○
Takeshi Ogasawara	○	○	○	○		
Yasuyo Kaneko	○				○	○
Takuzo Niwa		○	○			
Naohisa Washino		○	○			
Miyuki Ebisawa		○			○	

Proposal 3: Determination of Remuneration for Granting Restricted Stock to Directors (excluding Members of the Audit and Supervisory Committee and Outside Directors)

At the 109th Annual General Meeting of Shareholders held on May 27, 2020, the amount of remuneration, etc. for Directors of the Company (excluding Members of the Audit and Supervisory Committee) was approved as an amount not exceeding ¥30 million per month (of which, not exceeding ¥3 million per month for Outside Directors; however, not including the employee salary for Directors who concurrently serve as employees). At that General Meeting of Shareholders, it was also approved, separately from the above remuneration amount, that the amount of remuneration for granting stock options as stock-based compensation for Directors (excluding Members of the Audit and Supervisory Committee and Outside Directors) shall not exceed ¥70 million per annum (the number of shares for the purpose of share acquisition rights, which will be issued on a date within one year of an Annual General Meeting of Shareholder of respective fiscal years, shall not exceed 35,000 shares). The Company proposes for approval, separately from the above remuneration amounts, of newly granting restricted stock as director remuneration, etc. or paying monetary compensation claims as remuneration for granting restricted stock to Directors (excluding Members of the Audit and Supervisory Committee and Outside Directors; hereinafter referred to as the “Eligible Directors”), in order to provide the Eligible Directors with incentives to continually enhance the corporate value of the Company and promote further shared value with shareholders.

Furthermore, if this proposal is approved, the stock option scheme as stock-based compensation to Directors shall be abolished except stock options already granted, and new share acquisition rights as stock options as stock-based compensation will no longer be issued to the Eligible Directors in the future.

Granting restricted stock under this proposal shall be made using either of the following methods pursuant to a resolution by the Board of Directors.

- (i) The method, whereby the Company issues or disposes common stock of the Company as remuneration, etc. for the Eligible Directors without the Company requiring them to pay cash or property contributed in kind.
- (ii) The method, whereby the Company pays monetary compensation claims as remuneration, etc. to the Eligible Directors, and the Eligible Directors shall pay all the monetary compensation claims as property contributed in kind and shall receive shares of common stock of the Company through issuance or disposal (hereinafter referred to as the “Payment in Exchange for Property Contributed in Kind”).

The total number of shares of common stock of the Company to be issued or disposed to the Eligible Directors under this proposal shall not exceed 35,000 shares per annum, and the total amount of the remuneration shall not exceed ¥70 million per annum, which is an amount considered appropriate based on the purpose described above. However, if the total number of issued shares of the Company changes as a result of reverse stock split or a stock split (including a gratis allotment of stock) conducted, the above maximum number of shares shall be adjusted in accordance with the ratios of splits.

Moreover, the amount of monetary compensation claims to be paid per share in the case of the Payment in Exchange for Property Contributed in Kind shall be an amount determined by the Board of Directors within a range that will not be a particularly advantageous amount for the Eligible Directors, based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day before the date of each resolution by the Board of Directors (if there are no trades on that day, the closing price on the most recent preceding trading day).

In addition, the Board of Directors shall, after deliberation by the Remuneration Advisory Committee, determine the specific amounts to be allocated to the individual Eligible Directors, by respecting its opinion.

Furthermore, the current number of Eligible Directors is four (4). If Proposal 2 is approved and resolved as originally proposed, the number of Eligible Directors will continue to be four (4).

In addition, in granting restricted stock to the Eligible Directors under this proposal, a restricted stock allotment agreement (hereinafter referred to as the “Allotment Agreement”) containing the following content as an outline shall be concluded between the Company and the Eligible Directors.

- (1) Eligible Directors shall not be able to transfer, use as collateral, or otherwise dispose of (hereinafter referred to as the “Transfer Restrictions”) shares of common stock of the Company received by allotment under the Allotment Agreement (hereinafter referred to as the “Allotted Shares”) for a period from the date of receiving the Allotted Shares until the date of the Eligible Director’s resignation or retirement from the position of Director of the Company or other positions determined by the Board of Directors of the Company (hereinafter referred to as the “Transfer Restriction Period”).

- (2) If an Eligible Director resigns or retires from the position set forth in (1) above before the expiration of a period determined by the Board of Directors of the Company (hereinafter referred to as the "Service Provision Period"), the Company shall automatically acquire the Allotted Shares without consideration excluding cases when the resignation or retirement is due to the reason the Board of Directors of the Company considers justifiable.
- (3) The Company shall remove the Transfer Restrictions on all of the Allotted Shares upon expiration of the Transfer Restriction Period, on the condition that the Eligible Director continuously remained in the position set forth in (1) above throughout the Service Provision Period. However, if the Eligible Director resigns or retires from the position set forth in (1) above before the expiration of the Service Provision Period due to the reason the Board of Directors of the Company considers justifiable as set forth in (2) above, the Company may reasonably adjust the number of the Allotted Shares subject to the removal of the Transfer Restrictions, as necessary.
- (4) The Company shall automatically acquire without consideration the Allotted Shares whose Transfer Restrictions have not been removed in accordance with the provisions of (3) above at the time of the expiration of Transfer Restriction Period.
- (5) If, during the Transfer Restriction Period, an Eligible Director violates laws and regulations, internal rules, and the Allotment Agreement, or engages in actions that fall in other grounds that the Board of Directors of the Company determines as the appropriate grounds for acquisition of the Allotted Shares without consideration by the Company, the Company may automatically acquire without consideration the Allotted Shares.
- (6) Notwithstanding the provisions of (1) above, if, during the Transfer Restriction Period, a merger agreement where the Company will be the merged company, share exchange agreement or share transfer plan where the Company will become a wholly owned subsidiary, or other item related to organizational restructuring, etc. is approved at a General Meeting of Shareholders of the Company (however, this shall be the Board of Directors of the Company if the organizational restructuring, etc. does not require approval by the General Meeting of Shareholders of the Company), the Company shall, by a resolution of the Board of Directors of the Company, remove the Transfer Restrictions ahead of the effective date of the organizational restructuring, etc. on a reasonably determined number of Allotted Shares, taking into consideration the period from the start date of the Service Provision Period to the approval date of the organizational restructuring, etc.
- (7) In cases provided for in (6) above, the Company shall automatically acquire without consideration any Allotted Shares whose Transfer Restrictions have not been removed immediately after the removal of Transfer Restrictions in accordance with the provisions of (6) above.

[Reason for considering granting restricted stock to the Eligible Directors appropriate]

This proposal is granting restricted stock as director remuneration, etc. or paying monetary compensation claims as remuneration for granting restricted stock to the Eligible Directors, in order to provide the Eligible Directors with incentives to continually enhance the corporate value of the Company and promote further shared value with shareholders.

In addition, the Company has established a policy on determining the details of remuneration etc. of the individual Directors (excluding Members of the Audit and Supervisory Committee) at a Board of Directors meeting, and its outline is described in the Business Report. If this proposal is approved, the Company plans to revise the policy based on the content of this proposal.

Therefore, the Company has determined that the content of this proposal is appropriate. The Company has also obtained the consent of the Audit and Supervisory Committee for the content of this proposal.

(Reference)

The Company also plans to grant restricted stock to Executive Officers and executive employees of the Company, subject to approval of this proposal.