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Stock Code: 4331
June 10, 2021

To Shareholders with Voting Rights:

Kenji Iwase
President and Representative Director
TAKE AND GIVE NEEDS Co., Ltd.
2-3-12 Higashi-Shinagawa, Shinagawa-ku, Tokyo

NOTICE OF THE 23rd ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

Please be informed that the 23rd Annual General Meeting of Shareholders of TAKE AND GIVE NEEDS Co., Ltd. (the “Company”) will be held for the purposes as described below.

In order to prevent the spread of novel coronavirus (COVID-19) and placing top priority on the safety of our shareholders, the Company has decided to hold this meeting on a smaller scale than previous years by shortening the meeting time and securing a wider space between the seats.

Shareholders are kindly requested to exercise their voting rights in writing or via the Internet for this meeting, wherever possible.

Upon reviewing the attached Reference Documents for the General Meeting of Shareholders, please exercise your voting rights by 7:00 p.m. on Thursday, June 24, 2021, Japan time.

1. Date and Time: Friday, June 25, 2021 at 10:00 a.m. (Reception starts at 9:00 a.m.)

2. Venue: ARFERIQUE Shirokane, 4-19-19 Shirokanedai, Minato-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 23rd Fiscal Year (April 1, 2020 - March 31, 2021) and results of audit by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 23rd Fiscal Year (April 1, 2020 - March 31, 2021)

Proposals to be resolved:

- Proposal 1:** Partial Amendment to the Articles of Incorporation
Proposal 2: Election of 6 Directors

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception.
- Of the documents to be provided in this Notice, “Systems and Operational Status to Ensure the Appropriateness of Operations” of the Business Report, “Consolidated Balance Sheet,” “Consolidated Statement of Income,” “Consolidated Statement of Changes in Shareholders’ Equity,” “Notes to Consolidated Financial Statements,” “Non-consolidated Balance Sheet,” “Non-consolidated Statement of Income,” “Non-consolidated Statement of Changes in Shareholders’ Equity,” “Notes to Non-consolidated Financial Statements,” “Audit Report by the Accounting Auditor of the Consolidated Financial Statements,” “Audit Report by the Accounting Auditor,” and “Audit Report by the Audit & Supervisory Board” are posted on the Company’s website in accordance with provisions of laws and regulations and Article 17 of the Company’s Articles of Incorporation, and therefore are not provided in this Notice.
- The Audit & Supervisory Board Members and the Accounting Auditor have audited the relevant documents, including the abovementioned items posted on the Company’s website.
- Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements will be posted on the Company’s website.

Company Website: (<https://www.tgn.co.jp/company/ir/library/meeting.html>)

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Documents

Proposal 1: Partial Amendment to the Articles of Incorporation

1. Reasons for the amendment

The Company proposes to add new business purposes to the current Articles of Incorporation in order to prepare for the diversification of its business lines and expansion into new businesses.

2. Description of the amendment

Description of the amendment is as follows:

(Amended parts are underlined.)

Current	Proposed amendment
Chapter I. General Provisions (Purpose) Article 2. The purpose of the Company shall be to engage in the following businesses: 1.-26. (Omitted) (New) (New) (New) (New) <u>27.</u> Any businesses incidental to those listed in the preceding items.	Chapter I. General Provisions (Purpose) Article 2. The purpose of the Company shall be to engage in the following businesses: 1.-26. (Unchanged) <u>27. Management of marriage brokerage business, marriage introduction business and marriage agencies;</u> <u>28. Sales of flowers and ornamental plants such as fresh flowers, artificial flowers, dried flowers and foliage plant (including flower arrangement products), apparel and accessories, interior decoration ornaments and articles for daily use;</u> <u>29. Housework support work as well as agency and contract works thereof;</u> <u>30. Mail order business with the use of Internet; and</u> <u>31.</u> Any businesses incidental to those listed in the preceding items.

Proposal 2: Election of 6 Directors

Of the 6 Directors elected at the Annual General Meeting of Shareholders held on June 25, 2020, Mr. Kazunori Hotta resigned on September 30, 2020 and the terms of office of other 5 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 6 Directors is proposed.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities at the Company
1	[Reappointment] Yoshitaka Nojiri	Chairman and Representative Director
2	[Reappointment] Kenji Iwase	President and Representative Director
3	[Reappointment] Masahiro Tanida	Director
4	[New appointment] Takashi Miyamoto	Executive Officer General Manager of Business Management Division
5	[Reappointment] Susumu Akiyama [External] [Independent]	External Director
6	[Reappointment] Komei Sasaki [External] [Independent]	External Director

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
1	Yoshitaka Nojiri (June 4, 1972) [Reappointment] Period of service as Director 22 years 8 months	<p>April 1995 Joined Sumitomo Marine and Fire Insurance Co., Ltd. (currently Mitsui Sumitomo Insurance Co., Ltd.)</p> <p>October 1998 Founder and President and Representative Director of the Company</p> <p>June 2010 Chairman and Representative Director of the Company</p> <p>June 2010 Chairman and Representative Director of GOOD LUCK CORPORATION</p> <p>December 2016 President and Representative Director of TRUNK Co., Ltd. (current position)</p> <p>April 2018 Chairman and Representative Director, and General Manager of Store Development Department of the Company</p> <p>August 2018 Chairman and Representative Director, General Manager of Store Development Department, and General Manager of Hotel Business Department of the Company</p> <p>January 2019 Chairman and Representative Director, and General Manager of Store Development Department of the Company</p> <p>April 2019 Chairman and Representative Director of the Company (current position)</p> <p>Significant concurrent positions President and Representative Director of TRUNK Co., Ltd.</p> <p>Reasons for appointment as a candidate for Director Mr. Yoshitaka Nojiri has demonstrated a strong leadership toward increasing corporate value as President and Representative Director since the Company's founding in October 1998, and then as Chairman and Representative Director since June 2010. The Company decided to reappoint him as a candidate for Director as it deems his track record and capabilities necessary for the management of the Group.</p>	2,460,950 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
2	Kenji Iwase (October 9, 1967) [Reappointment] Period of service as Director 12 years	<p>March 1990 Joined Nagoya Kanko Hotel Co., Ltd.</p> <p>October 2002 Joined the Company</p> <p>January 2007 General Manager of Sales Management Department of the Company</p> <p>June 2009 Director and General Manager of Sales Management Department and General Manager of Operation Management Department, Wedding Business Division of the Company</p> <p>April 2012 Director and General Manager of Business Management Division and Manager of Flower Coordination Management Department of the Company</p> <p>January 2014 Director and General Manager of Business Management Division of the Company</p> <p>June 2015 President and Representative Director of the Company</p> <p>December 2016 President and Representative Director of And Company Co., Ltd. (current position)</p> <p>September 2017 President and Representative Director of Dressmore Co., Ltd.</p> <p>August 2018 President and Representative Director of GENTLE Co., Ltd. (current position)</p> <p>April 2019 President and Representative Director, General Manager of Corporate Planning Department, and General Manager of Hotel Business Department</p> <p>April 2021 President and Representative Director of the Company (current position)</p> <p>Significant concurrent positions President and Representative Director of And Company Co., Ltd. President and Representative Director of GENTLE Co., Ltd.</p> <p>Reasons for appointment as a candidate for Director Mr. Kenji Iwase has long engaged in the business as the person responsible for the wedding business and possesses abundant experience and track record. The Company decided to reappoint him as a candidate for Director as he is currently overseeing the organizational operations of all divisions appropriately as President and Representative Director.</p>	13,133 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
3	<p>Masahiro Tanida (March 10, 1961)</p> <p>[Reappointment]</p> <p>Period of service as Director 10 years</p>	<p>April 1983 Joined Sumitomo Bank Ltd. (currently Sumitomo Mitsui Banking Corporation)</p> <p>January 1999 Joined Schroder Asset Management (Japan) Ltd. (currently Schroder Investment Management (Japan) Ltd.)</p> <p>June 2000 Director and Business Administration Director of TSUTAYA Online Co., Ltd. (currently TSUTAYA Co., Ltd.)</p> <p>June 2001 Director of Culture Convenience Club Co., Ltd.</p> <p>June 2002 Managing Director of Culture Convenience Club Co., Ltd.</p> <p>March 2006 Director and Board Chairman of Business Administration Division of Culture Convenience Club Co., Ltd.</p> <p>March 2011 Joined the Company Executive Manager</p> <p>July 2011 Director and General Manager of Finance-Accounting Department of the Company</p> <p>July 2015 President and Representative Director of LIFE ANGEL Co., Ltd. (current position)</p> <p>November 2015 Director and General Manager of Administration Division and General Manager of Finance-Accounting Department of the Company</p> <p>April 2017 Director and General Manager of Administration Division of the Company</p> <p>April 2018 Director of the Company (current position)</p> <p>Significant concurrent positions President and Representative Director of LIFE ANGEL Co., Ltd.</p> <p>Reasons for appointment as a candidate for Director Mr. Masahiro Tanida has contributed to smooth business operations by establishing a corporate governance system and executing risk management initiatives as a Director in charge of the administrative division since July 2011. The Company decided to reappoint him as a candidate for Director as it deems him necessary for maintaining the sound management of the Group.</p>	13,331 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
4	Takashi Miyamoto (February 10, 1975) [New appointment]	<p>April 1998 Joined RIHGA Royal Hotel Waseda (currently RIHGA Royal Hotel Tokyo)</p> <p>October 2001 Joined the Company as Founding Leader of Sales Management Department</p> <p>April 2010 General Manager of Quality Communication Office, Wedding Business Division of the Company</p> <p>January 2014 General Manager of Creative Center of the Company</p> <p>April 2014 Executive Officer and General Manager of Creative Center of the Company</p> <p>April 2015 Executive Officer and Deputy General Manager of Business Management Division of the Company</p> <p>July 2015 Executive Officer and General Manager of Business Management Division of the Company</p> <p>July 2016 Executive Officer and General Manager of Business Management Division and General Manager of Customer Center, Business Management Division of the Company</p> <p>August 2019 Executive Officer and General Manager of Business Management Division of the Company (current position)</p> <p>April 2021 President and Representative Director of Dressmore Co., Ltd. (current position)</p> <p>Significant concurrent positions President and Representative Director of Dressmore Co., Ltd.</p> <p>Reasons for appointment as a candidate for Director Mr. Takashi Miyamoto has long engaged in building the wedding business organization and possesses abundant experience and track record. Aside from the wedding business, he has engaged in the overall management of the Company as General Manager of Business Management Division since July 2015. The Company decided to appoint him as a candidate for Director as he is deemed capable of performing appropriately his duties as a Director.</p>	2,904 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
5	<p>Susumu Akiyama (September 7, 1963)</p> <p>[Reappointment] [External] [Independent]</p> <p>Period of service as Director 7 years</p>	<p>April 1987 Joined Recruit Co., Ltd (currently Recruit Holdings Co., Ltd.)</p> <p>October 2000 Vice President of R-Prometric (currently Prometric)</p> <p>October 2004 Acting Chief Compliance Officer of Kanebo Cosmetics Inc.</p> <p>November 2006 Managing Director of Giuliani Compliance Japan</p> <p>July 2008 President and Representative Director of Principle Consulting Inc. (current position)</p> <p>May 2011 External Audit and Supervisory Board Member of Radish Boya Co., Ltd.</p> <p>May 2012 Director of Daily Top Inc.</p> <p>October 2012 Representative Director of Communication Design Institute, Inc. (currently Kojimachi Academia)</p> <p>June 2014 Director of the Company (current position)</p> <p>June 2015 Auditor of Shibaura Institute of Technology (SIT) (current position)</p> <p>Significant concurrent positions</p> <p>President and Representative Director of Principle Consulting, Inc.</p> <p>Auditor of Shibaura Institute of Technology (SIT)</p> <p>Reasons for appointment as a candidate for External Director and expected roles</p> <p>Mr. Susumu Akiyama has provided supervisory advice in view of the entire corporate society from an objective standpoint as an External Director since June 2014 based on his extensive corporate management experience and track record. The Company decided to reappoint him as a candidate for External Director to seek his appropriate guidance on the decision-making by the Board of Directors on a continual basis.</p>	10,947 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
6	Komei Sasaki (March 15, 1966) [Reappointment] [External] [Independent] Period of service as Director 5 years	<p>April 1995 Registered as attorney with Tokyo Bar Association</p> <p>August 1999 Partner Attorney of Tokyo Ginza Law Office</p> <p>May 2003 Partner Attorney of Amulech Legal Accounting Office (Kasumigaseki-Sogo Law Offices)</p> <p>June 2004 Audit & Supervisory Board Member of the Company</p> <p>April 2005 Trustee of Japan Association for College Accreditation (current position)</p> <p>March 2015 Senior Partner Attorney of Sakurada Dori Partners (current position)</p> <p>June 2016 Director of the Company (current position)</p> <p>Significant concurrent positions</p> <p>Senior Partner Attorney of Sakurada Dori Partners</p> <p>Trustee of Japan Association for College Accreditation</p> <p>Reasons for appointment as a candidate for External Director and expected roles</p> <p>Mr. Komei Sasaki has contributed to the proper operation of the Board of Directors by expressing his opinions from a fair and objective perspective as an External Audit & Supervisory Board Member since June 2004, and as an External Director since June 2016, based on his wealth of experience and deep insight as an attorney. The Company has reappointed him as a candidate for External Director as his participation would strengthen proper corporate governance of the Group and increase transparency of the Board of Directors.</p>	3,686 shares

(Notes)

1. The number of shares of the Company held includes shares held in the TAKE AND GIVE NEEDS Officers Stock Ownership Plan and TAKE AND GIVE NEEDS Employees Stock Ownership Plan.
2. The number of shares of the Company held are as of March 31, 2021.
3. Mr. Yoshitaka Nojiri is Representative Director of TRUNK Co., Ltd. which has leasing relationships with the Company. In addition, the Company provides loans to the said company as operating funds.
4. Mr. Kenji Iwase is Representative Director of And Company Co., Ltd. and GENTLE Co., Ltd. which have leasing relationships with the Company. In addition, the Company provides loans to the said companies as operating funds.
5. Mr. Masahiro Tanida is Representative Director of LIFE ANGEL Co., Ltd. which has leasing relationships with the Company. In addition, the Company provides debt guarantees for the said company's borrowings from banks.
6. Mr. Takashi Miyamoto is Representative Director of Dressmore Co., Ltd. which has leasing relationships with the Company. In addition, the Company provides loans to the said company as operating funds.
7. There are no special interests between other candidates for Director and the Company.
8. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company entered into agreements with Mr. Susumu Akiyama and Mr. Komei Sasaki to limit their liability as provided in Article 423, Paragraph 1 of the Companies Act. In the event that Mr. Susumu Akiyama and Mr. Komei Sasaki are reelected, the Company intends to continue the said liability limitation agreements with both of them. The overview of the agreements is provided in "4. Status of Directors and Audit & Supervisory Board Members (2) Overview of Liability Limitation Agreement" on page 29 of the Japanese version.
9. The Company entered into a Directors and Officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure all of its Directors. If the candidates are elected as Director, they will be included as insureds under the insurance policy. The Company intends to renew the insurance contract on July 1, 2021, which is during the term of office of each candidate. The overview of the contract is provided in "4. Status of Directors and Audit & Supervisory Board Members (3) Matters related to Directors and Officers Liability Insurance Contract" on page 29 of the Japanese version.
10. Mr. Susumu Akiyama and Mr. Komei Sasaki are candidates for External Director.
11. The number of years the candidates for External Directors have served as External Directors are as follows.
 - (1) Mr. Susumu Akiyama will have served as an External Director of the Company for 7 years at the conclusion of this General Meeting of Shareholders.
 - (2) Mr. Komei Sasaki will have served as an External Director of the Company for 5 years at the conclusion of this General Meeting of Shareholders.
12. The Company has designated Mr. Susumu Akiyama and Mr. Komei Sasaki as Independent Officers as stipulated by the Tokyo Stock Exchange, and has registered them with the said Exchange. Upon the approval of their reelection, the

Company intends to reappoint them as Independent Officers.

(Reference) Independence Standards for External Officers

The Company considers External Directors and External Audit & Supervisory Board Members who do not fall under any of the following items to be Independent Officers who are unlikely to have a conflict of interest with regular shareholders.

1. Those for whom the Company is a major business partner or an executive thereof
2. A major business partner of the Company or an executive thereof
3. A consultant or an expert in accounting or legal affairs who receives a large amount of money or other property from the Company, other than compensation for being an Officer.
4. An individual recently falling under any of the items 1 through 3 above
5. A close relative of an individual falling under any of the points (1) through (4) below (excluding those who are insignificant)
 - (1) An individual falling under items 1 through 4 above
 - (2) An executive of a subsidiary of the Company
 - (3) A director of a subsidiary of the Company who is not an executive
 - (4) An individual recently falling under (2) or (3) or was an executive of the Company

(Notes)

1. Executives include Executive Directors, Executive Officers and other employees
2. Close relatives are family members within the second degree of kinship.