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Securities code: 3180

July 9, 2024

(Date of commencement of measures for electronic provision: July 3, 2024)

To Shareholders with Voting Rights:

Hideki Nomura
Representative Director
BEAUTY GARAGE Inc.
1-34-25 Sakura-Shinmachi,
Setagaya, Tokyo

**NOTICE OF
THE 22ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

Please be informed that the 22nd Annual General Meeting of Shareholders of BEAUTY GARAGE Inc. (the “Company”) will be held as described below.

The Company has taken measures for electronic provision for information that is the contents of the Reference Documents for the General Meeting of Shareholders, etc. in convening this General Meeting of Shareholders, and posted such information on the following website on the Internet.

Website of the Company:

<https://www.beautygarage.co.jp/ir/generalmeeting/> (in Japanese)

Please access the above website, and select and review the “NOTICE OF THE 22ND ANNUAL GENERAL MEETING OF SHAREHOLDERS.”

In addition to the above, the information is posted on the following website on the Internet as well.

Website of Tokyo Stock Exchange:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show> (in English)

Please access the above website, query the Company by inputting its name “BEAUTY GARAGE” or securities code “3180,” and review the information by selecting “Basic information” and then “Documents for public inspection/PR information.”

If you are unable to attend the meeting, you may exercise your voting rights in writing or by electromagnetic means (via the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders that are contained in the matters subject to measures for electronic provision and return the form to us so that it arrives no later than the end of business hours (6:30 p.m.) on Wednesday, July 24, 2024, or, alternatively, review the “Guidance for the Exercise of Voting Rights” provided below and exercise your voting rights.

- 1. Date and Time:** Thursday, July 25, 2024 at 10:00 a.m. (Reception opens at 9:30 a.m.)
- 2. Place:** TKP Garden City Shibuya Hall A, Shibuya Higashiguchi Building 1F, 2-22-3 Shibuya, Shibuya-ku, Tokyo
- 3. Meeting Agenda:**
 - Matters to be reported:** Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements for the 22nd Fiscal Year (May 1, 2023 to April 30, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 - Proposals to be resolved:**
 - Proposal 1:** Election of Five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)
 - Proposal 2:** Election of Four (4) Directors who are Audit and Supervisory Committee Members

4. Other Matters Related to the Meeting:

- (1) Voting rights must be exercised so that they arrive at the Company by 6:30 p.m., the end of business hours, on July 24, 2024 (the day before the meeting).
 - (2) If you do not indicate your vote of approval or disapproval for any proposal on the Voting Rights Exercise Form, you will be deemed to have approved that proposal.
 - (3) When a shareholder has exercised voting rights both by the Voting Rights Exercise Form in writing and by electromagnetic means, the vote by electromagnetic means shall prevail. If voting rights have been exercised multiple times by electromagnetic means, the last vote exercised will be deemed valid.
- If you are attending the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk at the venue.
 - Any revisions to the matters subject to measures for electronic provision will be posted on the websites on which these matters are presented.

<Souvenirs>

We do not provide souvenirs to shareholders attending the meeting.
We would appreciate your understanding.


Reference Documents for the General Meeting of Shareholders



Proposal and Reference Documents



Proposal 1: Election of Five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies throughout this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes to elect five (5) Directors.

The Audit and Supervisory Committee has deliberated on this proposal and expressed the opinion that this proposal is appropriate. The candidates for Director are as follows.

No.	Name (Date of Birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	 Hideki Nomura Male (May 22, 1967) Reappointment Attendance at the Board of Directors meetings: 17/17	April 1990 Joined Chuo Senko Co., Ltd. January 2001 Joined McCann Erickson Japan Inc. January 2003 Established WASABI (now BGNavi), Representative Director April 2003 Established the Company, Representative Director/Chief Executive Officer (Representative Director/Chief Executive Officer and Chief Operating Officer; present) November 2014 Director, EYELASH GARAGE Inc. (present) July 2017 Director, BG PARTNERS Inc. (present) December 2017 Director, BEAUTY GARAGE SINGAPORE PTE. LTD. (present) December 2018 CEO, BG VENTURES, Inc. (present) September 2021 Director, BG REUSE Inc. (present) November 2021 Director, GYM GARAGE Inc. (present) April 2024 Director, JOSEI MODE SHA CO., LTD. (present)	3,290,724 shares
<p>Reason for nomination as candidate for Director</p> <p>Mr. Hideki Nomura has served as Representative Director of the Company since 2003. He supervises the overall management of the Group and possesses extensive experience, knowledge, etc. The Company therefore has renominated him as candidate for Director.</p>			

No.	Name (Date of Birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	 Shuichi Tomoda Male (October 7, 1969) Reappointment Attendance at the Board of Directors meetings: 17/17	March 1989 Joined Hair & Make SNIP November 1990 Joined Soubidou Co., Ltd. August 1993 Joined Dragon Kids Ltd. February 1999 Established Shu Work Products Ltd., Representative Director March 2001 Director, TOUGH design product Ltd. (now TOUGH design product Inc.) April 2003 Established the Company, Representative Director/Chief Operating Officer (Director & Co-Founder; present) July 2017 Director, TOUGH design product Inc. (present) December 2017 Director, BEAUTY GARAGE SINGAPORE PTE. LTD. (present) July 2019 Director, BG VENTURES, Inc. (present) October 2020 Representative Director, Waraku Inc.	1,158,600 shares
Reason for nomination as candidate for Director Mr. Shuichi Tomoda has served as Director of the Company since 2003 and possesses extensive experience, knowledge, etc. The Company therefore has renominated him as candidate for Director.			
3	 Takahisa Nomura Male (June 28, 1972) Reappointment Attendance at the Board of Directors meetings: 17/17	April 1993 Joined YOSHIDA ADVERTISING CO., LTD. March 2001 Established TOUGH design product Ltd. (now TOUGH design product Inc.), Representative Director (present) January 2003 Director, WASABI (now BGnavi) April 2003 Director, the Company (present) November 2017 Representative Director, ADACHI FACTORY Inc. (present)	517,962 shares
Reason for nomination as candidate for Director Mr. Takahisa Nomura has served as Director of the Company since 2003. He executes business as Representative Director of TOUGH design product Inc. and ADACHI FACTORY Inc. and he possesses extensive experience, knowledge, etc. The Company therefore has renominated him as candidate for Director.			

No.	Name (Date of Birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	 Yoshiaki Kabashima Male (January 7, 1974) Reappointment Attendance at the Board of Directors meetings: 16/17	April 1997 Joined Chuo Senko Co., Ltd. April 2003 Joined WASABI (now BGnavi) June 2003 Director, the Company (present) April 2007 Director, TOUGH design product Inc. January 2017 Representative Director, BG PARTNERS Inc. (present) March 2023 Auditor, EYELASH GARAGE Inc. (present)	429,580 shares
Reason for nomination as candidate for Director Mr. Yoshiaki Kabashima has served as Director of the Company since 2003. He executes business as Representative Director of BG PARTNERS Inc. and he possesses extensive experience, knowledge, etc. The Company therefore has renominated him as candidate for Director.			
5	 Kiyoshi Kato Male (February 9, 1967) Reappointment Attendance at the Board of Directors meetings: 17/17	April 1989 Joined Suzuki Florist Ltd. April 1991 Joined M Company (now ZYYX Inc.) November 2003 Joined the Company February 2009 Operating Officer, the Company July 2018 Director, the Company (present) September 2021 Auditor, BG REUSE Inc. (present)	75,930 shares
Reason for nomination as candidate for Director Mr. Kiyoshi Kato has served as Director of the Company since 2018. He executes his duties as the executive responsible for the Merchandising Group and he possesses extensive experience, knowledge, etc. The Company therefore has renominated him as candidate for Director.			

Note: There are no special interest relationships between each candidate and the Company.

Note: The Company has entered into a directors and officers liability insurance contract (D&O insurance) with an insurance company to insure all its Directors. The insurance contract will cover damage that may arise due to insured Directors assuming liability for their execution of duties or receiving a claim


for the pursuit of such liability. Each of the Director candidates will be insured under the insurance contract. The D&O insurance contract term is one year, and the Company plans to renew the contract by a resolution at a meeting of the Board of Directors prior to the expiry of this term.


Proposal 2: Election of Four (4) Directors who are Audit and Supervisory Committee Members

The terms of office of all four (4) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes to elect four (4) Directors who are Audit and Supervisory Committee Members.

The Company has obtained approval for this proposal from the Audit and Supervisory Committee. The candidates for Director who is an Audit and Supervisory Committee Member are as follows.

No.	Name (Date of Birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	 Koichiro Matsunami Male (August 10, 1974) Reappointment Attendance at the Board of Directors meetings: 17/17	April 1997 Joined Matsumoto Ltd. February 2002 Joined RESTAURANT EXPRESS Co., Ltd. (now RIDE ON EXPRESS Co., Ltd.) May 2007 Joined Startline CO.,LTD. December 2009 Joined the Company May 2010 General Manager of Internal Audit Office (now Business Audit Office), the Company July 2022 Director (Audit and Supervisory Committee Member), the Company (present) July 2022 Auditor, ADACHI FACTORY Inc. (present) April 2024 Auditor, JOSEI MODE SHA CO., LTD. (present)	3,900 shares
<p>Reason for nomination as candidate for Director who is an Audit and Supervisory Committee Member</p> <p>Mr. Koichiro Matsunami has served as General Manager of Business Audit Office of the Company for more than 10 years. He has been executing his duties as Director who is an Audit and Supervisory Committee Member of the Company since July 2022 and he possesses extensive experience, knowledge, etc. in auditing operations and governance. The Company therefore has renominated him as candidate for Director who is an Audit and Supervisory Committee Member.</p>			

No.	Name (Date of Birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	 <p>Daisuke Ogata Male (June 9, 1960)</p> <p>Outside Reappointment</p> <p>Tenure as Outside Director: 9 years</p> <p>Tenure as Director who is an Audit and Supervisory Committee Member: 8 years</p> <p>Attendance at the Board of Directors meetings: 17/17</p>	<p>September 1986 Joined Chishima Business Corporation Co., Ltd.</p> <p>March 1989 Joined Wing Corporation Ltd.</p> <p>February 1993 Joined Q'SAI AOJIRU CO., LTD. (now Q'SAI CO., LTD.)</p> <p>January 2000 President and Representative Director, Kan Network Co., Ltd. (now Radishbo-ya Co., Ltd.)</p> <p>December 2008 Listed Radishbo-ya Co., Ltd. on the JASDAQ market</p> <p>June 2013 Chairman, Radishbo-ya Co., Ltd.</p> <p>January 2014 Advisor, Radishbo-ya Co., Ltd.</p> <p>January 2014 Director, MEISTERWERK Inc. (now MEISTERWERK HOLDINGS Inc.) (present)</p> <p>September 2014 Visiting Professor, Taisho University</p> <p>July 2015 Outside Director, the Company</p> <p>June 2016 Director, Carrot & Vegetable Co., Ltd. (present)</p> <p>July 2016 Outside Director (Audit and Supervisory Committee Member), the Company (present)</p> <p>January 2017 Auditor, BG PARTNERS Inc. (present)</p> <p>June 2021 Director, WINDS JAPAN HD CO.,LTD (present)</p> <p>July 2022 Auditor, TOUGH design product Inc. (present)</p>	-
<p>Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles</p> <p>Mr. Daisuke Ogata has served as President and Representative Director of Radishbo-ya Co., Ltd. and listed the company on the JASDAQ market. He has served as Outside Director of the Company since July 2015 and as Outside Director who is an Audit and Supervisory Committee Member since July 2016. The Company has renominated him as candidate for Outside Director who is an Audit and Supervisory Committee Member because it expects him to utilize his extensive experience, knowledge, etc. in advising and auditing the Company.</p>			

No.	Name (Date of Birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	 <p>Kumiko Uchida (Name in the family register: Kumiko Miyamoto) Female (March 1, 1970)</p> <p>Outside Reappointment</p> <p>Tenure as Outside Director (Audit and Supervisory Committee Member): 8 years</p> <p>Attendance at the Board of Directors meetings: 17/17</p>	<p>April 2000 Registered as an attorney (Member of Daini Tokyo Bar Association)</p> <p>April 2000 Joined Torikai Law Office</p> <p>January 2008 Partner Attorney, Torikai Law Office</p> <p>April 2011 Outside Auditor, Misawa & Co., Ltd.</p> <p>January 2016 Established Wadakura Gate Law Office Partner Attorney (present)</p> <p>May 2016 External Director, Treasure Factory Co., LTD. (present)</p> <p>July 2016 Outside Director (Audit and Supervisory Committee Member), the Company (present)</p> <p>December 2016 Outside Auditor, INTERTRADE Co.,Ltd. (present)</p> <p>April 2017 Outside Director (Audit and Supervisory Committee Member), Misawa & Co., Ltd. (present)</p> <p>March 2019 Outside Director (Audit and Supervisory Committee Member), PIXTA Inc. (present)</p>	600 shares
<p>Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles</p> <p>Ms. Kumiko Uchida has professional expertise as an attorney and has served as Outside Director who is an Audit and Supervisory Committee Member of the Company since July 2016. The Company has renominated her as candidate for Outside Director who is an Audit and Supervisory Committee Member because it expects her to utilize her extensive experience, knowledge, etc. in advising and auditing the Company.</p>			

No.	Name (Date of Birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	 Akira Nojima Male (May 23, 1964) Outside Reappointment Tenure as Outside Director (Audit and Supervisory Committee Member): 2 years Attendance at the Board of Directors meetings: 17/17	April 1988 Joined Recruit Co., Ltd. April 2013 Visiting Professor, Hollywood Graduate School of Beauty Business January 2015 Established NoTrack Co., Ltd. Representative Director (present) January 2015 Advisor, Association of Japan Relaxation Industry January 2015 Advisor, Japan Beauty Coordinator Association (Special Advisor; present) April 2016 Director, Japan Academy of Beauty Business (present) January 2018 Vice President, Japan Cosmetic Licensing Association (present) January 2020 Advisor, Customer Loyalty Association (present) January 2020 Independent Director, MEDIROM Healthcare Technologies Inc. (present) April 2021 Visiting Professor, Professional University of Information and Management for Innovation (present) April 2021 Outside Auditor, GO TODAY SHAiRE SALON Co., Ltd. (present) July 2022 Outside Director (Audit and Supervisory Committee Member), the Company (present) September 2022 Outside Director, Atelier M.H. Co., Ltd. (now M·H·Plus Co., Ltd.) (present) March 2023 Outside Director, soeasy Co., Ltd. (present)	- shares
<p>Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles</p> <p>Mr. Akira Nojima has more than 20 years of experience in business execution at Recruit Co., Ltd. as well as extensive experience, knowledge, etc., in the beauty industry, including entrepreneurship, lecturing, and publishing books. He has served as Outside Director who is an Audit and Supervisory Committee Member since July 2022. The Company has renominated him as candidate for Outside Director who is an Audit and Supervisory Committee Member because it expects him to utilize his extensive experience, knowledge, etc. in advising and auditing the Company.</p>			

Note: There are no special interest relationships between each candidate and the Company.

Note: The Company has designated Directors Daisuke Ogata, Kumiko Uchida and Akira Nojima as independent officers and has notified the Tokyo Stock Exchange to that effect.

Note: Mr. Daisuke Ogata, Ms. Kumiko Uchida and Mr. Akira Nojima are candidates for Outside Director.

Note: The Company has entered into a directors and officers liability insurance contract (D&O insurance) with an insurance company to insure all its Directors who are Audit and Supervisory Committee Members. The insurance contract will cover damage that may arise due to insured Directors assuming liability for their execution of duties or receiving a claim for the pursuit of such liability. Each of the Director candidates will be insured under the insurance contract. The D&O insurance contract term is one year, and the Company plans to renew the contract by a resolution at a meeting of the Board of Directors prior to the expiry of this term.

<Reference> Skill Matrix

The following is a skill matrix of Directors and Operating Officers if Proposals are approved as proposed.

Name		Expertise and experience										
		Corporate Strategy	Industry knowledge	Sales	Merchandising	Marketing Brand Strategy	IT/systems DX	SCM	Legal/ Human Resources, Corporate Management	Finance/ Accounting	M&A Business Investment	Internal Control Governance
Hideki Nomura	Representative Director/Chief Executive Officer and Chief Operating Officer	●				●	●			●	●	
Shuichi Tomoda	Director & Co-Founder		●	●							●	
Takahisa Nomura	Director		●	●	●							
Yoshiaki Kabashima	Director	●		●	●	●	●					
Kiyoshi Kato	Director			●	●			●				
Koichiro Matsunami	Director (Audit and Supervisory Committee Member)								●	●		●
Daisuke Ogata	Director (Audit and Supervisory Committee Member)	●						●			●	
Kumiko Uchida	Director (Audit and Supervisory Committee Member)								●			●
Akira Nojima	Director (Audit and Supervisory Committee Member)	●	●			●			●			
Akiyoshi Sekine	Operating Officer		●	●	●							
Yoshio Yahata	Operating Officer			●	●			●				
Ryutaro Tosaka	Operating Officer						●	●				●
Kiwako Suzuki	Operating Officer	●				●	●					
Masaki Ito	Operating Officer		●	●		●						
Takahiro Saito	Operating Officer								●	●	●	