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Securities Code: 3167

June 8, 2022

To our shareholders:

Katsuhiko Tokita President & CEO **TOKAI Holdings Corporation** 2-6-8 Tokiwa-cho, Aoi-ku, Shizuoka City, Shizuoka Prefecture, Japan

#### NOTICE OF THE 11TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 11th Ordinary General Meeting of Shareholders of TOKAI Holdings Corporation (the "Company"), which will be held as described below.

Please note that if you are unable to attend on the day itself, you can exercise your voting rights using any of the following methods. We would ask that you examine the Reference Documents for the General Meeting of Shareholders and vote before the close of the Company's business day (5:45 p.m.) on Monday, June 27, 2022 (JST).

Guidance on the Exercising of Voting Rights

[For persons exercising voting rights in writing]

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and return it so that it arrives no later than 5:45 p.m. on Monday, June 27, 2022 (JST).

[For persons exercising voting rights via the Internet, etc.]

Please access the voting website (https://www.web54.net), and enter your approval or disapproval of the proposals no later than 5:45 p.m. on Monday, June 27, 2022 (JST).

Date and Time: Tuesday, June 28, 2022 at 10:00 a.m. (JST) (Reception will begin at 9:00 a.m.)
 Place: Aoi Tower GRANDAIR, Bouquet TOKAI "Symphony" on the fourth floor 17-1 Kouyamachi, Aoi-ku, Shizuoka City, Shizuoka Prefecture, Japan

### 3. Agenda:

#### Matters to be reported:

- 1. Business Report and Consolidated Financial Statements for the 11th Term (from April 1, 2021 to March 31, 2022), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
- 2. Non-Consolidated Financial Statements for the 11th Term (from April 1, 2021 to March 31, 2022)

### Matters to be resolved:

**Proposal 1:** Distribution of dividends of surplus

**Proposal 2:** Partial amendments to the Articles of Incorporation

**Proposal 3:** Election of nine (9) Directors

- 1. If it becomes necessary to revise the Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements, or Reference Documents for the General Meeting of Shareholders, the revised information will be posted to our corporate website (https://www.tokaiholdings.co.jp/ir/).
- 2. If attending in person, please bring your voting form with you and present it at the reception.
- Of the materials the Company must provide along with this Notice, Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements are provided on the Company website
  - (https://www.tokaiholdings.co.jp/ir/library/meeting.html) based on laws and regulations and in accordance with the provisions of Article 16 of the Company's Articles of Incorporation, and are therefore omitted from the supplemental materials in this Notice.

The Consolidated Financial Statements and Non-Consolidated Financial Statements provided as attachments to this Notice constitute portions of the consolidated financial statements and non-consolidated financial statements audited by the Accounting Auditor and Audit & Supervisory Board Members in the course of preparing the audit report.

# Reference Documents for the General Meeting of Shareholders

# **Proposal 1:** Distribution of dividends of surplus

Matters related to year-end dividends

Taking into account earnings and economic conditions and from the standpoint of paying continuous dividends to shareholders, the Company wishes to pay the year-end dividend for the fiscal year under review as follows.

- (1) Type of dividend property Cash
- (2) Allocation of dividend property and total amount thereof 17 yen per common share of the Company. Total amount of dividends: 2,233,070,649 yen
- (3) Effective date of distribution of dividends of surplus June 29, 2022

### **Proposal 2:** Partial amendments to the Articles of Incorporation

## 1. Reasons for changes

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Article 16 paragraph 1 of the proposed amendment will be established since the Company will be obliged to stipulate taking measures to provide information that constitutes the contents of reference materials for the General Meeting of Shareholders in its Articles of Incorporation.
- (2) With regard to information that constitutes the contents of reference materials for the General Meeting of Shareholders for which measures for provision in electronic format have been taken, Article 16 paragraph 2 of the proposed amendment will be established to enable the Company to limit the scope of items that are to be provided on paper-based documents delivered to shareholders who request delivery of paper-based documents to the scope stipulated by the Ministry of Justice Order.
- (3) The introduction of a system for electronic provision of reference materials for the General Meeting of Shareholders will render the provision of Article 16 of the current Articles of Incorporation unnecessary, and this will therefore be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established. Moreover, the supplementary provisions will be deleted after the reference date.

(Amended parts are underlined)

#### 2. Details of the amendments

Articles 17-49 (Omitted)

(Newly established)

The details of the amendments are as follows:

Proposed amendments Current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference (Deleted) Documents for the General Meeting of Shareholders, Etc.) Article 16 When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders. (Newly established) (Introduction of measures for providing reference documents for the general meeting of shareholders, etc. in electronic format) Article 16 1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format. Among items for which the measures for providing information in electronic format will be taken, the Company is not required all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based

documents by the record date of voting rights.

Articles 17-49 (Unchanged)

Supplementary Provisions

Current Articles of Incorporation	Proposed amendments
	(Transitional Measures for Providing Informational Materials for
	the General Meeting of Shareholders in Electronic Format)
	Article 1
	1. The deletion of Article 16 of the pre-amended Articles of
	Incorporation and establishment of Article 16 of the
	Articles of Incorporation after amendment shall take effect
	from September 1, 2022.
	2. Notwithstanding the provision(s) of the preceding
	paragraph, Article 16 of the pre-amended Articles of
	Incorporation shall remain effective regarding any general
	meeting of shareholders held on a date within six months
	from September 1, 2022.
	3. This Article shall be deleted on the date when six months
	have elapsed from September 1, 2022 or three months have
	elapsed from the date of the general meeting of
	shareholders in the preceding paragraph, whichever is later.

# **Proposal 3:** Election of nine (9) Directors

The terms of office of all nine (9) Directors expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the reelection of nine (9) Directors.

The candidates for Directors are as follows:

No.	Name	Current position and responsibilities in the Company	Attributes
1	Katsuhiko Tokita	Representative Director, President and CEO	Reelection
2	Junichi Yamada	Representative Director, Senior Operating Officer and General Manager of Administration Headquarters	Reelection
3	Toshinori Nakamura	Representative Director, Senior Operating Officer and General Manager of Corporate Management Division	Reelection
4	Katsuo Oguri	Director	Reelection
5	Yasuhiro Fukuda	Director	Reelection
6	Mitsuhaya Suzuki	Director	Reelection
7	Masahiro Sone	Director	Reelection Outside Independent
8	Masahiro Goto	Director	Reelection Outside Independent
9	Nobuko Kawashima	Director	Reelection Outside Independent

Reelection: Candidate for reelection as Director Outside: Candidate for Outside Director

Independent: Independent officer as provided for by the Tokyo Stock Exchange

Apr. 1968  Joined Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)  June 1992  Director of General Coordination Division, Director-General's Secretariat, Agency for Natural Resources and Energy  July 1993  Vice-Governor of Kyoto Prefecture  July 1996  Director-General of Bureau of Equipment of Defense Agency  June 1998  Director-General of Small and Medium Enterprise Agency  Sept. 1999  Member of the Board of Japan National Oil Corporation  Sept. 2002  Adviser of TOKAI CORPORATION  June 2003  Representative Director and Vice President of TOKAI CORPORATION  June 2005  Representative Director and President of TOKAI CORPORATION  June 2008  Representative Director and Vice Chairman of TOKAI CORPORATION  Agr. 2019  Representative Director, Chairman and CEO of TOKAI CORPORATION  Apr. 2011  Representative Director, President and CEO of	No.	Name (Date of birth)		nary, position and responsibilities in the Company, icant concurrent positions outside the Company	Company's share
		Katsuhiko Tokita (April 6, 1945)  Reelection Tenure as Director 11 years and 3 months Attendance at meetings of the Board of Directors	and signif  Apr. 1968  June 1992  July 1993  July 1996  June 1998  Sept. 1999  Sept. 2002  June 2003  June 2005  June 2008  Oct. 2009  Apr. 2011  Apr. 2011  June 2011  Apr. 2012  Apr. 2012  Apr. 2012  Apr. 2013  Oct. 2013	Joined Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry) Director of General Coordination Division, Director-General's Secretariat, Agency for Natural Resources and Energy Vice-Governor of Kyoto Prefecture Director-General of Bureau of Equipment of Defense Agency Director-General of Small and Medium Enterprise Agency Member of the Board of Japan National Oil Corporation Adviser of TOKAI CORPORATION Representative Director and Vice President of TOKAI CORPORATION Representative Director and President of TOKAI CORPORATION Representative Director and Vice Chairman of TOKAI CORPORATION Representative Director, Chairman and CEO of TOKAI CORPORATION Representative Director, Chairman and CEO of TOKAI CORPORATION Representative Director, President and CEO of the Company (present position) Representative Director and President of TOKAI CORPORATION Representative Director and President of TOKAI COMPORATION Representative Director and Chairman of TOKAI CORPORATION Representative Director and Chairman of TOKAI CORPORATION Representative Director and Chairman of TOKAI CORPORATION Representative Director and Chairman of TOKAI CABLE Network Corporation (present position) Chairman of TOKAI (Shanghai) Trade & Commerce Co., Ltd. Representative Director and Chairman of TOKAI GAS CORPORATION (present position) Representative Director and Chairman of TOKAI Management Service Corporation (present position) Representative Director and Chairman of TOKAI CORPORATION (present position) Representative Director and Chairman of TOKAI CORPORATION (present position) Representative Director and Chairman of TOKAI CORPORATION (present position) Representative Director and Chairman of TOKAI CORPORATION (present position) Representative Director and Chairman of TOKAI CORPORATION (present position) Representative Director and Chairman of TOKAI CORPORATION (present position)	Number of the Company's share owned

Katsuhiko Tokita has served as Chief Executive Officer (CEO) of TOKAI CORPORATION since October 2009 and as Representative Director, President and CEO of the Company since April 2011, and has abundant experience and track record in the Group management. As we expect him to contribute to the further development of the Group, we have nominated him as a candidate to continue serving as a Director.

No.	Name (Date of birth)		mary, position and responsibilities in the Company, ficant concurrent positions outside the Company	Number of the Company's shares owned				
		Apr. 1986 Apr. 2006 Apr. 2011	Joined TOKAI CORPORATION General Manager of Human Resources Division of TOKAI CORPORATION Operating Officer and General Manager of					
	Junichi Yamada (June 8, 1963)  Reelection Tenure as Director 1 year	Apr. 2012	Human Resources Division of the Company Operating Officer and General Manager of Human Resources Planning Division of the Company					
		Apr. 2016	Operating Officer, in charge of Human Resources Planning Division and Human Resources Recruitment and Training Office of the Company	12,477				
2	Attendance at meetings of the Board of Directors 9/9 (100%)	Apr. 2017	Senior Operating Officer and Deputy General Manager of Administration Headquarters of the Company					
		Apr. 2020	Senior Operating Officer and General Manager of Administration Headquarters of the Company					
		June 2021	Representative Director, Senior Operating Officer and General Manager of Administration Headquarters of the company (present position)					
	Reasons, etc. for nomination as candidate for Director  Junichi Yamada has served as a person in charge of Human Resources Planning Division and Human Resources  Recruitment and Training Office, and as General Manager of Administration Headquarters Division and other positions of the Company, and has abundant experience and track record in the Group operations. As we expect him to contribute to the further development of the Group, we have nominated him as a candidate to continue serving as a Director.							
	The same and the s	Apr. 1993	Joined TOKAI CORPORATION					
		Apr. 2009	General Manager of Corporate Accounting Division of TOKAI Communications Corporation					
		Apr. 2013	General Manager of Corporate Management Division of the Company					
	Toshinori Nakamura	May 2018	In charge of Corporate Management Division and Corporate Accounting Division, and General Manager of Corporate Accounting					
	(November 10, 1969)  Reelection Tenure as Director 3 years	Apr. 2019	Division of the Company Operating Officer, in charge of Corporate Management Division and Corporate Accounting Division, and General Manager of Corporate Accounting Division of the Company	10,385				
3	Attendance at meetings of the Board of Directors 12/12 (100%)	June 2019	Director and Operating Officer, in charge of Corporate Management Division and Corporate Accounting Division, and General Manager of Corporate Accounting Division of the Company					
		Apr. 2020	Director, Senior Operating Officer and General Manager of Corporate Management Division of the Company					
		June 2021	Representative Director, Senior Operating Officer and General Manager of Corporate Management Division of the Company (present position)					
	Reasons, etc. for nomination as candidate for Director							
	Toshinori Nakamura has served as a person in charge of Corporate Management Division and Corporate Accounting							
	Division, and as General Manager of the Corporate Management Division and other positions of the Company, and has abundant experience and track record in the Group operations. As we expect him to contribute to the further							
	development of the Group, we have nominated him as a candidate to continue serving as a Director.							

No.	Name (Date of birth)		nary, position and responsibilities in the Company, icant concurrent positions outside the Company	Number of the Company's shares owned				
		Apr. 1982 June 1995	Joined TOKAI CORPORATION  Head of Chuen Branch of TOKAI  CORPORATION					
		June 2008 Apr. 2011	Operating Officer of TOKAI CORPORATION  Managing Director of TOKAI  CORPORATION					
	Katsuo Oguri (February 10, 1959)	Apr. 2015	Representative Director and Vice President of TOKAI CORPORATION					
		Apr. 2015	Executive Operating Officer of the Company					
	Reelection	Apr. 2015	Representative Director and Chairman of					
	Tenure as Director		Energy Line Corporation (present position)	43,850				
4	7 years Attendance at meetings of the	Apr. 2015	Representative Director and President of JOYNET Co., Ltd. (present position)					
	Board of Directors	June 2015	Director of the Company (present position)					
	12/12 (100%)	Apr. 2016	Representative Director and President of TOKAI CORPORATION (present position)					
		Sept. 2019	Representative Director and Chairman of Nissan Tri Star Construction, Inc. (present position)					
		Apr. 2021	Representative Director and Chairman of Marco Polo Inc. (present position)					
	Katsuo Oguri has served as Representative Director of TOKAI CORPORATION, our group company. As we expect him to provide advice on the Group's business from the professional perspectives, we have nominated him as a candidate to continue serving as a Director.							
		Apr. 1980	Joined TOKAI CORPORATION					
		Jan. 2001	Director of Tokai Broadband Communications Co., Ltd.					
	Yasuhiro Fukuda	Oct. 2005	Managing Director of TOKAI Communications Corporation					
	(December 25, 1957)	June 2008	Executive Director of TOKAI Communications Corporation					
	Reelection Tenure as Director	June 2010	Representative Director and Executive Officer of TOKAI Communications Corporation	83,802				
5	11 years and 3 months Attendance at meetings of the	Apr. 2011	Representative Director and Vice President of TOKAI Communications Corporation					
	Board of Directors	Apr. 2011	Director of the Company (present position)					
	12/12 (100%)	Apr. 2013	Representative Director and President of TOKAI Cable Network Corporation					
		Apr. 2018	Representative Director and President of TOKAI Communications Corporation (present position)					
	Reasons, etc. for nomination as c							
	Yasuhiro Fukuda has served as Representative Director of TOKAI Communications Corporation, our group company. As we expect him to provide advice on the Group's business from the professional perspectives, we have nominated							
	him as a candidate to continue se	rving as a Dire	ctor.					

No.	Name (Date of birth)	Career summand signif	Number of the Company's shares owned					
	Mitsuhaya Suzuki (August 21, 1957)	Apr. 1983 May 2008	Joined TOKAI CORPORATION General Manager of Security Net Business Division of TOKAI CORPORATION					
		June 2008	Operating Officer and General Manager of Security Net Business Division of TOKAI CORPORATION					
		Sept. 2010	Operating Officer and in charge of New Business Development Division of TOKAI CORPORATION					
	Reelection Tenure as Director	Apr. 2011	Director, Senior Operating Officer and in charge of New Business Development Division of the Company	24,852				
6	11 years and 3 months  Attendance at meetings of the	Apr. 2012	Director, Senior Operating Officer and in charge of overseas business of the Company					
	Board of Directors 12/12 (100%)	Apr. 2012	Director of TOKAI (Shanghai) Trade & Commerce Co., Ltd.					
		Apr. 2014	Director of the Company (present position)					
		May 2015	Representative Director and Vice President of TOKAI Communications Corporation					
		Apr. 2018	Representative Director and President of TOKAI Cable Network Corporation (present position)					
	Reasons, etc. for nomination as candidate for Director  Mitsuhaya Suzuki has served as Representative Director of TOKAI Cable Network Corporation, our group company.  As we expect him to provide advice on the Group's business from the professional perspectives, we have nominated him as a candidate to continue serving as a Director.							
		Apr. 1964	Joined Fuji Television Network, Inc.					
	Masahiro Sone (July 27, 1940)	June 1995						
		June 1998						
	Reelection		Co., Ltd.					
	Outside	June 2005	Representative Director and President of					
	Independent		Shizuoka Telecasting Co., Ltd.	0				
	Tenure as Director	June 2009	Representative Director and Chairman of Shizuoka Telecasting Co., Ltd.					
	9 years	June 2011	Director and Corporate Counselor of Shizuoka					
7	Attendance at meetings of the Board of Directors		Telecasting Co., Ltd.					
,	11/12 (91.7%)	June 2013	Outside Director of the Company (present position)					
	Reason for nomination as candidate for Outside Director, overview of expected role, etc.  Masahiro Sone participates in decision making from a fair and neutral standpoint as an Outside Director and provides appropriate guidance and advice regarding management. Moreover, he has served as Representative Director of Shizuoka Telecasting Co., Ltd. and has abundant experience and deep insight related to corporate management. As such, we judge that he will reflect his experience and insight in regard to the management of the Group, and we have nominated him as a candidate to continue serving as an Outside Director. If he is elected as an Outside Director, we expect him to provide advice, etc. for increasing corporate value based on his own insight regarding management policy and strategy from a perspective of corporate management.							

No.	Name (Date of birth)		Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company				
		A 1076	Ising distribution Davids 14d	owned			
		Apr. 1976	Joined Shizuoka Bank, Ltd.				
		Nov. 2002	Executive Officer of Shizuoka Bank, Ltd.				
		June 2003	Senior Executive Officer of Shizuoka Bank,				
			Ltd.				
	Masahiro Goto	June 2007	Director and Senior Executive Officer of				
	(July 7, 1952)		Shizuoka Bank, Ltd.				
		June 2010	Representative Director and Senior Managing				
	Reelection		Executive Officer of Shizuoka Bank, Ltd.				
	Outside	June 2012	Representative Director and Vice President of				
	Independent		Shizuoka Bank, Ltd.				
	Tenure as Director	June 2015	Director of Shizuoka Bank, Ltd.				
	4 years	June 2015	Representative Director and Chairman of				
	Attendance at meetings of the		SHIZUGIN BUSINESS CREATE CO., LTD.				
8	Board of Directors	June 2015	Representative Director and Chairman of				
O	12/12 (100%)		SHIZUGIN GENERAL SERVICE CO., LTD.				
		June 2018	Outside Director of the Company (present				
			position)				
		Jan. 2019	Director of Goto Kikaku, Ltd. (present				
			position)				
	appropriate guidance and advice Shizuoka Bank, Ltd. and as the R experience and deep insight relat	regarding mana epresentative I ed to corporate	From a fair and neutral standpoint as an Outside Director of the bank's Group companies, and thereformanagement. As such, we judge that he will reflect part of the bank's Group companies and thereformanagement. As such, we judge that he will reflect part of the bank's Group companies and the such part of the companies and the bank's group and we have pomineted him as a condidate to companies.	Director of re has abundant his experience an			
	appropriate guidance and advice Shizuoka Bank, Ltd. and as the R experience and deep insight relat insight in regard to the managem Outside Director.	regarding mana tepresentative I ed to corporate ent of the Grou	agement. Moreover, he has served as Representative Director of the bank's Group companies, and therefo management. As such, we judge that he will reflect p, and we have nominated him as a candidate to con-	Director of re has abundant his experience and tinue serving as a			
	appropriate guidance and advice Shizuoka Bank, Ltd. and as the R experience and deep insight relat insight in regard to the managem Outside Director. If he is elected as an Outside Director	regarding mana depresentative I ed to corporate ent of the Grou ector, we expec	agement. Moreover, he has served as Representative Director of the bank's Group companies, and therefo management. As such, we judge that he will reflect p, and we have nominated him as a candidate to cont thim to provide advice, etc. for increasing corporate	Director of re has abundant his experience and tinue serving as a			
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	appropriate guidance and advice Shizuoka Bank, Ltd. and as the R experience and deep insight relat insight in regard to the managem Outside Director.  If he is elected as an Outside Director own insight regarding management	regarding mana depresentative I ed to corporate ent of the Grou ector, we expec	agement. Moreover, he has served as Representative Director of the bank's Group companies, and thereformanagement. As such, we judge that he will reflect p, and we have nominated him as a candidate to cont thim to provide advice, etc. for increasing corporate trategy from a perspective of corporate management Joined The Long-Term Credit Bank of Japan,	Director of re has abundant his experience and tinue serving as a			
	appropriate guidance and advice Shizuoka Bank, Ltd. and as the R experience and deep insight relat insight in regard to the managem Outside Director.  If he is elected as an Outside Director own insight regarding management.  Nobuko Kawashima	regarding mana epresentative I ed to corporate ent of the Grou ector, we expec- ent policy and services	agement. Moreover, he has served as Representative Director of the bank's Group companies, and therefo management. As such, we judge that he will reflect p, and we have nominated him as a candidate to cont thim to provide advice, etc. for increasing corporate trategy from a perspective of corporate management Joined The Long-Term Credit Bank of Japan, Limited	Director of re has abundant his experience an atinue serving as a			
	appropriate guidance and advice Shizuoka Bank, Ltd. and as the R experience and deep insight relat insight in regard to the managem Outside Director.  If he is elected as an Outside Director own insight regarding management	regarding mana epresentative I ed to corporate ent of the Grou- ector, we expec- ent policy and s Apr. 1986 Sept. 1987	agement. Moreover, he has served as Representative Director of the bank's Group companies, and therefo management. As such, we judge that he will reflect p, and we have nominated him as a candidate to cont thim to provide advice, etc. for increasing corporate trategy from a perspective of corporate management Joined The Long-Term Credit Bank of Japan, Limited  Joined Dentsu Institute	Director of re has abundant his experience and tinue serving as a			
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	appropriate guidance and advice Shizuoka Bank, Ltd. and as the R experience and deep insight relat insight in regard to the managem Outside Director. If he is elected as an Outside Dire own insight regarding manageme  Nobuko Kawashima (October 27, 1962)  Reelection Outside	regarding mana epresentative I ed to corporate ent of the Grou- ector, we expec- ent policy and s Apr. 1986 Sept. 1987	agement. Moreover, he has served as Representative Director of the bank's Group companies, and thereformanagement. As such, we judge that he will reflect p, and we have nominated him as a candidate to cont thim to provide advice, etc. for increasing corporate trategy from a perspective of corporate management Joined The Long-Term Credit Bank of Japan, Limited Joined Dentsu Institute  Research Fellow at Cultural Policy Research Center of University of Warwick, UK  Full-time Lecturer at Faculty of Economics,	Director of re has abundant his experience an atinue serving as a			
	appropriate guidance and advice Shizuoka Bank, Ltd. and as the R experience and deep insight relat insight in regard to the managem Outside Director. If he is elected as an Outside Dire own insight regarding manageme  Nobuko Kawashima (October 27, 1962)  Reelection Outside Independent	regarding mana epresentative I ed to corporate ent of the Ground ector, we expect ent policy and standard Apr. 1986 Sept. 1987 Sept. 1995 Apr. 1999	agement. Moreover, he has served as Representative Director of the bank's Group companies, and thereformanagement. As such, we judge that he will reflect p, and we have nominated him as a candidate to cont thim to provide advice, etc. for increasing corporate trategy from a perspective of corporate management Joined The Long-Term Credit Bank of Japan, Limited Joined Dentsu Institute  Research Fellow at Cultural Policy Research Center of University of Warwick, UK  Full-time Lecturer at Faculty of Economics, Doshisha University	Director of re has abundant his experience an atinue serving as a			
	appropriate guidance and advice Shizuoka Bank, Ltd. and as the R experience and deep insight relat insight in regard to the managem Outside Director. If he is elected as an Outside Dire own insight regarding manageme  Nobuko Kawashima (October 27, 1962)  Reelection Outside Independent Tenure as Director	regarding mana tepresentative I ed to corporate ent of the Ground ector, we expect ent policy and standard Apr. 1986 Sept. 1987 Sept. 1995	agement. Moreover, he has served as Representative Director of the bank's Group companies, and thereformanagement. As such, we judge that he will reflect p, and we have nominated him as a candidate to cont thim to provide advice, etc. for increasing corporate trategy from a perspective of corporate management. Joined The Long-Term Credit Bank of Japan, Limited. Joined Dentsu Institute. Research Fellow at Cultural Policy Research. Center of University of Warwick, UK. Full-time Lecturer at Faculty of Economics, Doshisha University. Professor at Faculty of Economics, Doshisha	Director of re has abundant his experience an atinue serving as a			
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Notes:

- 1. Masahiro Sone, Masahiro Goto and Nobuko Kawashima are candidates for Outside Director.
- 2. There is no special interest between any of the candidates and the Company.
- 3. Masahiro Sone currently serves as Outside Director of the Company, and as of the conclusion of this Ordinary General Meeting of Shareholders, he will have served as Outside Director for nine (9) years.
- 4. Masahiro Goto currently serves as Outside Director of the Company, and as of the conclusion of this Ordinary General Meeting of Shareholders, he will have served as Outside Director for four (4) years.
- Nobuko Kawashima currently serves as Outside Director of the Company, and as of the conclusion of this Ordinary General Meeting of Shareholders, she will have served as Outside Director for one (1) year.

- 6. The Company has designated and registered Masahiro Sone, Masahiro Goto and Nobuko Kawashima as Independent Officers as stipulated by the Tokyo Stock Exchange. If the election of the said candidates is approved, the Company plans for their designation as Independent Officers to continue.
- 7. The Company has entered into a directors and officers liability insurance policy as provided by Article 430-3, paragraph 1 of the Companies Act with an insurance company. The policy covers losses that may arise in cases where the insured, which includes Directors of the Company, assumes liability incurred in the course of the performance of their duties or claims pertaining to the pursuit of such liability. If each candidate is elected and assumes office as Director, they will be included within the insureds under this insurance policy. Moreover, when the policy is renewed, the Company plans to renew the policy with the same terms.
- 8. Nobuko Kawashima is the name that Ms. Kawashima uses professionally. We have used the same name, as it is widely known. However, her name in her family register is Nobuko Yokoyama.

[Reference] Skills Matrix of Directors and Audit and Supervisory Board Members (In the Case Where All Director

Candidates Are Elected at the General Meeting of Shareholders)

		Corporate Manage- ment	Finance/ Account- ing	Legal/ Compli- ance and Risk Manage- ment	Inter- national	DX	Sustain- ability	HR/ HR Develop- ment	Sales/ Market- ing
Director									
Representative Director, President and CEO	Katsuhiko Tokita	•		•	•	•	•	•	•
Representative Director and Senior Operating Officer	Junichi Yamada	•	•	•			•	•	
Representative Director and Senior Operating Officer	Toshinori Nakamura	•	•	•			•		
Director	Katsuo Oguri	•			•		•	•	•
Director	Yasuhiro Fukuda	•	•	•	•	•	•	•	•
Director	Mitsuhaya Suzuki	•			•	•	•	•	•
Outside Director	Masahiro Sone	•			•		•	•	•
Outside Director	Masahiro Goto	•	•	•			•	•	•
Outside Director	Nobuko Kawashima				•		•	•	
Audit & Supervisory Board Member									
Standing Audit and Supervisory Board Member	Takafumi Murata	•	•					•	•
Outside Audit & Supervisory Board Member	Kenji Tateishi		•	•			•		
Outside Audit & Supervisory Board Member	Jiro Amagai	•	•		•			•	•
Outside Audit & Supervisory Board Member	Yoshio Itou	•	•	•				•	•

Note: The above list does not represent all of the knowledge possessed by each person.