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Securities code: 9729

June 7, 2023

(Start of electronic provision: June 5, 2023)

To Shareholders with Voting Rights:

Koji Onogi President & Representative Director Tokai Corp. 9-16 Wakamiya-cho Gifu-city, Gifu, Japan

Notice of the 68th Annual General Meeting of Shareholders

In convening this General Meeting of Shareholders, the Company has taken electronic provision measures, which provide information for the General Meeting of Shareholders (the "matters subject to electronic provision measures") in electronic format, and has posted this information on the following websites on the Internet under "Notice of the 68th Annual General Meeting of Shareholders." Please access either of the following websites to review the information.

Website for general shareholders meeting materials (in Japanese only)

https://d.sokai.jp/9729/teiji/

In addition to the website shown above, the Company also has posted this information on the website of Tokyo Stock Exchange (TSE). To view the information, please access the TSE website (Listed Company Search), input the issue name (company name) or securities code (9729), and click "Search", and then click "Basic information," and select "Documents for public inspection/PR information," "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting".

TSE website (Listed Company Search):

https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

1. Date and Time: Thursday, June 29, 2023 at 10 a.m. Japan time

2. Place: Conference Room on the 7th Floor, Main Office of the Company

9-16 Wakamiya-cho, Gifu-city, Gifu

3. Meeting Agenda:

Matters to be reported: 1. Business Report and Consolidated Financial Statements for the 68th

term (from April 1, 2022 to March 31, 2023), and results of audits on the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

the Addit and Supervisory Committee

2. Non-consolidated Financial Statements for the 68th term (from April 1, 2021 to March 31, 2023)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Eight (8) Directors (Excluding Directors Who Are Audit

and Supervisory Committee Members)

Proposal 3: Election of One (1) Director Who is an Audit and Supervisory

Committee Member

If you are unable to attend the meeting, you may exercise your voting rights in writing, via the Internet, or other means. Please review the Reference Documents for the General Meeting of Shareholders in the matters subject to electronic provision measures and exercise your voting rights by 5:30 p.m. on Wednesday, June 28, 2023.

- The paper copy sent to shareholders (excluding those who made a request for delivery of documents) includes only part of the Reference Documents for the General Meeting of Shareholders and the Business Report. The numbers including section numbers in the paper copy are the same as those in the matters subject to the electronic provision measures. Therefore, please be advised that those numbers in the paper copy are not consecutively numbered.
- If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.
- Among the matters subject to electronic provision measures, the following matters will not be provided in the paper copy to shareholders who made a request for delivery of documents in accordance with the provisions of laws and regulations and Article 19, Paragraph 2 of the Articles of Incorporation of the Company. Accordingly, the paper copy to be delivered to shareholders who made a request for delivery of documents constitutes only part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in preparation of audit reports.
 - (1) Consolidated Statements of Changes in Equity and Notes to Consolidated Financial Statements, which constitute the Consolidated Financial Statements
 - (2) Non-consolidated Statements of Changes in Equity and Notes to Non-consolidated Financial Statements, which constitute the Non-consolidated Financial Statements

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Matters concerning year-end dividends

The Company has set out its dividend policy with a view to increasing the corporate value and maximizing the shareholder value. The basic guideline of the policy is to secure internal reserves as investment funds for business growth and at the same time distribute profits to shareholders through payment of stable dividends commensurate with operating results with a target dividend payout ratio of 35%.

Along this policy and based on the operating results, etc., the Company proposes to pay year-end dividends of 39 yen per share of its common stock. Accordingly, the annual dividends, including the interim dividends, will amount to 60 yen per share of its common stock.

It is proposed that the year-end dividends for the fiscal year under review be paid as follows:

- (1) Type of assets distributed as dividends Cash
- (2) Matters concerning the allotment of dividend property and the total amount thereof 39 yen per share of common stock of the Company Total amount of dividends: 1,373,838,102 yen
- (3) Effective date of distribution of surplus June 30, 2023

Note: The Company resolved at the Board of Directors meeting held on November 7, 2022 to change the basic policy on profit distribution. Aiming to further enhance shareholder returns, the Company has raised its target payout ratio from 25% to 35%.

Proposal 2: Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members).

Note that the Audit and Supervisory Committee has considered this proposal and concluded that it has no objections.

	Name		Current positions	Years in	Attendance at the meetings held during the 68th term		
No.			at the Company	service as Director	Board of Directors	Nomination and Compensation Committee	
1	Koji Onogi (Male) [Reappointment]		President & Representative Director	41 years	17/17 times (100%)	3/3 times (100%)	
2	Toshiaki Asai (Male) [Reappointment]		Senior Managing Director & Representative Director			3/3 times (100%)	
3	Motoaki Shiraki	(Male) [Reappointment]	Senior Managing Director	r Managing Director 11 years		_	
4	Akiyoshi Hirose	(Male) [Reappointment]	Director	9 years	17/17 times (100%)	_	
5	Eiko Matsuno	(Female) [Reappointment]	Director	4 years	17/17 times (100%)	_	
6	Tomoyoshi Asano	(Male) [Reappointment]	Director	1 year	12/12 times (100%)	_	
7	Takashi Ori	(Male) [Reappointment] [Outside] [Independent]	Director	1 year	12/12 times (100%)	3/3 times (100%)	
8	Haruo Kawamura	(Male) [Reappointment] [Outside] [Independent]	Director	1 year	12/12 times (100%)	3/3 times (100%)	

Note:

The attendance of meetings of Mr. Tomoyoshi Asano, Mr. Takashi Ori, and Mr. Haruo Kawamura in the table above shows the attendance of the meetings that they attended after the assumption of office as Directors on June 29, 2022.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

No.	Name (Date of birth)	Care	Number of shares of the Company held	
1	Koji Onogi (February 16, 1955) [Reappointment]	 Chairman & Re Corp. Chairman & Re Ltd. President of ON President of Ass 	Joined the Company Director of the Company Managing Director of the Company Senior Managing Director of the Company Vice President & Director of the Company Vice President & Representative Director of the Company President & Representative Director of the Company President & Representative Director of the Company (current position) Interest positions] Representative Director of Tokai Corp. (Shikoku) presentative Director of SAN SHINGU TOKAI presentative Director of Japan Intelligence Mart Co., GOGI Science and Technology Foundation sociation of Care Goods Providers an Hospital Bedding Association	1,124,536

[Reason for nomination as candidate for Director and outline of expected roles]

The Company has renominated him as a candidate for Director as it expects that he will continue to lead management toward the sustained enhancement of corporate value for the entire Group and contribute to strengthening important decision-making and supervision functions of the Board of Directors, based on his extensive operational experience as a corporate manager and his broad knowledge of the Group's businesses as a whole.

No.	Name (Date of birth)	Car	Number of shares of the Company held	
2	Toshiaki Asai (January 24, 1964) [Reappointment]	March 1986 April 2006 April 2013 October 2013 April 2017 June 2017 June 2019 June 2020 June 2022	Joined the Company General Manager, Sales Department (Eastern Region), Hospital Business Division of the Company Deputy Division Director, Hospital Business Division of the Company Corporate Officer, Division Director, Bedding & Linen Supply Business Division of the Company Corporate Officer, Division Director, Hospital Business Division of the Company Director, Division Director, Hospital Business Division of the Company Managing Director, Division Director, Hospital Business Division of the Company Senior Managing Director, in charge of sales, of the Company Senior Managing Director & Representative Director, in charge of internal control, business management, and business affairs management, of	18,348
			the Company (current position)	

The Company has renominated him as a candidate for Director as it expects that he will continue to demonstrate excellent leadership in the realization of management policies and strategies and contribute to the strengthening of important decision-making and supervision functions of the Board of Directors that gives due consideration to the coordination of the various business domains and the profits of the Group as a whole, based on his extensive operational experience as a corporate manager and his broad knowledge of the Group's businesses as a whole.

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions				
3	Motoaki Shiraki (January 16, 1959) [Reappointment]	November 1988 April 2001 April 2003 April 2007 June 2012 June 2014 April 2017 July 2019 April 2020 June 2020		Company held 22,241			
	• President & Representative Director of Tokai Corp. (Shikoku) [Reason for nomination as candidate for Director and outline of expected roles] The Company has renominated him as a candidate for Director as it expects that he will continue to take a leading role in the reinforcement of sales of the Group and contribute to the strengthening of important decision-making and supervision functions of the Board of Directors that gives due consideration to the coordination of the various business domains and the profits of the Group as a whole, based on his extensive experience, track record, and knowledge of the Company's elderly care and hospital businesses.						
	-	March 1981 April 1997 April 2005	Joined the Company General Manager, SA Business Department, L.E.C. Business Division of the Company Corporate Officer of the Company and President & Representative Director of T-assist Co., Ltd.				

		March 1981	Joined the Company		
		April 1997	General Manager, SA Business Department,		
			L.E.C. Business Division of the Company		
		April 2005	Corporate Officer of the Company and President &		
			Representative Director of T-assist Co., Ltd.		
	Akiyoshi Hirose	April 2009	Corporate Officer, Division Director, LEASEKIN		
	(May 27, 1958)		Business Division of the Company	24.450	
	•	June 2014	Director, Division Director, L.E.C. Business	24,470	
	[Reappointment]		Division of the Company		
4	. 11	June 2022	Director, in charge of environment business and		
			Division Director, L.E.C. Business Division of the		
			Company (current position)		
		[Significant cor	[Significant concurrent position]		
		• President & F			

The Company has renominated him as a candidate for Director as it expects that he will continue to contribute to further business development in the Group's environment services and the strengthening of important decision-making and supervision functions of the Board of Directors, based on his extensive experience, track record, and knowledge of the Group's LEASEKIN and cleaning businesses.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Eiko Matsuno (April 30, 1963) [Reappointment]		Joined Tanpopo Pharmacy Co., Ltd. General Manager, Business Division of Tanpopo Pharmacy Co., Ltd. Corporate Officer, Deputy Division Director, Business Division of Tanpopo Pharmacy Co., Ltd. Director, Deputy Division Director, Business Division of Tanpopo Pharmacy Co., Ltd. Director, Division Director, Pharmacy Division of Tanpopo Pharmacy Co., Ltd. President & Representative Director of Tanpopo Pharmacy Co., Ltd. Director, in charge of the pharmaceutical prescription business, of the Company and President & Representative Director of Tanpopo Pharmacy Co., Ltd. (current position) current position] epresentative Director of Tanpopo Pharmacy Co., Ltd.	12,870

The Company has renominated her as a candidate for Director as it expects that she will continue to contribute to further business development in the Group's pharmaceutical prescription services and the strengthening of important decision-making and supervision functions of the Board of Directors, based on her extensive experience, track record, and knowledge of the Group's pharmaceutical prescription services.

No.	Name (Date of birth)	Ca	reer summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Tomoyoshi Asano (February 13, 1962) [Reappointment]	March 1984 April 2005 July 2006 October 2007 April 2008 April 2009 June 2010 July 2010 July 2017 June 2022	Joined the Company General Manager, Food Services Business Section, Hospital Business Division of the Company General Manager, Sales Department (Midwestern Region), Hospital Business Division of the Company General Manager, Planning Department, Hospital Business Division of the Company General Manager, Surgical Linen Department, Hospital Business Division of the Company General Manager, Sales Planning Department, Hospital Business Division of the Company General Manager, Sales Planning Department, Hospital Business Division of the Company and Senior Managing Director & Representative Director of TOKAI FOODS Co., Ltd. Corporate Officer, in charge of Food Services Business of the Company and Senior Managing Director & Representative Director of TOKAI FOODS Co., Ltd. Corporate Officer, in charge of Food Services Business, of the Company and President & Representative Director of TOKAI FOODS Co., Ltd. Corporate Officer, Division Director and Lead of Sales Promotion of Eastern Region, Hospital Business Division (Eastern Region) of the Company Director, in charge of healthy lifestyle business and Division Director, Hospital Business Division of the Company (current position)	24,642

The Company has nominated him as a candidate for Director as it expects that he will continue to contribute to further business development in the Group's healthy lifestyle services and the strengthening of important decision-making and supervision functions of the Board of Directors, based on his achievement in expansion of business through sales strategy and business operation and others in the Company's Hospital Business and Food Services Business.

	Name Career summary, positions, responsibilities,					
No.			shares of the			
	(Date of birth)	:	Company held			
7	Takashi Ori (November 11, 1948) [Reappointment] [Outside] [Independent]	April 1971 June 1993 June 1994 June 1995 June 1997 June 2000 June 2004 June 2010 June 2013 June 2014 June 2015 July 2015 March 2019 June 2022 [Significant conc	Joined The Juroku Bank, Ltd. General Manager, Securities Division of The Juroku Bank, Ltd. General Manager, HR Division of The Juroku Bank, Ltd. Director, General Manager, Head Office of The Juroku Bank, Ltd. Managing Director of The Juroku Bank, Ltd. Senior Managing Director of The Juroku Bank, Ltd. President and Director of Juroku Lease Company Limited President and Director of Juroku DC Card Co., Ltd. and Juroku JCB Co., Ltd. (merged and changed its commercial name to Juroku Card Co. Ltd. in April 2014) President and Director of Juroku Research Institute Co., Ltd. Advisor of Juroku Card Co., Ltd. Advisor of Juroku Research Institute, Co., Ltd. Representative Director of Office TO-RESEARCH Co., Ltd. (current position) Chairman, Representative Director of ANC Japan Co., Ltd. (current position) Outside Director of the Company (current position)	Company held 0		
	[Reason for nomination The Company has non- contribute to the Comp- important decision-mak a corporate manager in gained from the experie	strengthening of ast experience as				
8	Haruo Kawamura (December 3, 1957) [Reappointment] [Outside] [Independent]	April 1980 December 1987 November 1998 October 2001 March 2003 June 2007 June 2022	Joined The Bank of Tokyo, Ltd. (present MUFG Bank, Ltd.) Joined Goldman Sachs Japan Co., Ltd. Managing Director of Goldman Sachs Japan Co., Ltd. Managing Director of Morgan Stanley Japan Limited Representative Director of CAS Capital, Inc. (current position) Outside Director of Bourbon Corporation Outside Director of the Company (current position)	0		

[Significant concurrent position]

Representative Director of CAS Capital, Inc.

The Company has nominated him as a candidate for Outside Director as it expects that he will continue to contribute to the Company's investment plans through objective advice backed by his profound knowledge in domestic and foreign economic policies and financial conditions and the strengthening of important decision-making and supervision functions of the Board of Directors, based on his vast knowledge and experience as a fund manager.

- Notes: 1. Mr. Koji Onogi serves concurrently as Chairman & Representative Director of Japan Intelligence Mart Co., Ltd. and Chairman & Representative Director of SAN SHINGU TOKAI Corp. and the Company has business relationships with these companies in the areas of purchase and sale of products. There are no special interests between the Company and the other candidates.
 - 2. Mr. Takashi Ori and Mr. Haruo Kawamura are candidates for Outside Directors.
 - 3. The Company has reported Mr. Takashi Ori and Mr. Haruo Kawamura as independent officers with no potential conflicts of interest with general shareholders to the Tokyo Stock Exchange. Mr. Ori had served as President and Director of Juroku Card Co., Ltd. until June 2014, and currently serves as Chairman, Representative Director of ANC Japan Co., Ltd. The two companies have business transactions, etc. with the Company. Business transactions between the Company with Juroku Card Co., Ltd. include those in payment settlement, and with ANC Japan Co., Ltd. include those in contribution to travel and transportation expenses for overseas inspections. Transactions with each company accounted for less than 0.1% of the sum of cost of sales and selling, general and administrative expenses of the Company for the fiscal year ended March 31, 2023. Furthermore, the transactions with the Company were extremely small and accounted for less than 0.2% of the revenue of Juroku Card Co., Ltd., and less than 0.6% of the revenue of ANC Japan Co., Ltd. in the most recent fiscal year.
 - 4. Mr. Takashi Ori and Mr. Haruo Kawamura are currently Outside Directors of the Company and their terms of office as Outside Directors will be one (1) year at the conclusion of this General Meeting of Shareholders.
 - 5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with Mr. Takashi Ori and Mr. Haruo Kawamura to limit the liability for damages under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability will be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that the duties were executed in good faith and without gross negligence. The Company plans to renew the agreement with them, after they are reappointed as Outside Directors.
 - 6. The Company has entered into a directors and officers liability insurance contract with an insurance company with the Directors and Audit and Supervisory Committee Members of the Company and its subsidiaries, and the Corporate Officers of the Company as the insured, pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act. The insurance contracts cover legal damages and litigation expenses that the insured may incur if payment for damages is demanded to them. The candidates will be included in the insured after they are appointed as Directors. The applicable insurance contracts are expected to be renewed with the same conditions at the time of the next contract renewal.

Proposal 3: Election of One (1) Director Who is an Audit and Supervisory Committee Member

The term of office of Mr. Hiroshi Uno, Director who is an Audit and Supervisory Committee Member will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of one (1) Director who is an Audit and Supervisory Committee Member.

The submission of this proposal to this General Meeting of Shareholders has been approved in advance by the Audit and Supervisory Committee.

Note that Audit and Supervisory Committee members have considered this proposal and concluded that they have no objections.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows.

No.	Name (Date of birth)	Care	Number of shares of the Company held	
1	Hiroshi Uno (May 1, 1953) [Reappointment] [Outside] [Independent]	April 1977 August 2005 June 2007 October 2007 November 2013 February 2015 September 2018 June 2019 [Significant concurresident & Repres	Joined Ministry of Health and Welfare (currently Ministry of Health, Labour and Welfare) Principle, Social Insurance College of Social Insurance Agency Chief Director General of Social Insurance Agency Executive Director, Japan College of Social Work Consultant, Sumitomo Life Insurance Company President & Representative Director of Hitsuji- kikaku (current position) Auditor of Souchikai Medical Corporation Association (current position) Outside Director (Audit and Supervisory Committee Member) of the Company (current position) urrent position] esentative Director of Hitsuji-kikaku	0

[Reason for nomination as candidate for Director and outline of expected roles]

The Company has renominated him as a candidate for Director who is an Audit and Supervisory Committee Member as it expects that he will continue to provide the Company with useful advice on management policy and on improving management efficiency. This is because he is expected to supervise overall management from an objective perspective that takes into account laws and regulations and other matters for the entire corporate community based on his many years of experience serving in the Ministry of Health, Labour and Welfare, and is highly knowledgeable in the healthy lifestyle field, which is the core of our business.

Notes: 1. There are no special interests between the Company and the candidate.

- 2. Mr. Hiroshi Uno is a candidate for Outside Director.

 The Company has reported him as an independent officer with no potential conflicts of interest with general shareholders to the Tokyo Stock Exchange.
- 3. Mr. Hiroshi Uno is currently Outside Director who is an Audit and Supervisory Committee Member of the Company and his term of office as Outside Director who is an Audit and Supervisory Committee Member will be four (4) years at the conclusion of this General Meeting of Shareholders.
- 4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with Mr. Hiroshi Uno to limit the liability for damages under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability will be the minimum liability amount stipulated in the provisions of Article 425, Paragraph 1 of the Companies Act, provided that the duties were executed in good faith and without gross negligence. The Company plans to renew the agreement with Mr. Hiroshi Uno, after he is reappointed as Director who is an Audit and Supervisory Committee Member.
- 5. The Company has entered into a directors and officers liability insurance contract with an insurance company with the Directors and Audit and Supervisory Committee Members of the Company and

its subsidiaries, and the Corporate Officers of the Company as the insured, pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act. The insurance contracts cover legal damages and litigation expenses that the insured may incur if payment for damages is demanded to them. Mr. Hiroshi Uno will be included in the insured after he is appointed as Director who is an Audit and Supervisory Committee Member. The applicable insurance contracts are expected to be renewed with the same conditions at the time of the next contract renewal.

(Reference) Audit and Supervisory Committee Members after the resolution of this proposal (planned)

1	Name	Significant concurrent positions	Attendance at the Board of Directors Nomination and Compensation Committee / Audit and Supervisory Committee meetings held during th 68th term		
Toshimitsu Muraki	(Male) (Incumbent) Full-Time Audit and Supervisory Committee Member	-	Board of Directors meeting: Audit and Supervisory Committee meeting:	17/17 times (100%) 10/10 times (100%)	
Shu Kawazoe	(Male) (Incumbent) [Outside] [Independent]	_	Board of Directors meeting: Nomination and Compensation Committee meeting: Audit and Supervisory Committee meeting:	17/17 times (100%) 3/3 times (100%) 13/13 times (100%)	
Hiroshi Uno	(Male) [Reappointment] [Outside] [Independent]		Board of Directors meeting: Nomination and Compensation Committee meeting: Audit and Supervisory Committee meeting:	17/17 times (100%) 3/3 times (100%) 13/13 times (100%)	

Note: Of the Board of Directors meeting held during the fiscal year under review, Mr. Toshimitsu Muraki attended five (5) meetings as a Director (Excluding Director Who is an Audit and Supervisory Committee Member) and twelve (12) meetings as a Director Who is an Audit and Supervisory Committee Member.

(Reference) Skills Matrix of Directors

	Name of Directors	Sex	Independence	Corporate management	Sales promotion	Cost management	Talent development	Finance and accounting	Internal control and compliance	New business development	DX strategy
	Koji Onogi	Male		0			0	0		0	
	Toshiaki Asai	Male		0					0	0	0
	Motoaki Shiraki	Male			0	0	0		0		
Directors	Akiyoshi Hirose	Male			0	0				0	
ctors	Eiko Matsuno	Female				0	0		0		
	Tomoyoshi Asano	Male				0	0		0		
	Takashi Ori	Male	Independent	0	0			0			
	Haruo Kawamura	Male	Independent	0				0		0	
Audit a Commi	Toshimitsu Muraki	Male				0		0	0		
Audit and Supervisory Committee Members	Shu Kawazoe	Male	Independent	0		0			0		
	Hiroshi Uno	Male	Independent	0			0		0		

Notes:1. The candidates who are considered to satisfy the criteria of "Corporate management" category are the ones who have substantial experience in corporate management as Representative Director of the Company or other companies (excluding companies in the Group)

^{2.} The above chart presents at a maximum of four key areas in which each Director is expected to have expertise. It does not imply that a candidate does not possess knowledge of the unmarked areas.