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Securities Code: 3167

June 8, 2026

Start date of measures for electronic provision: June 3, 2026

To our shareholders:

Katsuo Oguri
President and CEO
TOKAI Holdings Corporation
2-6-8 Tokiwa-cho, Aoi-ku, Shizuoka City, Shizuoka
Prefecture, Japan

NOTICE OF THE 15TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are hereby notified that the 15th Ordinary General Meeting of Shareholders of TOKAI Holdings Corporation (the “Company”) will be held as described below.

When the Company convenes the General Meeting of Shareholders, it takes measures for providing information in an electronic format and posts the items subject to these measures on the Company’s website below as the “Notice of the 15th Ordinary General Meeting of Shareholders.”

The Company’s website:

<https://www.tokaiholdings.co.jp/ir/library/meeting.html> (in Japanese)

The materials will also be posted to the following website.

• Tokyo Stock Exchange (TSE) website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

After you access the TSE website, please enter the company name or its securities code and then search. Next, under “Basic Information,” select “Basic Information” and then select “Documents for public inspection/PR information.”

• Website for posted informational materials for the General Meeting of Shareholders:

<https://d.sokai.jp/3167/teiji/> (in Japanese)

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 Guidance on the Exercising of Voting Rights and 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 Wednesday, June 24, 2026 (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 Wednesday, June 24, 2026 (JST).

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

Please access the voting website (<https://www.web54.net> (in Japanese)), and enter your approval or disapproval of each proposal no later than 5:45 p.m. on Wednesday, June 24, 2026 (JST).

- 1. Date and Time:** Thursday, June 25, 2026 at 10:00 a.m. (JST) (Reception will begin at 9:00 a.m.)
- 2. 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 15th Term (from April 1, 2025 to March 31, 2026), 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 15th Term (from April 1, 2025 to March 31, 2026)

Matters to be resolved:

- Proposal 1:** Distribution of dividends of surplus
- Proposal 2:** Election of nine (9) Directors

1. If revisions to the items subject to measures for electronic provision arise, the Company will post the revisions and the details of the items before and after the revisions on the above websites.
2. If attending in person, please bring your voting form with you and present it at the reception.
3. Shareholders who request paper-based documents will also receive a document describing matters subject to measures for electronic provision. The document will be prepared in accordance with laws and regulations and the provisions of Article 16 of the Company’s Articles of Incorporation, except for the items below.

Therefore, the Consolidated Financial Statements and Non-Consolidated Financial Statements provided in the 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.

- “The Internal Control system to ensure the appropriateness of operations in a company group” from the Business Report
- “Statement of Changes in Consolidated Shareholders’ Equity” and “Notes to Consolidated Financial Statements” from Consolidated Financial Statements
- “Statement of Changes in Non-Consolidated Shareholders’ Equity” and the “Notes to Non-Consolidated Financial Statements” from Non-consolidated Financial Statements

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
19 yen per common share of the Company. Total amount of dividends: 2,461,131,275 yen.
- (3) Effective date of distribution of dividends of surplus
June 26, 2026

Proposal 2: 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 election of nine (9) Directors, comprising the reelection of eight (8) Directors and the new election of one (1) Director.

The candidates for Directors are as follows:

No.	Name	Current position and responsibilities in the Company	Attributes
1	Katsuo Oguri	Representative Director, President and CEO	Reelection
2	Toshinori Nakamura	Executive Operating Officer, General Manager of Human Resources & Finance Strategy Division	New election
3	Mitsugu Hamazaki	Director	Reelection
4	Tsuyoshi Takahashi	Director	Reelection
5	Koji Iwamoto	Director	Reelection
6	Nobuko Kawashima	Director	Reelection Outside Independent
7	Ryoko Ueda	Director	Reelection Outside Independent
8	Hiroshi Tsunemine	Director	Reelection Outside Independent
9	Tomohisa Imada	Director	Reelection Outside Independent

New election: New candidate for Director

Reelection: Candidate for reelection as Director

Outside: Candidate for Outside Director

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

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Katsuo Oguri (February 10, 1959)</p> <p style="text-align: center;">Reelection Tenure as Director 11 years Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p>Apr. 1982 Joined TOKAI CORPORATION</p> <p>Apr. 1995 Head of Chuen Branch of TOKAI CORPORATION</p> <p>June 2008 Operating Officer of TOKAI CORPORATION</p> <p>Apr. 2011 Managing Director of TOKAI CORPORATION</p> <p>Apr. 2015 Representative Director and Vice President of TOKAI CORPORATION</p> <p>Apr. 2015 Executive Operating Officer of the Company</p> <p>Apr. 2015 Representative Director and Chairman of Energy Line Corporation</p> <p>Apr. 2015 Representative Director and President of JOYNET Co., Ltd.</p> <p>June 2015 Director of the Company</p> <p>Apr. 2016 Representative Director and President of TOKAI CORPORATION</p> <p>Sept. 2019 Representative Director and Chairman of Nissan Tri Star Construction, Inc.</p> <p>Apr. 2021 Representative Director and Chairman of Marco Polo Inc.</p> <p>Sept. 2022 Representative Director, President and CEO of the Company (present position)</p>	55,250
<p>Reasons, etc. for nomination as candidate for Director</p> <p>Katsuo Oguri has served as Representative Director and President of TOKAI CORPORATION and as Representative Director, President and CEO of the Company, 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.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p>Toshinori Nakamura (November 10, 1969)</p> <p>New election Tenure as Director – years Attendance at meetings of the Board of Directors –/– (–%)</p>	<p>Apr. 1993 Joined TOKAI CORPORATION</p> <p>Apr. 2009 General Manager of Corporate Accounting Division of TOKAI Communications Corporation</p> <p>May 2018 In charge of Corporate Management Division and Corporate Accounting Division, and General Manager of Corporate Accounting Division of the Company</p> <p>Apr. 2019 Operating Officer, in charge of Corporate Management Division and Corporate Accounting Division, and General Manager of Corporate Accounting Division of the Company</p> <p>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</p> <p>Apr. 2020 Director, Senior Operating Officer and General Manager of Corporate Management Division of the Company</p> <p>June 2021 Representative Director, Senior Operating Officer and General Manager of Corporate Management Division of the Company</p> <p>Apr. 2025 Executive Operating Officer, General Manager of Human Resources Strategy Division</p> <p>Apr. 2026 Executive Operating Officer, General Manager of Human Resources & Finance Strategy Division (present position)</p>	15,385
<p>Reasons, etc. for nomination as candidate for Director</p> <p>Toshinori Nakamura has served as a person in charge of Corporate Accounting Division, and as General Manager of the Corporate Management Division, General Manager of Human Resources Strategy 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 serve as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p data-bbox="344 499 531 560">Mitsugu Hamazaki (October 23, 1959)</p> <p data-bbox="344 595 531 685">Reelection Tenure as Director 3 years</p> <p data-bbox="292 696 584 779">Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p data-bbox="612 264 1241 1014"> Apr. 1982 Joined TOKAI CORPORATION Feb. 2004 Representative Director and President of Bouquet TOKAI Corporation Jan. 2009 Representative Director and President of TOKAI City Service Corporation Apr. 2013 Managing Director of TOKAI CORPORATION Apr. 2015 Senior Managing Director of TOKAI CORPORATION Apr. 2019 Director and Vice President of TOKAI GAS CORPORATION Apr. 2021 Executive Operating Officer of the Company Apr. 2022 Representative Director and President of TOKAI GAS CORPORATION Apr. 2023 Representative Director and President of TOKAI CORPORATION (present position) Apr. 2023 Representative Director and Chairman of Nissan Tri Star Construction, Inc. (present position) Apr. 2023 Representative Director and Chairman of Marco Polo Inc. June 2023 Representative Director and President of JOYNET Co., Ltd. (present position) June 2023 Director of the Company (present position) </p>	37,082
<p data-bbox="276 1021 1426 1142"> Reasons, etc. for nomination as candidate for Director Mitsugu Hamazaki 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. </p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
4	<p>Tsuyoshi Takahashi (December 21, 1964)</p> <p>Reelection Tenure as Director 2 years Attendance at meetings of the Board of Directors 13/13 (100%)</p>	July 1992	Joined TOKAI Communications Corporation	4,000
		Apr. 2007	General Manager of Planning and Development Department, Communication Services Head Quarters of TOKAI Communications Corporation	
		Apr. 2014	General Manager of Service Innovation Division of TOKAI Communications Corporation	
		June 2016	Director of TOKAI Communications Corporation	
		Apr. 2021	Managing Director of TOKAI Communications Corporation	
		Apr. 2023	Representative Director and Executive Officer of TOKAI Communications Corporation	
		Apr. 2024	Representative Director and President of TOKAI Communications Corporation (present position)	
		Apr. 2024	Executive Operating Officer of the Company	
		June 2024	Director of the Company (present position)	
<p>Reasons, etc. for nomination as candidate for Director</p> <p>Tsuyoshi Takahashi 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 serving as a Director.</p>				
5	<p>Koji Iwamoto (November 30, 1966)</p> <p>Reelection Tenure as Director 1 year Attendance at meetings of the Board of Directors 10/10 (100%)</p>	Jan. 1990	Joined TOKAI CORPORATION	15,092
		Oct. 2004	General Manager of Sales Department, ADSL Business Division of TOKAI Communications Corporation	
		Apr. 2012	Director of TOKAI Cable Network Corporation	
		Apr. 2018	Director and General Manager of Broadcasting Division of TOKAI Cable Network Corporation	
		Apr. 2019	Managing Director of TOKAI Cable Network Corporation	
		Apr. 2021	Executive Officer of the Company	
		Apr. 2022	Senior Managing Director of TOKAI Cable Network Corporation	
		Apr. 2022	Managing Executive Officer of the Company	
		Apr. 2025	Executive Operating Officer of the Company	
		Apr. 2025	Representative Director and President of TOKAI Cable Network Corporation (present position)	
		June 2025	Director of the Company (present position)	
<p>Reasons, etc. for nomination as candidate for Director</p> <p>Koji Iwamoto 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.</p>				

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Nobuko Kawashima (October 27, 1962) Reelection Outside Independent Tenure as Director 5 years Attendance at meetings of the Board of Directors 12/13 (92.3%)	Apr. 1986 Joined The Long-Term Credit Bank of Japan, Limited Sept. 1987 Joined Dentsu Institute Sept. 1995 Research Fellow at Cultural Policy Research Center of University of Warwick, UK Apr. 1999 Full-time Lecturer at Faculty of Economics, Doshisha University Apr. 2004 Professor at Faculty of Economics, Doshisha University (present position) June 2016 External Director of Takara Bio Inc. (present position) June 2021 Outside Director of the Company (present position)	0
Reason for nomination as candidate for Outside Director, overview of expected role, etc. Nobuko Kawashima has never in the past been involved in the management of a company except as an outside officer. However, she has served as a professor of Doshisha University Faculty of Economics and has expert academic knowledge. We judge that she will participate in decision making from a fair and neutral standpoint as an Outside Director and provide appropriate guidance and advice regarding management, and we have therefore nominated her as a candidate to continue serving as an Outside Director. If she is elected as an Outside Director, we expect her to provide advice, etc. for increasing corporate value based on her own insight regarding management policy and strategy from the perspective of a university professor.			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	<p style="text-align: center;">Ryoko Ueda (February 25, 1973)</p> <p style="text-align: center;">Reelection Outside Independent Tenure as Director 3 years Attendance at meetings of the Board of Directors 11/13 (84.6%)</p>	<p>Oct. 2001 Joined Mizuho Securities Co., Ltd.</p> <p>Apr. 2002 Seconded to Japan Investor Relations and Investor Support, Inc.</p> <p>July 2008 Transferred to Japan Investor Relations and Investor Support, Inc.</p> <p>Nov. 2013 Special Research Fellow of Financial Research Center of Financial Services Agency</p> <p>Nov. 2017 Seconded to Mizuho International plc (London)</p> <p>Nov. 2019 Senior Researcher of Japan Investor Relations and Investor Support, Inc. (present position)</p> <p>Feb. 2020 External Director of Money Forward, Inc.</p> <p>Apr. 2022 Member of the Certified Public Accountants and Auditing Oversight Board (present position)</p> <p>June 2022 Outside Director of Hirata Corporation (present position)</p> <p>June 2022 Professor of SBI Graduate School (present position)</p> <p>Oct. 2022 Visiting Professor of National University Corporation, Kyoto University (present position)</p> <p>June 2023 Outside Director of the Company (present position)</p> <p>June 2024 Outside Director of KOEI CHEMICAL COMPANY, LIMITED (present position)</p> <p>June 2025 Outside Director of Eisai Co., Ltd. (present position)</p>	1,000
<p>Reason for nomination as candidate for Outside Director, overview of expected role, etc.</p> <p>Ryoko Ueda has never in the past been involved in the management of a company except as an outside officer. However, she has expert knowledge on corporate governance, ESG, etc. We judge that she will participate in decision making from a fair and neutral standpoint as an Outside Director and provide appropriate guidance and advice regarding management, and we have therefore nominated her as a candidate to continue serving as an Outside Director. If she is elected as an Outside Director, we expect her to provide advice, etc. for increasing corporate value based on her own insight regarding management policy and strategy from the perspective of an expert.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
8	Hiroshi Tsunemine (November 3, 1957) Reelection Outside Independent Tenure as Director 2 years Attendance at meetings of the Board of Directors 13/13 (100%)	Apr. 1981 Joined Shizuoka Bank, Ltd. June 2002 General Manager of Izunagaoka Branch of Shizuoka Bank, Ltd. June 2003 General Manager of Fujinomiya Branch of Shizuoka Bank, Ltd. June 2005 General Manager of Corporate Support Division of Shizuoka Bank, Ltd. Jan. 2007 Director & General Manager of Mishima Branch of Shizuoka Bank, Ltd. Jan. 2009 Director & General Manager of Fuji Chuo Branch Shizuoka Bank, Ltd. June 2011 Executive Officer & General Manager of Audit Department of Shizuoka Bank, Ltd. Apr. 2015 Senior Executive Officer and Company President of Eastern Area Business Unit Shizuoka Bank, Ltd. June 2017 Representative Director of Shizuoka Hoken July 2023 Outside Audit & Supervisory Board Member of TOKAI GAS CORPORATION June 2024 Outside Director of the Company (present position)	0
Reason for nomination as candidate for Outside Director, overview of expected role, etc. Hiroshi Tsunemine participates in decision making from a fair and neutral standpoint as an Outside Director and provides appropriate guidance and advice regarding management. He has served as Executive Officer of Shizuoka Bank, Ltd. and as Representative Director of Shizuoka Hoken, and therefore has abundant experience and deep insight related to corporate management. As such, we judge that he will reflect his insight in 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.			
9	Tomohisa Imada (September 5, 1956) Reelection Outside Independent Tenure as Director 1 year Attendance at meetings of the Board of Directors 10/10 (100%)	Apr. 1980 Joined Shizuoka Railway Co., Ltd. June 2001 Director of Shizuoka Railway Co., Ltd. June 2005 Managing Director of Shizuoka Railway Co., Ltd. June 2009 Senior Managing Director of Shizuoka Railway Co., Ltd. June 2012 Outside Audit & Supervisory Board Member of TOKAI CORPORATION Apr. 2013 Executive Representative Director of Shizuoka Railway Co., Ltd. Apr. 2015 Representative Director and President of Shizuoka Railway Co., Ltd. Apr. 2021 Representative Director and Chair of Toyota United Shizuoka Inc. (present position) June 2025 Outside Director of the Company (present position)	0
Reason for nomination as candidate for Outside Director, overview of expected role, etc. Tomohisa Imada participates in decision making from a fair and neutral standpoint as an Outside Director and provides appropriate guidance and advice regarding management. He has served as Representative Director of Shizuoka Railway Co., Ltd. and Toyota United Shizuoka Inc., and therefore has abundant experience and deep insight related to corporate management. As such, we judge that he will reflect his insight in 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.			

- Notes: 1. Nobuko Kawashima, Ryoko Ueda, Hiroshi Tsunemine, and Tomohisa Imada are candidates for Outside Director.
2. There is no special interest between any of the candidates and the Company.

3. 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 five (5) years.
4. Ryoko Ueda 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 three (3) years.
5. Hiroshi Tsunemine 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 two (2) years.
6. Tomohisa Imada 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 one (1) year.
7. The Company has designated and registered Nobuko Kawashima, Ryoko Ueda, Hiroshi Tsunemine, and Tomohisa Imada 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.
8. 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.
9. 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 & Supervisory Board Members (In the Case Where All Director Candidates Are Elected at the General Meeting of Shareholders)

	Corporate Management	Finance/Accounting	Legal/Compliance and Risk Management	International	DX	Sustainability	HR/HR Strategy	Sales/Marketing
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Director

Representative Director, President and CEO	Katsuo Oguri	●		●			●	●
Director and Senior Executive Officer	Toshinori Nakamura	●	●	●			●	
Director	Mitsugu Hamazaki	●				●	●	●
Director	Tsuyoshi Takahashi	●			●		●	●
Director	Koji Iwamoto	●				●	●	●
Outside Director	Nobuko Kawashima				●	●	●	
Outside Director	Ryoko Ueda		●	●	●	●		
Outside Director	Hiroshi Tsunemine	●	●				●	●
Outside Director	Tomohisa Imada	●		●			●	●

Audit & Supervisory Board Member

Standing Audit & Supervisory Board Member	Hisao Ishima		●					●	●
Outside Audit & Supervisory Board Member	Masayuki Atsumi		●	●	●		●		
Outside Audit & Supervisory Board Member	Toshiro Matsubuchi	●	●	●	●				
Outside Audit & Supervisory Board Member	Yoichi Obuchi	●		●				●	●

Note: A “●” mark has been placed next to a maximum of four notable skills among the skills possessed by each individual.