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Securities Code: 8920

June 10, 2022

To our shareholders:

Yuichiro Kutsuna  
President  
**TOSHO CO., LTD.**  
1-16-5 Mikawaanjo-cho, Anjo-shi, Aichi

## Notice of the 44th Annual General Meeting of Shareholders

We are pleased to announce that the 44th Annual General Meeting of Shareholders of TOSHO CO., LTD. (the “Company”) will be held as described below.

As an alternative to attending the meeting in person, you may exercise your voting rights in writing. Please indicate your vote of approval or disapproval of each proposal on the enclosed voting form and return the form to the Company no later than 6:00 p.m. on Monday, June 27, 2022 (JST) after reviewing the attached Reference Documents for General Meeting of Shareholders.

- 1. Date and Time:** Tuesday, June 28, 2022, at 10:00 a.m. (JST)
- 2. Venue:** 1F, Special Conference Hall, Hotel Grand Tiara MINAMI NAGOYA  
1-8-11 Mikawaanjo Minamimachi, Anjo-shi, Aichi

### 3. Purpose of the Meeting:

#### Matters to be reported:

1. Business Report, Consolidated Financial Statements and audit report of the Consolidated Financial Statements by our Financial Auditor and Audit & Supervisory Board for the 44th fiscal year (From April 1, 2021 to March 31, 2022)
2. Report on the Non-Consolidated Financial Statements for the 44th fiscal year (From April 1, 2021 to March 31, 2022)

#### Matters to be resolved:

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus  |
| <b>Proposal No. 2</b> | Amendment to the Articles of Incorporation                      |
| <b>Proposal No. 3</b> | Election of Two Directors                                       |
| <b>Proposal No. 4</b> | Payment of Directors’ Retirement Benefits for Retired Directors |
| <b>Proposal No. 5</b> | Election of Financial Auditor                                   |

You are kindly requested to present the enclosed voting form to the receptionist when you attend the meeting.

If any changes have been made to items in the Reference Documents for General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements, and Consolidated Financial Statements, such changes will be posted on the Company’s website (<https://www.to-sho.net/>).

## Reference Documents for General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1 Appropriation of Surplus

The Company believes that one of the most important management priorities is to return its profit to its shareholders, and seeks to maintain stable distribution of dividends. However, at the same time, the Company also has a policy to make such decisions while giving comprehensive consideration to the effective use of its internal reserves for future business expansion and enhancement of the business quality.

In the 44th fiscal year, the Company's mainstay sports club business was affected by the temporary closure of some of its Holiday Sports Clubs due to a request for closure to prevent the spread of the novel coronavirus (COVID-19), and the Company believes that the uncertain economic environment will continue due to the impact of COVID-19 infections.

The Company proposes to pay a year-end dividend of ¥5 per share for the fiscal year under review, giving consideration to ensuring the enhancement, stability and security of its internal reserves.

Year-end dividends

- (i) Type of dividend property  
To be paid in cash.
- (ii) Allotment of dividend property and their aggregate amount  
¥5 per common share of the Company  
The total dividends will be ¥191,530,380.
- (iii) Effective date of dividends of surplus  
The effective date of dividends shall be June 29, 2022.

**Proposal No. 2**      Amendment to the Articles of Incorporation

1. Reasons for the proposal

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) Paragraph 1 of Article 14 (Measures for Providing Reference Documents for General Meeting of Shareholders, Etc. in Electronic Format) of the proposed amendment shall be newly established, as the Articles of Incorporation will be required to stipulate that the Company shall take measures for electronic provision of information that is the content of Reference Documents for General Meeting of Shareholders etc.
- (2) Paragraph 2 of Article 14 (Measures for Providing Reference Documents for General Meeting of Shareholders, Etc. in Electronic Format) of the proposed amendment is newly established to allow the Company to limit the scope of matters to be included in the paper-based document to be delivered to shareholders who have requested delivery of the paper-based document, among the matters to be provided electronically with respect to the information contained in the Reference Documents for General Meeting of Shareholders, etc., to the scope specified by the applicable Ministry of Justice Order.
- (3) The Company proposes to delete Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders, Etc.) of the current Articles of Incorporation as it will become unnecessary once the system of electronic provision of materials for the General Meeting of Shareholders is introduced.
- (4) Supplementary provisions regarding the effect of the above newly established and deleted provisions are to be established. This Supplementary provisions shall be deleted after the expiration date.

In addition, in order to enhance corporate governance in a flexible manner, and the provision regarding Directors with special titles in Article 22 (Representative Directors and Directors With Special Titles), paragraph 3 of the current Articles of Incorporation shall be deleted.

2. Details of the amendments

The details of the amendments are as follows:

(Underlined part indicates the amendments.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders, Etc.)</u> <u>Article 14</u> <u>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, non-consolidated 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.</u></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures for Providing Reference Documents for General Meeting of Shareholders, Etc. in Electronic Format)</u> <u>Article 14</u> <u>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 general meeting of shareholders, etc. in electronic format.</u> <u>2 The Company shall not be required to include all or part of the matters for which it takes electronic provision measures, which are provided for in the applicable Ministry of Justice Order, in the paper-based document to be delivered to shareholders who have requested delivery of the paper-based document.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 15 to Article 21 (omitted)            (Representative Directors <u>and Directors With Special Titles</u>)</p> <p>Article 22</p> <p>1 The Company shall select a Representative Director by a resolution of the Board of Directors.</p> <p>2 The Representative Director shall represent the Company and execute the Company’s business.</p> <p>3 <u>The Board of Directors may, by its resolution, select one President and, if necessary, a Chairman, a Vice President, a Senior Managing Director, and a Managing Director.</u>  <u>(Newly established)</u>  <u>(Newly established)</u></p>	<p>Article 15 to Article 21 (unchanged)            (Representative Director)            (unchanged)</p> <p>(unchanged)</p> <p>(Deleted)</p> <p><u>(Supplementary Provisions)</u></p> <p><u>Article 1</u></p> <p>1 <u>The deletion of Article 14 of the Articles of Incorporation before amendment and the establishment of Article 14 of the Articles of Incorporation after amendment shall be effective as of the date of enforcement provided in the proviso of Article 1 of the Supplementary Provisions of the Act for Partial Amendment of the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Enforcement Date”).</u></p> <p>2 <u>The following provisions shall apply from the Enforcement Date. This provision shall remain in effect until the later date of either six (6) months after the Enforcement Date or three (3) months after the date of the last general meeting of shareholders to be held within six (6) months after the Enforcement Date.</u>  <u>“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, non-consolidated 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.”</u></p> <p>3 <u>This Article shall be deleted as of the later of the dates specified in the preceding paragraph.</u></p>

**Proposal No. 3** Election of Two Directors

As Director Yoichi Kariyazono retire due to resignation, the Company proposes the election of two new Directors (including one Outside Director) from the viewpoint of further strengthening corporate governance and group management.

In addition, the term of office of the newly elected Director will expire at the end of the term of office of the other Directors in office, in accordance with the provisions of the Company's Articles of Incorporation.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned (Thousands)
1	Mayumi Kutsuna (July 13, 1952)	Mar. 1979      Joined the Company Feb. 1989      Director of the Company Oct. 1990      Managing Director Oct. 1993      Director and Vice President Apr. 2002      Director and President Apr. 2018      Toshu Asset Management Co. Representative Director (current position)	667
		(Reasons for nomination as a candidate for a Director) Mayumi Kutsuna has been directing the management of the Company and its group companies for many years as a Director since joining the Company and as a Representative Director of a subsidiary, and has contributed to the enhancement of corporate value. She has been nominated as a candidate for Director because of her track record, insight, ability, and familiarity with all of the businesses operated by the Group.	
2	Osamu Kikuchi (August 4, 1949)	Apr. 1972      Joined Anjo Chamber of Commerce and Industry Apr. 2008      Executive Director of Anjo Chamber of Commerce and Industry Nov. 2010      Managing Director of Anjo Chamber of Commerce and Industry	-
		(Reasons for nomination as a candidate for an outside Director and the summary of expected role) Osamu Kikuchi has been nominated as a candidate for an outside Director with the expectation that he will contribute to the advancement and development of our group and the local community by contributing to regional revitalization through the Commerce and Industry Committee, etc. since he joined the Chamber of Commerce and Industry, serving as a management advisor to companies, and supervising from an objective and neutral standpoint. Osamu Kikuchi has never in the past been directly involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons.	

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Mayumi Kutsuna and Osamu Kikuchi are new candidates.
  3. Osamu Kikuchi is a candidate for outside Director.
  4. If Osamu Kikuchi is elected, pursuant to Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the same act, and the maximum amount of liability for damages under such agreement shall be the amount stipulated in Article 425, paragraph (1) of the same act.
  5. The Company has concluded with an insurance company a directors and officers liability insurance policy as defined in Article 430-3, paragraph (1) of the Companies Act. The policy covers losses that may arise when the insured, including our Audit & Supervisory Board Members, is sued for liability for management decisions (excluding serious faults of the insured side). If the election of either candidate is approved and the person takes the seat, the person will be covered by the insurance.  
In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
  6. If Osamu Kikuchi is elected, the Company plans to submit notification for him as an independent officer as provided for by the Tokyo Stock Exchange and the Nagoya Stock Exchange.

**Proposal No. 4**      Payment of Directors' Retirement Benefits for Retired Directors

Director Yoichi Kariyazono will retire due to resignation. As a merit reward, the Company would like to pay retirement benefits within a reasonable amount according to the Company's standard.

The Company proposes that the specific amount, time and means of payment of the retirement benefits be entrusted to the Board of Directors.

This proposal has been deemed appropriate as it was decided by the Board of Directors in line with the determination policy concerning the contents of the remuneration, etc. for individual Directors of the Company, which was determined in advance by the Board of Directors, and after deliberation by the Nomination and Remuneration Committee.

The determination policy concerning the contents of the remuneration, etc. for individual Directors of the Company is as described on page 14 of the Business Report (in Japanese only).

Career summary of the retiring Director is as follows:

Name	Career summary
Yoichi Kariyazono	Apr. 2002      Director of the Company (current position)

**Proposal No. 5** Election of Financial Auditor

KPMG AZSA LLC, the Company's Financial Auditor, will retire at the conclusion of this General Meeting of Shareholders due to the expiration of its term of office, and the Company therefore requests the appointment of a new financial auditor.

This proposal is based on the decision of the Audit & Supervisory Board.

The Audit & Supervisory Board has also nominated Tokai Audit Corporation as a candidate for the position of Financial Auditor because, in addition to the expectation of audits from a new perspective and flexible auditing, the Audit & Supervisory Board has comprehensively considered the expertise, independence, quality control system, and audit fees expected of a Financial Auditor and has determined that the candidate is suitable for the position.

The candidate for Financial Auditor is as follows

(As of April 30, 2022)

Name	Tokai Audit Corporation		
Office	Principal office: 5F Kanayama Sogo Building, 1-12-14 Kanayama, Naka-ku, Nagoya-shi Other Offices: 12F Ark Mori Building, 1-12-32 Akasaka, Minato-ku, Tokyo		
History of the Company	July 1991	Established	
	Aug. 1994	Merged with Sowa Audit Corporation	
Summary	Capital Stock	34 million yen	
	Organizational	Employees (Certified Public Accountants)	17 persons
	Staff	Staff (Certified Public Accountants)	98 persons
		(Other staff)	4 persons
		Total	119 persons
	Client	128 companies	
	Companies		