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Securities Code: 8920

June 6, 2023

To our shareholders:

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

Notice of the 45th Annual General Meeting of Shareholders

We are pleased to announce that the 45th Annual General Meeting of Shareholders of TOSHO CO., LTD. (the “Company”) will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the following websites. Please access each website by using the Internet address shown below to review the information.

The Company’s website:

<https://www.to-sho.net/> (in Japanese)

(From the above website, select “News Release.”)

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

<https://d.sokai.jp/8920/teiji/> (in Japanese)

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “Tosho” in “Issue name (company name)” or the Company’s securities code “8920” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights in writing (by mail). Please indicate your vote of approval or disapproval of each proposal on the voting form sent together with this notice and return the form to the Company no later than 6:00 p.m. on Wednesday, June 28, 2023 (JST) after reviewing the Reference Documents for General Meeting of Shareholders.

- 1. Date and Time:** Thursday, June 29, 2023, 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 45th fiscal year (From April 1, 2022 to March 31, 2023)
2. Report on the Non-Consolidated Financial Statements for the 45th fiscal year (From April 1, 2022 to March 31, 2023)

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
Proposal No. 2 Amendment to the Articles of Incorporation
Proposal No. 3 Election of Eight Directors

4. Matters Determined Concerning the Convocation (Guidance on Exercising Voting Rights)

If neither approval nor disapproval of the proposals is indicated on the voting form in writing (by mail), the Company will deem that you indicated your approval of the proposals.

- You are kindly requested to present the enclosed voting form to the receptionist when you attend the meeting.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites.
- Paper-based documents stating matters subject to measures for electronic provision will be sent to shareholders who have requested the delivery of paper-based documents. However, the following matters have been excluded in accordance with relevant laws and regulations and the provisions of Article 14 of the Articles of Incorporation of the Company.
 - (i) “System to ensure the properness of business operations and the operational status of this system” in the Business Report
 - (ii) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in Consolidated Financial Statements.
 - (iii) “Non-consolidated Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in Non-consolidated Financial Statements.

Accordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements attached to such documents are part of the documents audited by the Financial Auditor and the Audit & Supervisory Board Members when preparing their respective audit reports.

Furthermore, due to various circumstances, we have decided to cancel the distribution of souvenirs at the General Meeting of Shareholders. We appreciate your understanding in this matter.

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 regards to the Company's hotel business in the 45th fiscal year, the Company has implemented various operational policies and adjusted accommodation prices to match supply and demand. Additionally, there has been government support for the tourism industry as a whole. As a result, the Company's business performance has shown signs of recovery. However, the Company's mainstay sports club business is making upfront investments to recover business performance with a view on the post-pandemic economy, including strengthening advertising to recover the number of memberships, and the Company believes that business performance has not yet reached a full-fledged recovery on a consolidated basis.

Taking into consideration the overall situation, the Company proposes to pay a year-end dividend of ¥2 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
¥2 per common share of the Company
The total dividends will be ¥76,612,152.
- (iii) Effective date of dividends of surplus
The effective date of dividends shall be June 30, 2023.

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reasons for the proposal

- (1) To clearly define the managerial responsibility of Directors and establish a framework that allows for swift responsiveness to changes in the business environment, the Company proposes shortening the term of office of Directors from two years to one year.
 - (2) To facilitate a flexible dividend policy, the Company proposes to establish Article 46 (Decision-Making Body for Dividends of Surplus) and Article 47 (Record Date for Decision-Making Body for Dividends of Surplus), in accordance with Article 459, paragraph 1 of the Companies Act, to allow the dividends of surplus to be determined by a resolution of the Board of Directors. In addition, the Company proposes to remove Article 6 (Acquisition of Own Shares), Article 47 (Year-End Dividends), and Article 48 (Interim Dividends) from the current Articles of Incorporation.
- Furthermore, the numbering of articles will be changed in accordance with the establishment and removal of articles.

2. Details of the amendments

The details of the amendments are as follows:

(Underlined part indicates the amendments.)

Current Articles of Incorporation	Proposed Amendments
Chapter 2 Shares <u>(Acquisition of Own Shares)</u> <u>Article 6</u> <u>The Company is authorized to acquire its own shares through market transactions or other methods, as permitted by the resolution of the Board of Directors.</u> <u>Article 7 to Article 17</u> (omitted)	Chapter 2 Shares (Deleted)
Chapter 4 Directors and Board of Directors <u>Article 18 to Article 20</u> (omitted) (Term of Office of Directors) <u>Article 21</u>	<u>Article 6 to Article 16</u> (unchanged) Chapter 4 Directors and Board of Directors <u>Article 17 to Article 19</u> (unchanged) (Term of Office of Directors) <u>Article 20</u>
1. The term of office of Directors shall expire at the conclusion of the annual general meeting of shareholders held within the business year that is the final one within <u>two years</u> from their election.	The term of office of Directors shall expire at the conclusion of the annual general meeting of shareholders held within the business year that is the final one within <u>one year</u> from their election.
2. <u>The term of office of a Director who is elected due to an increase in the number of Directors or as a substitute shall continue until the time the term of office of incumbent Directors is to expire.</u>	(Deleted)
<u>Article 22 to Article 45</u> (omitted)	<u>Article 21 to Article 44</u> (unchanged)
Chapter 7 Calculation <u>Article 46</u> (omitted)	Chapter 7 Calculation <u>Article 45</u> (unchanged) <u>(Decision-Making Organization for Dividends of Surplus)</u> <u>Article 46</u>
(Newly established)	<u>Except as otherwise provided by law, the Company has the authority to determine matters concerning the dividends of surplus etc. as stipulated in each item of Article 459, paragraph 1 of the Companies Act through resolutions of the Board of Directors.</u>
(Newly established)	<u>(Record Date for Dividends of Surplus)</u> <u>Article 47</u>
	1. <u>The record date for the Company's year-end dividend shall be set as March 31 of each year.</u>
	2. <u>The record date for the Company's interim dividend shall be set as September 30 of each year.</u>

Current Articles of Incorporation	Proposed Amendments
<p><u>(Year-end Dividends)</u> <u>Article 47</u> <u>The Company shall distribute dividends of surplus, in the form of monetary payments (hereinafter referred to as “year-end dividends”), to shareholders or registered pledgees listed or recorded in the final shareholder registry on March 31 of each year, as determined by a resolution of the General Meeting of Shareholders.</u></p> <p><u>(Interim Dividends)</u> <u>Article 48</u> <u>By resolution of the Board of Directors, the Company may distribute dividends of surplus (hereinafter referred to as “interim dividends”) in accordance with Article 454, paragraph 5 of the Companies Act to shareholders or registered pledgees listed or recorded in the final shareholder registry on September 30 of each year.</u></p> <p><u>Article 49 (omitted)</u></p>	<p><u>3. Apart from the preceding two paragraphs, the Company can establish a record date and distribute dividends of surplus.</u></p> <p>(Deleted)</p> <p>(Deleted)</p> <p><u>Article 48 (unchanged)</u></p>

Proposal No. 3 Election of Eight Directors

The terms of office of all eight Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of eight Directors.

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	Toshihiro Kutsuna (March 1, 1951)	Apr. 1973 Joined Izumi Shibafu Mar. 1979 Established the Company; President and Representative Director Apr. 2002 Chairman and Representative Director Oct. 2003 President and Representative Director Oct. 2014 President of AB Hotel CO., LTD. Apr. 2015 President and Representative Director and Group Chief Executive Officer of the Company June 2016 Chairman and Representative Director Chief Executive Officer (CEO) June 2020 Chairman and Representative Director (current position)	15,788
(Reasons for nomination as a candidate for a Director) Toshihiro Kutsuna is a founder of the Company. As a Director, he manages the whole Tosho Group over a long period of time and contributes to improve corporate value. Toshihiro Kutsuna has been nominated as a candidate for a Director, as he has extensive experiences as a corporate executive with his past performance, discernment, ability and profound knowledge of all the businesses the group operates.			
2	Yuichiro Kutsuna (January 1, 1975)	Apr. 1997 Joined the Company Apr. 1999 Director June 2005 Director and General Manager of the Real Estate Development Business Department Jan. 2008 Executive Director and President of Sports Club Company Apr. 2010 Executive Director and General Manager of Corporate Planning Office Jan. 2014 Executive Director, General Manager of Corporate Strategy Office and Chief of Tokyo Office Apr. 2015 Executive Director, Chief Operating Officer, General Manager of Corporate Strategy and Chief of Tokyo Office June 2016 President, Representative Director and Chief Operating Officer June 2020 President and Representative Director (current position)	4,181
(Reasons for nomination as a candidate for a Director) Since Yuichiro Kutsuna joined the Company, he has been leading the businesses as a head of Real Estate Development Business, then Sports Club Business. Yuichiro Kutsuna has been nominated as a candidate for a Director, as he's expected to further demonstrate strong leadership. After becoming President, he has been working to enhance sustainable corporate value and address various management challenges, through developing mid-term business plans and communicating institutional investors.			

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)	
3	Mayumi Kutsuna (July 13, 1952)	Mar. 1979	Joined the Company	667
		Feb. 1989	Director of the Company	
		Oct. 1990	Managing Director	
		Oct. 1993	Director and Vice President	
		Apr. 2002	Director and President	
		Apr. 2018	Representative Director, Tosho Asset Management Co.	
		June 2022	Director and Vice Chairman of the Company President, Holiday Sports Club Company	
		May 2023	Director and Vice Chairman of the Company (current position)	
<p>(Reasons for nomination as a candidate for a Director)</p> <p>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.</p>				
4	Takashi Inagaki (January 28, 1964)	Apr. 1982	Joined Oishi Labor Management and Accounting Firm	65
		Apr. 1987	Joined Subaru	
		Dec. 1994	Joined Hamaji Kanko	
		Mar. 1996	Joined the Company	
		Jan. 2000	Managing Director and General Manager of Sports Club Business Department	
		Apr. 2002	Director and General Manager of Sports Club Business Department	
		June 2007	Managing Director and General Manager of Sports Club Business Department	
		Jan. 2014	Managing Director, Manager of Holiday Sports Club and Deputy Chief of Tokyo Office	
		Aug. 2017	Executive Director, General Manager of Holiday Sports Club and Chief Development Officer	
		June 2020	Executive Director President, Holiday Sports Club Company	
		June 2022	Executive Director Fulltime Management, Holiday Sports Club Company	
		May 2023	Executive Director President, Holiday Sports Club Company (current position)	
<p>(Reasons for nomination as a candidate for a Director)</p> <p>Takashi Inagaki has been taking various roles in the Sports Club Business Department since he joined the Company. His leadership experiences in the department include store operation, new site development, human resource training, and new program development. In addition, he has taken relevant actions while taking control of the challenges facing the Sports Club Business Department. Takashi Inagaki has been nominated as a candidate for a Director, as he is expected to take appropriate actions on the operational challenges Sports Club Business Department will face.</p>				

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)
5	Naoya Kuwazoe (October 12, 1969)	<p>July 1993 Joined Yamanaka Tax Accounting Office</p> <p>June 2000 Joined NV Nijyuichi</p> <p>Sept. 2003 Joined the Company</p> <p>June 2006 Director, General Manager of Administration Headquarters and General Manager of Accounting Department</p> <p>Apr. 2010 Director and General Manager of Administration Department</p> <p>May 2013 Managing Director and General Manager of Administration Department</p> <p>Apr. 2015 Managing Director, General Manager of Administration Department and Group Chief Financial Officer</p> <p>June 2016 Managing Director, General Manager of Administration Headquarters and Chief Financial Officer</p> <p>Aug. 2019 Managing Director, General Manager of Administration Headquarters Chief Financial Officer and in charge of Investor Relations</p> <p>June 2020 Managing Director, General Manager of Administration Headquarters and in charge of Investor Relations (current position)</p>	51
<p>(Reasons for nomination as a candidate for a Director)</p> <p>Naoya Kuwazoe has been nominated as a candidate for a Director, as he is expected to further enhance the Company's financial strength and governance structures. Since he joined the Company, he has been in Administration Department, playing a leadership role at Finance with his expertise in corporate accounting and financial affairs. His role also includes disclosure reports and Investor Relations.</p>			
6	Aki Tanizawa (February 19, 1975)	<p>Apr. 1997 Joined the Company</p> <p>Oct. 2004 General Manager of Hotel Department and Manager of Hotel Sunroute Mikawaanjo</p> <p>Jan. 2010 General Manager of Internal Auditing Office</p> <p>Aug. 2010 Chief of General Affairs and Human Resources Section, Administration Department</p> <p>Jan. 2011 General Manager of Internal Control Office</p> <p>Dec. 2016 Executive Officer and General Manager of Secretarial Office and Internal Control Office</p> <p>June 2018 Director and General Manager of Secretarial Office and Internal Control Office</p> <p>Nov. 2020 Director, General Manager of Secretarial Office and General Affair, Administration Headquarters</p> <p>Nov. 2022 Director, General Manager of Secretarial Office, General Affair and Personnel Department of Administration Headquarters (current position)</p>	6
<p>(Reasons for nomination as a candidate for a Director)</p> <p>Aki Tanizawa has been nominated as a candidate for a Director, as she is expected to further contribute to growth of the Group. Since she joined the Company, she took leadership roles in various departments, such as Hotel, Internal Audit, Internal Control, Secretarial Office and Administration Headquarters, and has a detailed knowledge over the Group operations. She has been exercising her leadership role as a General Manager of Secretarial Office, General Affair and Personnel Department of Administration Headquarters accordingly.</p>			

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)
7	Akibumi Kamiya (October 22, 1951)	Apr. 1979 Joined Kamihachi	-
		Nov. 1989 Passed Bar Examination	
		Apr. 1992 Registered as an attorney at law Joined Owaki & Washimi Law Office	
		Apr. 1999 Established Akibumi Kamiya Law Office Director of Akibumi Kamiya Law Office (current position)	
		June 2010 Outside Director of the Company (current position)	
		(Significant concurrent positions outside the Company) Director of Akibumi Kamiya Law Office	
(Reasons for nomination as a candidate for an outside Director and the summary of expected role) Akibumi Kamiya has been nominated as a candidate for an outside Director, as he is expected to oversee the Company's operation accordingly, with his experiences and expertise in corporate law as an attorney. He's also expected to participate and oversee the Company's selection of candidates for Directors as well as decision making of Director's compensation from objective and unbiased ground. He has never been involved in a management position of a company except as an outside officer in the past. However, the Company judges that he will appropriately fulfill his duties as an outside Director based on the reasons above.			
8	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	
		June 2022 Outside Director of the Company (current position)	
(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. Akibumi Kamiya and Osamu Kikuchi are candidates for outside Director.
 3. Akibumi Kamiya and Osamu Kikuchi are both incumbent outside Directors. At the conclusion of this meeting, Akibumi Kamiya will be in the position for 13 years, and Osamu Kikuchi will be in the position for 1 year as outside Directors.
 4. The number of the Company's shares held includes the number of shares held in the Tosho Officers Shareholding Association.
 5. The Company has entered into agreements with Akibumi Kamiya and Osamu Kikuchi, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, to limit their liability for damages under Article 423, paragraph 1 of the same Act. The maximum liability amount based on the agreements is the amount provided for by Article 425, paragraph 1 of the same Act. If the reelection of Mr. Kamiya and Mr. Kikuchi are approved, the Company plans to renew the aforementioned agreements with them.
 6. 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.
 7. The Company has submitted notification for Akibumi Kamiya and Osamu Kikuchi as independent officers as provided for by the Tokyo Stock Exchange and the Nagoya Stock Exchange. If the reelection of Mr. Kamiya and Mr. Kikuchi is approved, the Company plans for the appointment as independent officer to continue.
 8. Candidates for Director Toshihiro Kutsuna and Yuichiro Kutsuna are Parent Company, etc. as provided by Article 2, item 4-2 of the Companies Act.