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Securities code: 9605

June 6, 2024

(Date of commencement of electronic provision measures: May 30, 2024)

To Our Shareholders

3-2-17, Ginza, Chuo-ku, Tokyo

TOEI COMPANY, LTD.

Fumio YOSHIMURA, President and Chief Executive Officer

Notice of the 101st Ordinary General Meeting of Shareholders

We would like to take this opportunity to express our gratitude to you for your continued support of our operations and business.

We would like to inform you that the 101st Ordinary General Meeting of Shareholders (the “meeting”) of TOEI COMPANY, LTD. (the “Company”) will be held as described below.

Upon convening this General Meeting of Shareholders, the Company will take measures for electronic provision with respect to information that constitutes the content of Reference Documents, etc. for the General Meeting of Shareholders (Matters for Electronic Provision). You are kindly requested to check the information by accessing either of the following Company websites on which the information is posted.

-The Company’s website:

In Japanese

<https://www.toei.co.jp/company/ir/meeting/index.html>



In English

<https://www.toei.co.jp/en/ir/about-stocks/index.html?tab=meeting>

(Please visit the above websites)



Website of the Tokyo Stock Exchange (Listed Company Search)

In English

<https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do?Show=Show>

(Please visit the TSE website above, enter/search “TOEI” under “Issue name (company name)” or its securities code “9605” under “Code,” and choose “Basic information,” “Documents for public inspection / PR information” and “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 or via the Internet, etc. Please check and review “4 Exercise of Voting Rights” on page 2 and exercise your voting right by 6:00 p.m. on Wednesday, June 26, 2024 (JST) .

Thank you

Details are as follows.

1. Date and time: Thursday, June 27, 2024 10:00 a.m. (JST)
* Reception will open at 9:00 a.m. (JST)
2. Location: Marunouchi TOEI 1 in Toei Kaikan
3-2-17, Ginza, Chuo-ku, Tokyo
(map)
<https://www.google.co.jp/maps/search/toei+company/@35.6726646,139.7609693,16z?hl=en&entry=ttu>
3. Matters constituting the purpose of the meeting:
Matters to report:
 1. Business report and report on the content of financial statements for the 101st fiscal year (from April 1, 2023 to March 31, 2024)
 2. Content of consolidated financial statements for the 101st fiscal year (from April 1, 2023 to March 31, 2024) and report on results of audit by accounting auditor and Audit and Supervisory Committee

Matters for resolution

Agenda Item No. 1: Dividend of Surplus

Agenda Item No. 2: Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

Agenda Item No. 3: Election of Four (4) Managing Director, Statutory Auditors (Audit and Supervisory Committee Members)

Agenda Item No. 4: Revision of the remuneration paid to Directors (excluding Directors who are Audit and Supervisory Committee members)

4. Exercise of Voting Rights

(1) Voting by Mail

Please indicate your approval or disapproval of the proposals on the enclosed voting form then return the form to the Company by postal mail so that your vote is received by 6:00 p.m. on Wednesday, June 26, 2024 (JST).

(2) Voting via the Internet. etc.

Please scan QR code on the voting form or access to URL <https://evote.tr.mufg.jp> (in Japanese only) and exercise your voting rights by 6:00 p.m. on Wednesday, June 26, 2024 (JST).

-When attending the meeting, please submit the enclosed voting rights exercise form at the reception desk to register your attendance. To help save resources, you are asked to bring this notice of convocation with you.

-For the general meeting of shareholders, documents containing matters for electronic provision will be sent to all shareholders, whether or not they request the provision of printed versions of the documents.

However, the matters listed below will be excluded in the documents pursuant to the relevant laws and regulations and the provisions of the Articles of Incorporation of the Company. The Audit and Supervisory Committee and the accounting auditor audit the documents subject to audits, including following items.

(i) Business Report: “Major business sites” under I. Matters Concerning the Current State of the Company; IV. Status of Accounting Auditor; and “System required to ensure compliance with laws and regulations and the Articles of Incorporation in the execution of duties by directors, other systems to ensure appropriateness of operations, status of operation of the said systems, and basic policy on control of the Company” under V. System and Policy of the Company

(ii) Non-consolidated statements of changes in equity and notes to the non-consolidated financial statements

(iii) The statement of changes in equity in the consolidated financial statements and notes to them

-In the event of revisions to matters subject to electronic provision measures, notice of such revisions and the original and revised versions of the matters will be posted on each website mentioned above.



Reference Documents for the General Meeting of Shareholders

Proposals and Reference Issues

Agenda Item No. 1: Dividend of Surplus

The Company positions the redistribution of profits to shareholders as one of its most important management policies. It aims to make a continuous and stable payment of dividends through efforts to enhance its business foundation and improve its financial strength, based on consideration of business results, etc.

In view of the business results of the fiscal year under review, the strengthening of its corporate structure, and future business development, among other factors, and in acknowledgement of continuous support from shareholders, the Company expects to pay a total year-end dividend of 105 yen per share, including a regular dividend of 30 yen per share and a special dividend of 75 yen per share.

The annual cash dividend will be 135 yen per share, with the interim dividend of 30 yen which has already been paid.

1. Matters concerning year-end dividends

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

105 yen per share of common stock of the Company, or 1,353,271,500 yen in total

3) Effective date of dividend of surplus

June 28, 2024

(Note) The Company implemented a stock split, effective April 1, 2024, at a ratio of 5 shares per share of its common stock. The year-end dividend for the fiscal year ended March 31, 2024 will be paid out based on the number of shares before the said share split because the record date for the dividend was March 31, 2024.

2. Other matters regarding appropriation of surplus

Not applicable

Agenda Item No. 2: Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors (excluding Directors serving as Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this General Meeting of Shareholders.

In this regard, the Company hereby proposes the election of eight(8) Directors including one(1) new Independent Director to further enhance the management supervision for the purpose of contributing to its sustained growth and medium- to long-term corporate value.

This proposal was formulated based on recommendations of the Nomination and Compensation Committee, the majority of which consists of independent directors, and the Audit and Supervisory Committee of the Company considers all candidates to be qualified to serve as directors.

The candidates for Directors are as follows.

Candidate No.	Name	Current Position / Job position	Candidate attribute	Status of attendance at Board of Directors' meetings
1	Noriyuki TADA	Chairperson	Reappointment	13/13
2	Fumio YOSHIMURA	President and Chief Executive Officer	Reappointment	13/13
3	Koichi WADA	Senior Managing Director	Reappointment	12/13
4	Yuya KAMATA	Executive Managing Director	Reappointment	13/13
5	Yuji KOJIMA	Managing Director	Reappointment	13/13
6	Hiroshi HAYAKAWA	Independent Director	Reappointment	12/13
7	Hirofumi NOMOTO	Independent Director	Reappointment Outside Independent Director	12/13
8	Yoshiharu UEKI		New appointment Outside Independent Director	-

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Noriyuki TADA (September 6, 1949) Reappointment Status of attendance at Board of Directors' meetings 13/13	<p>April 1972 Joined the Company</p> <p>June 1997 Hokkaido Office Manager of the Company</p> <p>July 2000 Senior Director of Motion Picture Marketing of the Company</p> <p>January 2008 Senior Director of Secretariat of the Company</p> <p>June 2008 Became Executive Director of the Company</p> <p>June 2010 Became Managing Director of the Company</p> <p>June 2012 Senior Director of General Affairs & Internal Audit of the Company</p> <p>June 2013 Managing Director, Internal Audits of the Company</p> <p>June 2013 Became Executive Managing Director of the Company</p> <p>April 2014 Became President and Chief Executive Officer of the Company</p> <p>June 2014 Head of Film and Video Division of the Company</p> <p>June 2020 Became Senior Advisor of the Company</p> <p>June 2021 Became Chairperson of the Company</p> <p>February 2023 Became Chairperson, President and Chief Executive officer of the Company</p> <p>February 2023 Head of Film and Video Division of the Company</p> <p>April 2023 Became Chairperson of the Company (current position)</p> <p>(Important concurrent position) Director, Toei Animation Co., Ltd. and President and Chief Executive Officer, T-Joy Co., Ltd. President and Chief Executive Officer, K.K. Central Arts Outside Director, TV Asahi Holdings Corporation and Director, TV Asahi Corporation</p>	5,000 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Noriyuki TADA has spearheaded the management of the Company over a long period, since he was assigned as Managing Director in 2010, President and Chief Executive Officer in 2014 and Chairperson (current position). He is asked to continue to serve as director because the Company believes that he has extensive knowledge about, and experience in, general corporate management and that he can appropriately oversee the Company's management.</p>			
2	Fumio YOSHIMURA (February 3, 1965) Reappointment Status of attendance at Board of Directors' meetings 13/13	<p>April 1988 Joined the Company</p> <p>June 2016 Senior Director of Entertainment Content Business of the Company</p> <p>June 2018 Became Executive Director of the Company</p> <p>June 2020 Became Managing Director of the Company</p> <p>June 2020 Managing Director, Home Entertainment of the Company</p> <p>April 2021 Managing Director, Entertainment Content Business & Senior Director of Production, Contents Business of the Company</p> <p>June 2021 Became Executive Managing Director of the Company</p> <p>July 2022 Deputy Head of Film and Video Division of the Company</p> <p>April 2023 Became President and Chief Executive Officer of the Company (current position)</p> <p>April 2023 Head of Film and Video Division & Managing Director, Entertainment Content Business of the Company</p> <p>April 2024 Head of Film and Video Division of the Company (current position)</p> <p>(Important concurrent position) Director, Toei Animation Co., Ltd.</p>	2,500 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Fumio YOSHIMURA has spearheaded the management of the Company since he was assigned as Managing Director in 2020, and he currently serves as President and Chief Executive Officer. He is asked to continue to serve as director because the Company believes that he has extensive knowledge about, and experience in, general corporate management and that he can appropriately oversee the Company's management.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions		Number of shares of the Company held
3	<p>Koichi WADA (September 7, 1965)</p> <p>Reappointment</p> <p>Status of attendance at Board of Directors' meetings 12/13</p>	<p>April 1988 June 2014 June 2016 June 2018 June 2020</p> <p>June 2021 July 2022</p> <p>June 2023</p> <p>(Important concurrent position) Statutory Auditor, Toei Animation Co., Ltd.</p>	<p>Joined the Company</p> <p>Senior Director of Accounting of the Company</p> <p>Became Executive Director of the Company</p> <p>Became Managing Director of the Company</p> <p>Managing Director, Strategic Planning of the Company (current position)</p> <p>Became Executive Managing Director of the Company</p> <p>Head of Business Management Division of the Company (current position)</p> <p>Became Senior Managing Director of the Company (current position)</p>	1,000 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Koichi WADA was assigned as Managing Director in 2018 and currently serves as Senior Managing Director and Head of Business Management Division, and Managing Director, Strategic Planning. He has broad knowledge and experience in finance, general accounting and administration. He is asked to continue to serve as director because the Company believes that he can appropriately oversee the Company's management.</p>				
4	<p>Yuya KAMATA (April 2, 1968)</p> <p>Reappointment</p> <p>Status of attendance at Board of Directors' meetings 13/13</p>	<p>April 1991 June 2016</p> <p>June 2018 June 2021</p> <p>June 2022 July 2022</p> <p>June 2023</p> <p>(Important concurrent position) President and Chief Executive Officer, Toei Kyoto Studios, Co., Ltd.</p>	<p>Joined the Company</p> <p>Senior Director of Real Estate Development & Real Estate Sales of the Company</p> <p>Became Executive Director of the Company</p> <p>Senior Director of Real Estate of the Company (current position)</p> <p>Became Managing Director of the Company</p> <p>Head of Real Estate Division of the Company (current position)</p> <p>Became Executive Managing Director of the Company (current position)</p>	1,500 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Yuya KAMATA was appointed as Managing Director in 2022 and currently serves as Executive Managing Director, Head of Real Estate Division, and Senior Director of Real Estate. He has broad knowledge and experience in the general real estate business. He is asked to continue to serve as director because the Company believes that he can appropriately oversee the Company's management.</p>				
5	<p>Yuji KOJIMA (June 28, 1959)</p> <p>Reappointment</p> <p>Status of attendance at Board of Directors' meetings 13/13</p>	<p>April 1984 June 2005 June 2009 June 2014</p> <p>June 2021</p> <p>June 2022</p> <p>July 2022</p> <p>April 2023</p> <p>June 2023</p> <p>April 2024</p>	<p>Joined the Company</p> <p>Chief Producer, TV Production of the Company</p> <p>Seconded to Toei TV Production Co., Ltd.</p> <p>Became Senior Managing Director of Toei TV Production Co., Ltd.</p> <p>Became Advisor of the Company (Managing Director, Oizumi Area).</p> <p>Became Managing Director of the Company (current position)</p> <p>Managing Director, Kyoto Studios and Uzumasa Area of the Company (current position)</p> <p>Deputy Head of Film and Video Division of the Company (current position)</p> <p>Head of Film and Video Business and Studio Business of the Company</p> <p>Head of Studio Business of the Company (current position)</p>	1,000 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Yuji KOJIMA was appointed as Managing Director of the Company in 2022 and currently serves as Managing Director, Deputy Head of Film and Video Division, Head of Studio Business, Managing Director of Kyoto Studios and Uzumasa Area. He has broad knowledge and experience in the overall Film and Video Business. He is asked to continue to serve as director because the Company believes that he can appropriately oversee the Company's management.</p>				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held
6	<p>Hiroshi HAYAKAWA (January 1, 1944)</p> <p>Reappointment</p> <p>Status of attendance at Board of Directors' meetings 12/13</p>	<p>April 1967 Joined Nippon Educational Television Co., Ltd. (present TV Asahi Holdings Corporation)</p> <p>June 1999 Became Managing Director of Nippon Educational Television Co., Ltd.</p> <p>June 2001 Became Executive Managing Director of Nippon Educational Television Co., Ltd.</p> <p>June 2005 Became Senior Managing Director of Nippon Educational Television Co., Ltd.</p> <p>June 2007 Became Vice President of Nippon Educational Television Co., Ltd.</p> <p>June 2009 Became President of Nippon Educational Television Co., Ltd.</p> <p>June 2012 Became Director of the Company (current position)</p> <p>June 2014 Became Chairperson and CEO of TV Asahi Holdings Corporation</p> <p>June 2019 Became Chairperson & CEO of TV Asahi Holdings Corporation</p> <p>February 2022 Became Chairperson & CEO & President & COO of TV Asahi Holdings Corporation</p> <p>June 2022 Became Chairperson of TV Asahi Holdings Corporation (current position)</p> <p>(Important concurrent position) Chairperson of TV Asahi Holdings Corporation Chairperson of TV Asahi Corporation.</p>	0 shares
<p>Reason for the selection as a candidate for Director</p> <p>The Company requests the election of Mr. Hiroshi HAYAKAWA as Director as it believes that he will provide various advice on TV & VOD Business, a core business of the Company, based on his extensive knowledge and experience as Chairperson of TV Asahi Holdings Corporation, managing a prestigious corporate group, and that he will bring a keen sense of awareness in corporate management. The Company has a special relationship (affiliate company) with TV Asahi Holdings Corporation, and Mr. Hayakawa is an executor of its business.</p>			
7	<p>Hirofumi NOMOTO (September 27, 1947)</p> <p>Reappointment Outside</p> <p>Independent Director</p> <p>Status of attendance at Board of Directors' meetings 12/13</p>	<p>April 1971 Joined Tokyu Railway Company, Ltd. (present Tokyu Corporation)</p> <p>June 2007 Became Managing Director of Tokyu Corporation</p> <p>January 2008 Became Executive Managing Director of Tokyu Corporation</p> <p>June 2008 Became Senior Managing Director of Tokyu Corporation</p> <p>June 2010 Became Senior Managing Director (Representative) of Tokyu Corporation</p> <p>April 2011 Became President of Tokyu Corporation</p> <p>June 2014 Became Independent Director of the Company (current position)</p> <p>June 2015 Became President and Executive Director of Tokyu Railway Company, Ltd. (present Tokyu Corporation)</p> <p>April 2018 Became Chairperson of Tokyu Corporation (current position)</p> <p>(Important concurrent position) Chairperson of Tokyu Corporation Managing Director of Tokyu Fudosan Holdings Outside Director of Mitsubishi UFJ Financial Group, Inc.</p>	2,000 shares
<p>Reason for the selection as a candidate for External Director and expected roles</p> <p>The Company requests re-election of Mr. Hirofumi NOMOTO as Independent Director as it believes that he will provide various advice based on his extensive knowledge and experience as Chairperson of Tokyu Corporation, a prestigious corporate group, and that he would bring a keen sense of awareness in corporate management. His tenure as an Independent Director will be ten years at the close of this Ordinary General Meeting of Shareholders.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held
8	Yoshiharu UEKI (September 16, 1952)	<p>June 1975 Joined Japan Airlines Co., Ltd.</p> <p>February 2010 Became Executive Director of Japan Airlines Co., Ltd.</p> <p>December 2010 Became Senior Managing Executive Director of Japan Airlines Co., Ltd.</p> <p>February 2012 Assigned as Representative Director, President of Japan Airlines Co., Ltd.</p> <p>April 2018 Assigned as Representative Director, Chairperson of Japan Airlines Co., Ltd.</p> <p>April 2020 Assigned as Chairperson of Japan Airlines Co., Ltd.</p> <p>April 2024 Became Managing Director of Japan Airlines Co., Ltd.(current position)</p>	0 shares
<p>Reason for the selection as a candidate for External Director and expected roles</p> <p>Mr. Yoshiharu UEKI has experience in management of a prestigious corporate group that operate globally, having served as Representative Director, President and Chairperson of Japan Airline Co., Ltd. The Company requests the election of Mr. Yoshiharu UEKI as Independent Director as it believes that he will provide various advice based on his extensive knowledge and experience and that he would bring a keen sense of awareness in corporate management.</p>			

(Notes) 1. Special interest between director candidates and the Company

- (1) Mr. Noriyuki TADA concurrently serves as Director of Toei Animation Co., Ltd., and the Company engages in business transactions with Toei Animation Co., Ltd., including film production orders and copyright payment. He concurrently serves as President of T-Joy Co., Ltd., and the Company engages in business transactions with T-Joy Co., Ltd., including the distribution of film and building leasing. He concurrently serves as President of K.K. Central Arts, and the Company engages in business transactions with K.K. Central Arts, including film production orders and copyright payment. He concurrently serves as Outside Director of TV Asahi Holdings Corporation which is an equity-method affiliate and falls under other affiliated companies. He concurrently serves as Director of TV Asahi Corporation, and TV Asahi Corporation conducts business that falls under the same category as part of the business of the Company and engages in business transactions with the Company, including entrustment of television program production.
 - (2) Mr. Fumio YOSHIMURA concurrently serves as Director of Toei Animation Co., Ltd., and the Company engages in business transactions with Toei Animation Co., Ltd., including film production orders and copyright payment.
 - (3) Mr. Yuya KAMATA concurrently serves as President & Chief Executive Officer of Toei Kyoto Studios, Co., Ltd., and the Company engages in business transactions with Toei Kyoto Studios, Co., Ltd., including the leasing of facilities of Toei kyoto studio park.
 - (4) Mr. Hirofumi NOMOTO concurrently serves as Chairperson of Tokyu Corporation, and the Company has transactions with Tokyu Corporation, including partial rental of Shibuya Toei Plaza.
 - (5) Mr. Hiroshi HAYAKAWA concurrently serves as Chairperson of TV Asahi Holdings Corporation which is an equity-method affiliate and falls under other affiliated companies. Mr. HAYAKAWA concurrently serves as Chairperson of TV Asahi Corporation, and TV Asahi Corporation conducts business that falls under the same category as part of the business of the Company and engages in business transactions with the Company, including entrustment of television program production.
 - (6) Mr. Yoshiharu UEKI is scheduled to retire from the position of Managing Director of Japan Airlines, Co., Ltd. as of the closing of the ordinary general meeting of shareholders of Japan Airlines, Co., Ltd. to be held in June 2024.
 - (7) There are no special interests between the other candidates for Director and the Company.
2. Mr. Hirofumi NOMOTO and Mr. Yoshiharu UEKI are candidates for outside directors.
 3. The Company requests the election of Mr. Hiroshi HAYAKAWA as non-Executive Officer because he is Representative Director of TV Asahi Holdings Corporation, a major shareholder of the Company, although he satisfies the requirements for outside director prescribed in Article 2, Item 15 of the Companies Act.
 4. The Company has registered Mr. Hirofumi NOMOTO as an Independent Director with Tokyo Stock Exchange (TSE) in accordance with the relevant rules of TSE. If his election is approved, the Company will continue to designate him as Independent Director. If the election of Mr. Yoshiharu UEKI as Outside Director is approved, the Company plans to submit a report on the appointment of Mr. UEKI as an Independent Director to Tokyo Stock Exchange, Inc. in accordance with the rules of Tokyo Stock Exchange, Inc.
 5. Pursuant to the provisions of Article 427-1 of the Companies Act, the Company has entered into a liability limitation agreement with Mr. Hirofumi NOMOTO and Mr. Hiroshi HAYAKAWA, respectively, to limit liability for damage up to the amount provided for in the laws and regulations in the event that they fail to perform their duties. If their election is approved, the Company will continue to maintain the agreement with them. If the election of Mr. Yoshiharu UEKI as Outside Director is approved, the Company also plans to enter into the same agreement with him.
 6. The Company has entered into an agreement on directors liability insurance with an insurance company. When each candidate is elected and becomes a director, he/she will be the insured under the insurance contract. Please refer to page 17 of the business report in Japanese original convocation for an outline of the content of the insurance contract. The Company also intends to renew the insurance contract with the same content at next

renewal.

7. The Company implemented a stock split, effective April 1, 2024, at a ratio of 5 shares per share of its common stock. The numbers of shares of the Company's stock held by the persons listed above indicate the numbers after the said share split.

Agenda Item No. 3: Election of Four (4) Managing Director, Statutory Auditors (Audit and Supervisory Committee Members)

The terms of office of all four (4) Managing Director, Statutory Auditors (Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes the election of four (4) Managing Director, Statutory Auditors who are Audit and Supervisory Committee Members.

This proposal was formulated based on the recommendations of the Nomination and Compensation Committee, the majority of which are Outside Directors, and the Audit and Supervisory Committee has approved the proposal.

The candidates for Managing Director, Statutory Auditors (Audit and Supervisory Committee Members) are as follows.

Candidate No.	Name	Position / Job position	Candidate attribute	Status of attendance at Board of Directors' meetings
1	Masahiro Horiguchi	Managing Director, Standing Statutory Auditor	Reappointment	13/13
2	Tomoko Shioike	Managing Director, Statutory Auditor	Reappointment Outside Independent Director	13/13
3	Hitoshi Sato	Managing Director, Statutory Auditor	Reappointment Outside Independent Director	13/13
4	Shima Katsuragawa		New appointment Outside Independent Director	—

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions		Number of shares of the Company held
1	<p>Masahiro HORIGUCHI (September 6, 1960)</p> <p>Reappointment</p> <p>Status of attendance at Board of Directors' meetings 13/13</p>	<p>April 1985 June 2011 June 2012 June 2014 June 2022</p>	<p>Joined the Company. Senior Director of Strategic Planning of the Company Senior Director of Secretariat of the Company Became Executive Director of the Company Managing Director, Standing Statutory Auditor of the Company (current position)</p>	0 shares
<p>Reasons for nomination as candidate for Director</p> <p>After retiring from his position as Executive Director of the Company, Mr. Masahiro HORIGUCHI, a Managing Director, Standing Statutory Auditor who is an Audit and Supervisory Committee member, appropriately audits the Board of Directors and the individual Director's execution of their duties in coordination with the external accounting auditor, etc. The Company requests that Mr. HORIGUCHI be reelected as a Managing Director Standing Statutory Auditor in the hope that he will contribute to the enhancement of the supervisory functions of the management of the Company based on his extensive knowledge and experience.</p>				
2	<p>Tomoko SHIOIKE (June 20, 1975)</p> <p>Reappointment Outside</p> <p>Independent Director</p> <p>Status of attendance at Board of Directors' meetings 13/13</p>	<p>December 2009 January 2010 June 2021 June 2022</p>	<p>Registered as attorney-at-law (Daini Tokyo Bar Association) Joined Yotsuyakyodo Law Office (to present) Auditor of the Company Managing Director, Statutory Auditor of the Company (current position)</p> <p>(Important concurrent position) Yotsuya Kyodo Law Office Outside Auditor, AS PARTNERS Co., Ltd. External Auditor of Palsystem Consumers' Co-operative Union</p>	0 shares
<p>Reason for the selection as a candidate for External Director and expected roles</p> <p>Ms. Tomoko SHIOIKE is an attorney with abundant experience and professional insight into corporate and general legal affairs. The Company requests that Ms. Tomoko SHIOIKE be reelected as Managing Director, Statutory Auditor in the hope that she will provide wide-ranging advice based on her extensive knowledge and experience as a legal professional and that she will bring a keen sense of awareness to corporate management.</p> <p>Although she does not have experience in corporate management, the Company believes that she will appropriately execute her duties as a Managing Director, Statutory Auditor for the reasons described above. Her tenure as an Outside Managing Director, Statutory Auditor will be two years at the close of this Ordinary General Meeting of Shareholders.</p>				
3	<p>Hitoshi SATO (July 7, 1951)</p> <p>Reappointment Outside</p> <p>Independent Director</p> <p>Status of attendance at Board of Directors' meetings 13/13</p>	<p>April 1975 October 1995 March 1997 May 2002 March 2006 March 2007 March 2014 March 2016 March 2017 June 2022</p>	<p>Joined Tokyu Railway Company, Ltd. (present Tokyu Corporation) Joined Tokyu Recreation Co., Ltd. Became Managing Director of Tokyu Recreation Co., Ltd. Became Executive Managing Director of Tokyu Recreation Co., Ltd. Became Senior Managing Director of Tokyu Recreation Co., Ltd. Became President of Tokyu Recreation Co., Ltd. Assigned as Managing Director and Chairperson of Tokyu Recreation Co., Ltd. Became Managing Director & Senior Advisor of Tokyu Recreation Co., Ltd. Became Senior Advisor of Tokyu Recreation Co., Ltd. (current position) Managing Director, Statutory Auditor (current position)</p>	0 shares
<p>Reason for the selection as a candidate for External Director and expected roles</p> <p>Mr. Hitoshi SATO has many years of experience managing Tokyu Recreation Co., Ltd. and he has extensive experience and knowledge related to the box office business, which is one of the Company's main businesses, and the real estate business. The Company requests that Mr. SATO be reelected as Managing Director, Statutory Auditor in the hope that he will provide various advice and that he will bring a keen sense of awareness to corporate management. His tenure as a Managing Director, Statutory Auditor will be two years at the close of this Ordinary General Meeting of Shareholders.</p>				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Shima KATSURAGAWA (September 4, 1973) New appointment Outside Independent Director	April 1997 Joined Yamada Emiko Tax Accountant Office. March 2001 Registered as a certified tax accountant January 2022 Became an employee of Koizu and Yamada Tax Accountant Corporation as a result of reorganization. (Important concurrent position) Accountant of Koizu and Yamada TAC Accountant's Co., Ltd.	0 shares
Reason for the selection as a candidate for External Director and expected roles Ms. Shima KATSURAGAWA has abundant experience as an accountant and a substantial amount of insight into financial affairs and accounting. The Company requests that Ms. KATSURAGAWA be elected as Managing Director, Statutory Auditor in the hope that she will provide wide-ranging advice as a professional accountant and that she will bring a keen sense of awareness to corporate management. Although she does not have experience in corporate management, the Company believes that she will appropriately execute her duties as a Managing Director, Statutory Auditor for the reasons described above.			

- (Notes)
1. There are no special interests between the candidates and the Company.
 2. Ms. Tomoko SHIOIKE, Mr. Hitoshi SATO and Ms. Shima KATSURAGAWA are candidates for Outside Director positions.
 3. Ms. Tomoko SHIOIKE's name on the official family registry is Tomoko MISAKA.
 4. The Company has registered Ms. Tomoko SHIOIKE and Mr. Hitoshi SATO as Independent Directors with Tokyo Stock Exchange (TSE) in accordance with the relevant rules of TSE. If their election is approved, the Company will continue to designate them as Independent Directors. If Ms. Shima KATSURAGAWA is elected, the Company plans to submit a report on the appointment of Ms. KATSURAGAWA as an Independent Director to Tokyo Stock Exchange, Inc. in accordance with the rules of Tokyo Stock Exchange, Inc.
 5. Pursuant to the provisions of Article 427-1 of the Companies Act, the Company has entered into a liability limitation agreement with Ms. Tomoko SHIOIKE and Mr. Hitoshi SATO, respectively, to limit liability for damage up to the amount provided for in the laws and regulations in the event that they fail to perform their duties. If their election is approved, the Company will continue to maintain the agreement with them. If the election of Ms. Shima KATSURAGAWA is approved, the Company also plans to enter into the same agreement with her.
 6. The Company has entered into an agreement on directors liability insurance with an insurance company. When each candidate is elected and becomes a Managing Director, Statutory Auditor, he/she will be the insured under the insurance contract. Please refer to page 17 of the business report in Japanese original convocation for an outline of the content of the insurance contract. The Company also intends to renew the insurance contract with the same content at next renewal.

(Reference) Skill matrix of the Board of Directors

When Agenda Item No. 2 and Agenda Item No. 3 are approved as originally proposed at this General Meeting of Shareholders, the structure of the Board of Directors and the expertise and experience of each director will be as shown below.

Name	Classification	Management	Strategic priorities				Governance		
		Corporate management	Planning and production	IP - multi use	Global	Organization and personnel	Finance and accounting	Legal affairs and risk management	Sustainability
Noriyuki TADA	Reappointment	●		●		●		●	●
Fumio YOSHIMURA	Reappointment	●	●	●	●	●		●	
Koichi WADA	Reappointment	●				●	●	●	●
Yuya KAMATA	Reappointment	●		●				●	
Yuji KOJIMA	Reappointment	●	●	●				●	
Hiroshi HAYAKAWA	Reappointment	●	●	●		●		●	●
Hirofumi NOMOTO	Reappointment Outside	●		●					●
Yoshiharu UEKI	New appointment Outside	●			●				●
Masahiro Horiguchi	Reappointment Managing Director, Standing Statutory Auditor	●						●	●
Tomoko Shioike	Reappointment Managing Director, Statutory Auditor				●			●	
Hitoshi SATO	Reappointment Managing Director, Statutory Auditor	●		●			●	●	
Shima Katsuragawa	New appointment Managing Director, Statutory Auditor						●	●	

(Note) The above skills matrix shows the knowledge, experience and expertise that the Company particularly expects each director to have and does not exhaustively show all of the knowledge and insight that each director has.

Agenda Item No. 4: Revision of the remuneration paid to Directors (excluding Directors who are Audit and Supervisory Committee members)

First approved at the 99th Ordinary General Meeting of Shareholders held on June 29, 2022, the remuneration paid to the Company's Directors (excluding Directors who are Audit and Supervisory Committee members) is no more than 450 million yen per year (including the no more than 20 million yen paid to Outside Directors).

Now, the Company proposes the revision of the remuneration paid to Directors to no more than 480 million yen per year (including no more than 50 million yen paid to Outside Directors), taking into consideration various circumstances such as the continued increase of the responsibilities and expected roles of the Outside Directors, the level of the remuneration paid by other Japanese companies and changes in the composition of the Board of Directors to enhance the management system and corporate governance. The proposed remuneration does not include the employee wages of Directors who are also employees.

Based on the deliberations of the Nomination and Compensation Committee, a non-statutory organization whose majority are Independent Directors and who is chaired by an Independent Director, the Company resolved to change its policy for determining the content of remuneration, etc. for individual Directors ("Policy for Determining Remuneration"), subject to approval without modification at this ordinary general meeting of shareholders. An outline of the Policy for Determining Remuneration after the revision is as described below. The Company believes that this proposal is reasonable because its content is necessary and rational for the provision of remuneration in line with the Policy for Determining Remuneration after the revision.

Currently there are seven Directors. If Agenda Item No. 2: Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members), is approved without modification, there will be eight Directors (including two Outside Directors, but excluding Directors who are Audit and Supervisory Committee Members).

End.

Reference: Outline of the Policy for Determining Remuneration relating to the content of the remuneration, etc. paid to individual Directors of the Company when the proposal is approved without modification at this ordinary general meeting of shareholders

(1) Basic approach

The remuneration paid to the Company's Directors will be determined in consideration of the content of their duties, the management environment, financial status, etc. and the level of director remuneration at other companies whose scale of business and category are similar to the Company. The remuneration paid to the Company's Directors (excluding the remuneration paid to Directors who are Audit and Supervisory Committee members, non-executive Directors and Outside Directors) will be based on a system under which incentives to improve the performance of the business are provided and it will consist of monetary and non-monetary remuneration. Monetary remuneration will consist of monthly basic fixed remuneration based on job evaluation and bonuses that are performance-linked remuneration, while non-monetary remuneration will consist of performance-linked stock remuneration.

The remuneration paid to Directors who are Audit and Supervisory Committee members, non-executive Directors and Outside Directors will consist only of reasonable basic remuneration that reflects their expertise and experience, their role and the content of their duties as well as the difference between full-time and part-time positions.

(2) Policy on basic remuneration

The amount of monthly remuneration (fixed remuneration) is determined by comprehensively assessing each Director's position, responsibilities and achievements, the salaries, bonuses, wage increases, etc. of executive directors and employees, the degree of achievement of the management performance

targets in the most recent fiscal year, remuneration paid in the past, and other matters. Including bonuses, remuneration is within the upper limit on remuneration resolved at the general meeting of shareholders.

(3) Policy on bonuses

Starting in fiscal 2024, the Company will introduce bonuses for Directors who are not Audit and Supervisory Committee members (excluding non-executive Directors and Outside Directors) to provide a short-term incentive for achieving annual plans. The amount of the annual bonus paid to individual Directors will fluctuate because it will be a standard bonus amount determined by position multiplied by a payment rate that is determined according to the degree of achievement of business results targets, etc. for each fiscal year, in principle. The bonus will be paid in two installments during the year together with basic remuneration within the limit of remuneration resolved at the general meeting of shareholders.

(4) Policy on performance-linked stock remuneration

Performance-linked stock remuneration will be introduced for Directors who are not Audit and Supervisory Committee members (excluding non-executive Directors and Outside Directors) for the purpose of providing medium- to long-term incentives to increase their awareness of the medium- to long-term improvement of the performance of the business and its corporate value and increase their motivation to contribute to it. Shares of the Company's stock will be delivered to them after they resign from their positions as Directors, in principle, in accordance with the stock delivery regulations prescribed elsewhere.

(5) Policy on the structure of remuneration, etc.

The remuneration, etc. for individual Directors who are not Audit and Supervisory Committee Members (excluding non-executive Directors and Outside Directors) consists of basic remuneration, bonuses and performance-linked stock remuneration, while all of the remuneration, etc. for Directors who are Audit and Supervisory Committee members, non-executive Directors and Outside Directors is basic remuneration. Regarding the percentage of remuneration paid to individual Directors who are not Audit and Supervisory Committee Members (excluding non-executive Directors and Outside Directors) that is basic remuneration, bonus or performance-linked stock remuneration, appropriate percentages are determined to ensure that remuneration functions as a sound incentive.

(6) Policy on timing and conditions of granting of remuneration, etc.

1) Basic remuneration

Basic remuneration shall be paid as monetary remuneration to incumbent Directors, etc. at a certain time each month, in principle.

2) Bonuses

Bonuses are linked to the Company's non-consolidated profit, consolidated operating profit, etc. for each fiscal year, because they are appropriate indicators for measuring results of the execution of business toward the sustained growth of the Company. The amount of the annual bonus for each Director will be the standard bonus amount determined by position multiplied by the rate of achievement of the goals in the management plan for each fiscal year. This will vary in the range of 0-110% and be paid in two installments every year.

3) Performance-based stock compensation

For Performance-based stock compensation predetermined fixed points and performance-based points are granted at a certain time each year. The performance-based points are calculated through multiplication by a performance-based coefficient according to the degree of achievement of the Company's performance targets and other factors and therefore vary within the range of 0%-200%. Shares of the Company, etc. are delivered to Directors, etc. upon their retirement from office according to the cumulative number of fixed points and performance-based points granted to them during their term of office. The indicators used for performance-based points are non-consolidated

operating profit and profit attributable to owners of parent, both of which are indicators of profitability, on the grounds that these are suitable indicators for the Company's business format, etc.

(7) Matters related to delegation of authority for remuneration, etc.

The Board of Directors delegates authority for the final decision on the details of remuneration, etc. for individual Directors for the fiscal year under review to Mr. Fumio YOSHIMURA, President and Chief Executive Officer based on the policy described earlier and the President instructed the business unit in charge to prepare a proposal on the remuneration for individual Directors based on the above policy, and also determined the content of remuneration for individual Directors upon verification of the content of the prepared proposal on remuneration for individual Directors. The Board of Directors delegated authority based on the judgment that the President and Chief Executive Officer is the right person to evaluate the performance of the business unit each Director is responsible for whilst taking into consideration the performance of the Company as a whole and other pertinent factors.

End.