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(Stock Exchange Code 8841)  
June 5, 2026

**To Shareholders with Voting Rights:**

Takuo Otani  
Representative Director  
& President  
TOC Co., Ltd.  
7-22-17 Nishi-Gotanda,  
Shinagawa-ku, Tokyo

**NOTICE OF  
THE 60TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

The 60th Annual General Meeting of Shareholders (the “Meeting”) of TOC Co., Ltd. (the “Company”) will be held as follows. The Company has adopted electronic provisioning measures for the convocation of this general meeting of shareholders, and has posted the matters for electronic provision on the following website.

Our website:

<https://www.toc.co.jp/toc/ir-new/ir/shareholders/>

In addition to the above, the information is also posted on the following website.

Tokyo Stock Exchange Website:

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

Please access the above website, enter or search for our company name or stock exchange code, and select “Basic information” and “Documents for public inspection/PR information” in that order.

Other website:

<https://d.sokai.jp/8841/teiji/>

If you are not attending the Meeting, the Company recommends that you exercise your voting rights in writing or via electromagnetic devices (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights either by indicating your approval or disapproval on the enclosed Voting Rights Exercise Form and returning it by post, or on the Electronic Voting Platform (<https://evote.tr.mufg.jp>) designated by the Company, by 5:00 p.m. Japan time on Thursday, June 25, 2026.

- 1. Date and Time:** Friday, June 26, 2026 at 10:00 a.m. Japan time
- 2. Place:** Special Hall on the 13th floor of TOC Building  
7-22-17 Nishi-Gotanda, Shinagawa-ku, Tokyo, Japan  
(Please refer to the map provided on the final page.)
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 60th Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 60th Fiscal Year (April 1, 2025 - March 31, 2026)
- Proposals to be resolved:**
- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Nine (9) Directors

If voting rights are exercised by proxy, the proxy must be another shareholder with voting rights. Only one proxy may be appointed.

When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. If attending the meeting by proxy, the proxy must present to the receptionist at the meeting an item showing authority to act as proxy together with the Voting Rights Exercise Form.

If no indication of approval or disapproval is made on the Voting Rights Exercise Form, it will be treated as an indication of approval of the agenda.

Reference Documents for the General Meeting of Shareholders are also sent to shareholders who have not requested the delivery of the documents.

In accordance with laws and regulations and the Articles of Incorporation of the Company, the following matters are excluded from the document we are sending to the shareholders who have requested the delivery thereof. Therefore, this document is a part of the documents audited by the Corporate Auditors and the Accounting Auditor in preparing the audit report.

- Notes to Consolidated Financial Statements
- Notes to Non-consolidated Financial Statements

In the event of any modifications to the matters for electronic provision, the modifications will be posted on the respective websites where they are posted.

Please note that no gifts will be distributed to shareholders attending the Meeting. No drinks will be offered, either. We appreciate your understanding in this matter.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1: Appropriation of Surplus

The Company's basic policy with regard to the distribution of profits is to maintain stable and continuous dividends comprehensively taking into account business results and payout ratio, etc., while considering trends in business performance and keeping in mind internal reserves for future business development and the strengthening of our management foundation.

Based on the policy above, it is proposed that year-end dividends for the 60th fiscal year be distributed as follows taking into consideration the earnings situation and future business development.

(1) Type of dividend assets

Cash

(2) Allocation of dividend assets to the shareholders and total amount of dividends

Amount per share of common stock: ¥5

Total dividends: ¥441,087,415

Note: The annual dividend for the 60th fiscal year, including the interim dividend, is ¥10 per share.

(3) Date on which the dividend of surplus becomes effective

June 29, 2026

## Proposal No. 2: Election of Nine (9) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this Meeting. Therefore, the Company proposes the election of nine (9) Directors, with the inclusion of an extra Director to strengthen its management framework.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
1	Takuo Otani (June 11, 1953)  [Male] [Re-election]	<p>July 1981      Joined Tokyo Wholesale Center Co., Ltd.</p> <p>April 1987     General Manager of ROX Department of the Company</p> <p>June 1988     Director and General Manager of ROX Department</p> <p>December 1988   Director and General Manager of Fashion Building Department</p> <p>June 1990     Managing Director, in charge of Fashion Building Department</p> <p>June 1991     Senior Managing Director, in charge of Fashion Building Department and Accounting Department</p> <p>June 1993     Representative Director &amp; President (current position)</p> <p>(Significant concurrent positions)</p> <p>Representative Director &amp; President of Hoshi Pharmaceutical Co., Ltd.</p> <p>Representative Director &amp; President of I-TINK Co., Ltd.</p> <p>Representative Director &amp; Chairman of TO Linen Supply Co., Ltd.</p> <p>Representative Director &amp; Chairman of TOC Supply Co., Ltd.</p> <p>Representative Director &amp; President of TOR Asset Investment Co., Ltd.</p> <p>Representative Director &amp; President of TOC Direction Co., Ltd.</p> <p>Representative Director &amp; Chairman of TOLCD Co., Ltd.</p> <p>Chairman of the Board Directors of HOSHI UNIVERSITY</p>	371,161
	Reasons for election as a candidate for Director	Mr. Takuo Otani has abundant experience, past performance and insight gained over many years as a manager, and has appropriately undertaken various management decisions and other decision-making roles for the Company. Based on these considerations, the Company has judged that Mr. Otani's election will contribute to the stable and sustainable growth of the Company, and proposes his continued election as Director.	

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)		Number of shares of the Company held
2	Shoichi Kondo (June 5, 1956)  [Male] [Re-election]	April 1979	Joined Tokyo Wholesale Center Co., Ltd.	25,000
	April 2004	Deputy General Manager of Building Facilities Management Department of the Company	April 2006	
		June 2014	Director, General Manager of Building Facilities Management Department and in charge of Safety Management Promotion Office	
		June 2020	Managing Director, General Manager of Building Facilities Management Department and in charge of Safety Management Promotion Office (current position)	
		(Significant concurrent positions)		
		Representative Director & President of TOC Supply Co., Ltd.		
	Reasons for election as a candidate for Director	Mr. Shoichi Kondo has abundant experience, past performance and insight in building facilities management, and has appropriately undertaken various management decisions and other decision-making roles for the Company. Based on these considerations, the Company has judged that Mr. Kondo's election will contribute to the stable and sustainable growth of the Company, and proposes his continued election as Director.		
3	Masahiko Ishida (August 11, 1959)  [Male] [Re-election]	April 1983	Joined Japan Development Bank	22,600
	March 2008	General Manager of Corporate Finance Department, Group I of Development Bank of Japan	June 2011	
		April 2015	Executive Officer, in charge of Administration of the Company	
		June 2015	Director, in charge of Administration	
		June 2020	Managing Director, in charge of Administration (current position)	
		(Significant concurrent positions)		
		-		
	Reasons for election as a candidate for Director	Mr. Masahiko Ishida has abundant experience, past performance and insight at financial institutions and industrial companies, and has appropriately undertaken various management decisions and other decision-making roles for the Company. Based on these considerations, the Company has judged that Mr. Ishida's election will contribute to the stable and sustainable growth of the Company, and proposes his continued election as Director.		

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
4	Kazuhiko Yanagisawa (February 18, 1964)  [Male] [Re-election]	<p>April 1986      Joined the Company</p> <p>June 2018      Deputy General Manager of TOC Department</p> <p>March 2020     General Manager of TOC Department</p> <p>June 2020      Representative Director &amp; President of TO Linen Supply Co., Ltd.</p> <p>June 2023      Executive Officer of the Company</p> <p>June 2024      Director &amp; Vice Chairman of TO Linen Supply Co., Ltd. (current position)</p> <p>June 2024      Representative Director &amp; President of Ohsaki Redevelopment Building Co., Ltd. (current position)</p> <p>June 2024      Director of the Company (current position)</p> <p>(Significant concurrent positions)</p> <p>Director &amp; Vice Chairman of TO Linen Supply Co., Ltd.</p> <p>Representative Director &amp; President of Ohsaki Redevelopment Building Co., Ltd.</p>	5,500
	Reasons for election as a candidate for Director	Mr. Kazuhiko Yanagisawa has abundant experience, past performance and insight in sales, and coupled with his engagement in management as a manager. The Company has judged that Mr. Yanagisawa's election will contribute to the stable and sustainable growth of the Company, and proposes his continued election as Director.	
5	Kazuo Maeno (November 6, 1967)  [Male] [New election]	<p>April 1988      Joined the Company</p> <p>April 2020      General Manager of Accounting Department</p> <p>September 2023   Executive Officer, General Manager of Accounting Department (current position)</p> <p>(Significant concurrent positions)</p> <p>-</p>	1,000
	Reasons for election as a candidate for Director	Mr. Kazuo Maeno has specialized knowledge and experience gained in the Company's accounting department. Therefore, the Company has judged that Mr. Maeno's election will contribute to the stable and sustainable growth of the Company, and proposes his election as Director.	

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
6	Hajime Shimizu (August 25, 1955)  [Male] [New election]	<p>March 1998      General Manager of Management Services Department of Hotel New Otani Co., Ltd.</p> <p>June 2000      Director, Deputy General Manager and Head of Rooms, Food &amp; Beverage Division of Hotel New Otani Tokyo of New Otani Co., Ltd.</p> <p>May 2002      Director, General Manager and Head of Rooms, Food &amp; Beverage Division of Hotel New Otani Tokyo of New Otani Co., Ltd.</p> <p>June 2005      Managing Director, General Manager and Head of Rooms, Food &amp; Beverage Division of Hotel New Otani Tokyo of New Otani Co., Ltd.</p> <p>June 2008      Representative Director and Managing Director, General Manager and Head of Rooms, Food &amp; Beverage Division of Hotel New Otani Tokyo of New Otani Co., Ltd.</p> <p>July 2024      Representative Director and Managing Director of New Otani Co., Ltd.</p> <p>February 2025   Representative Director, President &amp; CEO of New Otani Co., Ltd. (current position)</p> <p>(Significant concurrent positions) Representative Director &amp; President of NRE-HAPPINESS Co., Ltd. Representative Director &amp; President of HSK New Otani Co., Ltd. Representative Director, President &amp; CEO of New Otani Co., Ltd. Representative Director &amp; Chairman of New Otani Kyushu Co., Ltd.</p>	-
	Reasons for election as a candidate for Director	Mr. Hajime Shimizu has abundant experience, past performance and insight at New Otani Co., Ltd., and has undertaken various management decisions for the company as a manager. The Company proposes his election as Director in the expectation that he will provide advice and other guidance about overall management based on his abundant experience and extensive insight at New Otani Co., Ltd.	
7	Hirofumi Inaba (April 2, 1959)  [Male] [Re-election] [Outside]	<p>March 1991      Joined Sanyo Shiki Co., Ltd. Director and General Manager of Administration Department of Sanyo Shiki Co., Ltd.</p> <p>August 2000      Representative Director and President of Sanyo Shiki Co., Ltd.</p> <p>June 2006      Outside Director of the Company (current position)</p> <p>(Significant concurrent positions) Representative Director &amp; President of Sanyo Engineering Co., Ltd.</p>	16,000
	Reasons for election as a candidate for Outside Director and summary of expected roles	Mr. Hirofumi Inaba has served for many years as Representative Director & President of Sanyo Engineering Co., Ltd., and based on his abundant experience and extensive insight as a manager, he oversees the management of the Company. The Company proposes his election as Outside Director in the expectation that he will continue to oversee and provide advice and other guidance about the execution of business by Directors by drawing on his insight.	

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
8	Genta Torisu (October 6, 1947)  [Male] [Re-election] [Outside]	<p>July 1971      Joined Takenaka Corporation</p> <p>April 1985      Joined Tokyo Artists Co., Ltd.</p> <p>April 1986      Part-time lecturer at Department of Architecture, Faculty of Engineering of Tokyo University of Science</p> <p>April 1991      Representative Director &amp; President of ARS DESIGN ASSOCIATES (current position)</p> <p>April 2005      Part-time lecturer at Department of Architecture, Faculty of Engineering of The University of Tokyo</p> <p>June 2016      Outside Director of the Company (current position)</p> <p>(Significant concurrent positions) Representative Director &amp; President of ARS DESIGN ASSOCIATES</p>	-
	Reasons for election as a candidate for Outside Director and summary of expected roles	Mr. Genta Torisu has been involved in architecture and design for many years, and based on his abundant experience and extensive insight as an expert in these areas, the Company expects that he will provide valuable advice about the Company's business, and he oversees the Company's management from an independent perspective. The Company proposes his election as Outside Director in the expectation that he will continue to oversee and provide advice and other guidance about the execution of business by Directors by drawing on his insight.	
9	Tomoe Komoriya (October 26, 1977)  [Female] [Re-election] [Outside]	<p>April 2005      Assistant of College of Industrial Technology, Nihon University</p> <p>April 2010      Full-time Lecturer of College of Industrial Technology, Nihon University</p> <p>March 2013      Doctor of Engineering of College of Industrial Technology, Nihon University</p> <p>April 2017      Associate Professor of Engineering of College of Industrial Technology, Nihon University</p> <p>June 2023      Outside Director of the Company (current position)</p> <p>April 2024      Professor of Engineering of College of Industrial Technology, Nihon University (current position)</p> <p>(Significant concurrent positions) Professor of Engineering of College of Industrial Technology, Nihon University</p>	-
	Reasons for election as a candidate for Outside Director and summary of expected roles	Although Ms. Tomoe Komoriya has never been directly involved in corporate management, she has specialized knowledge in environmental engineering and has been involved in solving issues in collaboration with industry, academia, and government. The Company proposes her election as Outside Director in the expectation that she will be able to utilize her knowledge and experience in the management of the Company from an independent standpoint in addressing environmental issues and promoting sustainability management going forward.	

- Notes: 1. The Company merged with Tokyo Wholesale Center Co., Ltd. on April 1, 1982 and changed its trade name to TOC Co., Ltd.
2. Japan Development Bank (Nihon Kaihatsu Ginko) was dissolved on October 1, 1999 and succeeded to Development Bank of Japan (Nihon Seisaku Toshi Ginko), which was subsequently dissolved on October 1, 2008 and established as Development Bank of Japan, Inc. (Kabushiki Kaisha Nihon Seisaku Toshi Ginko).
3. Hotel New Otani Co., Ltd. changed its trade name to New Otani Co., Ltd. on June 20, 2000. On September 1, 2005, it was merged into Otani Planning Co., Ltd., which was the surviving company. On the same date, Otani Planning Co., Ltd. changed its trade name to New Otani Co., Ltd. Subsequently, the company changed its trade name to New Otani Co., Ltd. (Japanese only) on June 25, 2012.
4. There are no special interests between each candidate for Director and the Company other than the business relationships between the candidates for Director who are representatives of the legal entities, etc. below and the Company as follows.
- Hoshi Pharmaceutical Co., Ltd.: The Company has a business relationship with Hoshi Pharmaceutical Co., Ltd. that includes the lease of buildings and the sale of goods.
  - TO Linen Supply Co., Ltd.: The Company has a business relationship with TO Linen Supply Co., Ltd. that consists of the lease of land and buildings, consignment of building management operation, and transactions in goods.
  - TOC Supply Co., Ltd.: The Company has a business relationship with TOC Supply Co., Ltd. that includes the lease of land and buildings, consignment of building management operation, and transactions in building interiors and facility construction works.
  - TOC Direction Co., Ltd.: The Company has a business relationship with TOC Direction Co., Ltd. that consists of the lease of land and buildings, consignment of building management operation and facility management.
  - TOLCD Co., Ltd.: The Company has a business relationship with TOLCD Co., Ltd. that includes the lease of land and buildings, consignment of building management operation, and the sale of goods.
  - TOR Asset Investment Co., Ltd.: The Company has a business relationship with TOR Asset Investment Co., Ltd. that consists of the lease of land and buildings and the consignment of building management operation.
  - I-TINK Co., Ltd.: The Company has a business relationship with I-TINK Co., Ltd. that consists of the lease of land and buildings and the sale of goods.
    - Ohsaki Redevelopment Building Co., Ltd.: The Company has a business relationship with Ohsaki Redevelopment Building Co., Ltd. that consists of the lease of buildings and the building management operation.
  - New Otani Co., Ltd.: The Company has a business relationship with New Otani Co., Ltd. that consists of the sale of goods.
5. The Company has entered into a directors and officers liability insurance contract pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act with an insurance company. An overview of details of the insurance contract is described on page 20 of the Business Report in Japanese. If the candidates are elected, they will be covered by the contract. The Company plans to renew the insurance contract with the same details at maturity.
6. Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya are candidates for Outside Director. Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya have been registered as Independent Officers prescribed under the rules of Tokyo Stock Exchange, Inc. If they are elected as proposed, they will continue to serve as Independent Officers.
7. Matters concerning candidates for Outside Director are as follows.
- (1) Number of years since each candidate for Outside Director assumed office as Outside Director
- The term of office of Mr. Hirofumi Inaba will be 20 years at the conclusion of this Meeting.
- The term of office of Mr. Genta Torisu will be 10 years at the conclusion of this Meeting.
- The term of office of Ms. Tomoe Komoriya will be 3 years at the conclusion of this Meeting.

- (2) Outline of limitation of liability agreement with candidates for Outside Director  
The Company has entered into a limitation of liability agreement with Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability under this agreement is the amount prescribed by laws and regulations. If Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya are reelected, the Company intends to continue the same limitation of liability agreement with them.
  - (3) Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya have not been executives or officers of the Company or its subsidiaries.
  - (4) Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya are not the parent companies, etc. of the Company and have not been the parent company, etc. of the Company in the past 10 years.
  - (5) Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya are not executives or officers of an entity that has a special relationship with the Company and have not been executives or officers of an entity that has a special relationship with the Company in the past 10 years.
  - (6) Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya have no plans to receive a large sum of money or other property from the Company or from an entity that has a special relationship with the Company, and have not received thereof in the past two years.
  - (7) Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya are not the spouses or relatives to within the third degree or equivalent of an executive or officer of the parent company of the Company, etc., the Company, or an entity that has a special relationship with the Company.
8. Career summary, positions and responsibilities in the Company, and significant concurrent positions are current as of the time of preparation of this notice (May 12, 2026).

[Reference] Skill Matrix of the Board of Directors

The Board of Directors of the Company is to comprise talented persons who have a high degree of knowledge and experience in each area relating to corporate management. The Company defines especially important areas in corporate management as follows and expects each Director and Corporate Auditor to fully demonstrate his or her abilities. The composition of the Board of Directors described below has been prepared on the assumption that all proposals for the election of Directors at the Meeting are approved as originally proposed.

		Overall Management	Sales & Marketing	Finance & Accounting	Legal Affairs & Compliance	Property Management	Risk Management	Sustainability
Representative Director & President	Takuo Otani (○)	○						
Managing Director	Shoichi Kondo					○	○	○
Managing Director	Masahiko Ishida			○	○			○
Director	Kazuhiko Yanagisawa		○			○		
Director	Kazuo Maeno			○			○	
Director	Hajime Shimizu	○	○					
Director (Outside)	Hirofumi Inaba (◎)	○						
Director (Outside)	Genta Torisu (○)	○						
Director (Outside)	Tomoe Komoriya					○		○
Full-time Corporate Auditor	Hideo Yamaoka			○	○			
Corporate Auditor (Outside)	Hiroshi Sakamaki	○		○				
Corporate Auditor (Outside)	Yoshiyuki Minegishi			○	○			

Overall Management	Experience as a manager (a director with the right of representation) at a corporation, etc. over a certain size
Sales & Marketing	Experience as an officer in charge or general manager of a sales or marketing division or a senior managerial position equivalent thereto or experience as a person responsible for related operations
Finance & Accounting	Experience as an officer in charge or general manager of a division relating to an accounting field or a senior managerial position equivalent thereto or experience as a person responsible for related operations
Legal Affairs & Compliance	Experience as an officer in charge or general manager of a division relating to legal affairs and compliance or a senior managerial position equivalent thereto or experience as a person responsible for related operations
Property Management	Experience as an officer in charge or general manager of a property management division or a senior managerial position equivalent thereto or experience as a person responsible for related operations
Risk Management	Experience as an officer in charge or general manager of a division relating to risk management or a senior managerial position equivalent thereto or experience as a person responsible for related operations
Sustainability	Experience as an officer in charge or general manager of a division relating to sustainability such as ESG and CSR or a senior managerial position equivalent thereto or experience as a person responsible for related operations

- Notes: 1. The areas of expertise of Directors and Corporate Auditors who comprise the Board of Directors are displayed as a matrix, and major skills held by and those expected from each of the Directors and Corporate Auditors are marked with a circle “○.”
2. The members and the chair of the Nomination and Remuneration Committee are marked with a circle “○” in parentheses and a double circle “◎” in parentheses, respectively, in the name column.