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Securities code: 8291

June 5, 2023

(Commencement date of electronic provisional measures: May 30, 2023)

To Shareholders with Voting Rights:

Akira Takebayashi President and Representative Director Nissan Tokyo Sales Holdings Co., Ltd. 32-1 Nishigotanda 4-chome, Shinagawa-ku, Tokyo, Japan

NOTICE OF

THE 111th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We hereby inform you that the 111th Annual General Meeting of Shareholders of Nissan Tokyo Sales Holdings Co., Ltd. (the "Company") will be held as described below.

The Company, when convening this general meeting of shareholders, has taken measures to provide the information contained in the Reference Documents for the General Meeting of Shareholders electronically in the form of the "Notice of Convocation Annual General Meeting 2023" on the website below.

The Company's website: https://www.nissan-tokyo-hd.co.jp/en/ir/meeting.html

In addition to the above website, the matters are also posted on the website below. Tokyo Stock Exchange website:

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

Enter and search "Nissan Tokyo Sales Holdings" in "Issue name (company name)" or "8291" in "Securities code," select "Basic information" and then "Documents for public inspection/PR information," and see "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" in "Filed information available for public inspection."

<u>Instead of attending the meeting in person, you may exercise your voting rights by either of the following methods.</u> Please review the attached Reference Documents for General Meeting of Shareholders on the websites above and exercise your voting rights.

■Exercise in writing (postal mail)

Please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it so that it will reach us by 6:15 p.m. on June 19, 2023 (Monday).

■Exercise via electromagnetic means (internet)

Please see the Guidance for Exercising Voting Rights via internet described on pages 5 to 6 and exercise your voting rights by 6:15 p.m. on June 19, 2023 (Monday).

If you exercise your voting rights both by posting the Voting Rights Exercise Form and via the internet, the voting rights exercised via the internet shall be deemed valid. If you exercise your voting rights more than once via the internet, the most recent voting rights exercised shall be deemed valid.

1. Date and Time: Tuesday, June 20, 2023 at 10:00 a.m. Japan time

(Reception will open at 9:15 a.m.)

2. Place: Square Ebara "Hiratsuka Hall"

5-28 Ebara 4-chome, Shinagawa-ku, Tokyo

3. Meeting Agenda:

Matters to be reported:1. The Business Report and Consolidated Financial Statements for the

Company's 111th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Audit and Supervisory Board of the Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 111th Fiscal

Year (April 1, 2022 - March 31, 2023)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus **Proposal 2:** Election of Seven (7) Directors

4. Matters regarding the exercise of voting rights

If neither approval nor disapproval is indicated for each proposal on the Voting Rights Exercise Form when you exercise your voting rights, the voting shall be deemed and treated as indicating approval.

- For the convenience of exercising the voting rights from your home, we have introduced the system of voting via the internet. We have also introduced "Smart Exercise," in which, by reading QR code printed on the Voting Rights Exercise Form in addition to accessing the website for exercising the voting rights, you can easily exercise the voting rights without entering the voting right exercise code and password. We believe it will help you. (For details, please refer to pages 5 to 6.)
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting.
- The documents containing the matters to be provided electronically shall be sent to the shareholders who have requested the paper copy. Pursuant to the relevant laws and regulations and the provision of Article 15 of our Articles of Incorporation, the matters below are not included in the documents.
 - (1) "Notes to the Consolidated Financial Statements," and
 - (2) "Notes to the Non-consolidated Financial Statements"
- If any revisions are made to the matters for electronic provision, the revised versions will be posted on the websites above.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company believes that the return of profit to the shareholders is one of the most important matters of the management and has the basic policy to pay stable dividend while considering the internal reserve to maintain growth.

For the 111th fiscal year, based on the basic policy above, since the Company achieved increased profit, we propose the year-end dividend of 10 yen per share.

The year-end dividend for the 111th fiscal year shall be as follows:

Matters regarding the year-end dividend

- (1) Allocation of dividend assets to shareholders and the total amount of dividends 10 yen per share of common stock of the Company Total amount of dividends: 665,790,390 yen
- (2) Effective date of dividends of surplus June 21, 2023

Proposal 2: Election of Seven (7) Directors

The term of office of all seven (7) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors.

The candidates for Directors are as described below.

The Company has been addressing a long-term stable corporate growth and enhancement of corporate value, and requesting the Directors of the Company to have advanced knowledge, experience and ability to be capable of and realize them. For nominating the candidates of Directors, appropriate persons with knowledge, experience and ability which are necessary for performing tasks as well as various perspectives for the management, irrespective of individual attributes such as gender and nationality, are, in principle, proposed by President, and submitted to the Board of Directors for deliberation and perusal.

For decision to be made with higher degree of transparency and objectivity, we have established Nomination and Remuneration Committee in which outside officers are in majority.

No.			Name	Current position at	Attendance at
				the Company	the Board of
					Directors
				President and	15/15
1	[Reappointment]		Akira Takebayashi	Representative	(100%)
1	[Male]		Akiia Takebayasiii	Director	
	-			President and CEO	
2	[Reappointment]		Hiroyuki Ishida	Director	15/15
2	[Male]		Tilloyuki Isilida	Executive Officer	(100%)
3	[Reappointment]		Dygighi Vanazayya	Director	15/15
3	[Male]		Ryoichi Yonezawa	Executive Officer	(100%)
4	[Reappointment]		Shuichi Machida	D: 4	15/15
4	[Male]		Shulchi Machida	Director	(100%)
5	[Reappointment]	[Outside]	Ken Endo	Ontaile Discrete	14/15
3	[Male]	[Independent]	Kell Elido	Outside Director	(93%)
6	[Reappointment]	[Outside]	Nagyo Hagagayya	0 + 11 D1 +	15/15
	[Male]	[Independent]	Naoya Hasegawa	Outside Director	(100%)
7	[Reappointment]	[Outside]	Erilea Vagura	O + '1 D' +	11/11
/	[Female]	[Independent]	Eriko Kogure	Outside Director	(100%)

No.	Name (Date of birth)	Care	Number of shares of the Company held	
1	Akira Takebayashi (October 8, 1959) [Reappointment] [Male] [Attendance at the Board of Directors meetings in 2022 fiscal year] 15/15 (100%) [Term of office at the conclusion of this General Meeting of Shareholders] Four years	[Special interests l	Joined Nissan Motor Co., Ltd. President and Representative Director, Nissan Satio Shimane General Manager of Area Marketing Department, Marketing Division, Nissan Motor Co., Ltd. General Manager of Sales Support Department General Manager of Domestic M&S Affairs Department General Manager of Domestic M&S Affairs Department and General Manager of Nissan Sales and Service Way Promotion Department President and Representative Director, Chuo- Nissan Co. Ltd. Deputy General Manager of Japan Sales Division, Nissan Motor Co., Ltd. Deputy General Manager of Japan Sales Division, Nissan Motor Co., Ltd. and Director, the Company Retired as Director, the Company Vice President and Executive Officer, the Company President and Representative Director (to present) President and Representative Director, Nissan Tokyo Sales Co., Ltd. Chairman and Director (to present) Director, Nissan Tokyo Sales Co., Ltd. between the candidate and the Company] ial interests between Mr. Akira Takebayashi and the	29,200

Since he joined Nissan Motor Co., Ltd., Mr. Akira Takebayashi worked in the domestic sales division, served as president of a domestic automobile sales company, president of a regional company, and since 2016 he played a leading role actively in the domestic automobile sales as Deputy General Manager of Sales Division, Nissan Motor Co., Ltd. He served as Director of the Company from June 2016 to June 2018, and Representative Director of the Company from June 2019, exercising leadership and contributing to the performance improvement. In light of the experience above, he has knowledge and experience to perform the duties as Director of the Company appropriately and efficiently and therefore the Company proposes his reelection as Director.

No.	Name (Date of birth)	Care	Number of shares of the Company held	
2	Hiroyuki Ishida (April 21, 1959) [Reappointment] [Male] [Attendance at the Board of Directors meetings in 2022 fiscal year] 15/15 (100%) [Term of office at the conclusion of this General Meeting of Shareholders] Seven years	[Special interests	Joined The Yasuda Fire and Marine Insurance Co., Ltd. (currently Sompo Japan Insurance Inc.) General Manager of Kyushu Chuo Branch General Manager of Kurume Branch and General Manager of Saga Branch General Manager in charge of Tokyo Metropolitan Administration Department General Manager of Saitama and Chiba Administration Department Managing Executive Officer, Japan Insurance Service Co., Ltd. Executive Officer, the Company (to present) Director (to present) Audit and Supervisory Board Member, Nissan Tokyo Sales Co., Ltd. (to present) urrent positions] ervisory Board Member, Nissan Tokyo Sales Co., Ltd. between the candidate and the Company] ecial interests between Mr. Hiroyuki Ishida and the	20,000

In Sompo Japan Insurance Inc., Mr. Hiroyuki Ishida played a leading role as General Manager of branches and of administrative department and showed successful results as an officer of its affiliate company by leading the organization with his strong leadership. In the Company, for over seven years, he contributed to the performance improvement, as General Manager of Legal, Public Relations and IR Department and General Manager of Administration and Public Service Department. He has knowledge and experience to perform the duties as Director of the Company appropriately and efficiently and therefore the Company proposes his reelection as Director.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Ryoichi Yonezawa (February 6, 1961) [Reappointment] [Male] [Attendance at the Board of Directors meetings in 2022 fiscal year] 15/15 (100%) [Term of office at the conclusion of this General Meeting of Shareholders] Six years	Apr. 1984 Joined Tokyo Nissan Automobile Sales Co., Ltd. (currently the Company) Apr. 2012 General Manager of Accounting Department, the Company (to present) Apr. 2015 Executive Officer (to present) June 2017 Director (to present) July 2021 Executive Officer, Nissan Tokyo Sales, Co., Ltd. (to present) [Significant concurrent positions] Executive Officer, Nissan Tokyo Sales, Co., Ltd. [Special interests between the candidate and the Company] There are no special interests between Mr. Ryoichi Yonezawa and the Company.	27,000

Since he joined the Company, Mr. Ryoichi Yonezawa has accumulated experience in administrative division including Human Resources Department, Planning Department and Accounting Department. At present, he is in charge of the accounting division of the Company, controlling the matters including the group companies as well and contributing to strengthening the revenue base of the Company. He has knowledge and experience to perform the duties as Director of the Company appropriately and efficiently and therefore the Company proposes his reelection as Director.

No.	Name (Date of birth)	Caree a	Number of shares of the Company held	
		Apr. 1996	Joined Hino Motors, Ltd.	Company neid
		Mar. 2002	Completed master's degree at Graduate School of Business Administration of Keio University.	
		Aug. 2002	Joined Nissan Motor Co., Ltd.	
		Apr. 2012	General Manager of Mid-term Plan Base Promotion Department, Osaka Car Life Group Co., Ltd.	
		Apr. 2015	Executive Officer, General Manager of Corporate Planning Department	
		Apr. 2017	Chief Marketing Manager of Chief Marketing Manager Office, Japan Marketing Division, Nissan Motor Co., Ltd.	
	Shuichi Machida (October 26, 1972)	Apr. 2019	General Manager of Japan Network Strategy Department (to present) Director, Osaka Car Life Group Co., Ltd. (to	
	[Reappointment] [Male] [Attendance at the Board of Directors meetings in 2022 fiscal year] 15/15 (100%) [Term of office at the conclusion of this General Meeting of Shareholders] Four years	June 2019	present) Director, Nissan Osaka Sales Co., Ltd. (to present) Director, the Company (to present)	
		June 2021	Director, Nissan Network Holdings Co., Ltd. (to present)	
		Apr. 2022	Director, Nissan Prince Saitama Sales Co., Ltd. Director, Kagoshima Nissan Motor Co., Ltd. (to present)	0
4		Apr. 2023	Deputy General Manager of Japan Network Division, Nissan Motor Co., Ltd. (to present) Director, Nissan Fukuoka Sales Co., Ltd. (to present)	
		[Significant concu		
		• Deputy General	l Manager of Japan Network Division and General	
			Network Strategy Department, Nissan Motor Co.,	
		Ltd.		
		 Director, Osaka 		
		• Director, Nissan		
		• Director, Nissan		
		· Director, Kagos		
		• Director, Nissar	n Fukuoka Sales Co., Ltd.	
			between the candidate and the Company]	
		There are no spec		
		Company.		

Mr. Shuichi Machida currently serves as Deputy General Manager of Japan Network Division, Nissan Motor Co., Ltd. and the Company expects that the information sharing and collaboration with it will be strengthened and continued. He contributed to constructing the stable management base of Osaka Car Life Group Co., Ltd. and after returning to Nissan Motor Co., Ltd., he, as Chief Marketing Manager, contributed largely to successful launching of SERENA e-Power and achieving the best-selling minivan ranking thereafter in 2018 fiscal year. He has a detailed knowledge of automobile sales business and marketing to contribute to further growth of the Company and therefore the Company proposes his reelection as Director.

Apr. 1976 Joined The Yasuda Fire and Marine Insurance Co., Ltd. (currently Sompo Japan Insurance Inc.) June 2010 Senior Executive Officer; General Manager of Tokyo Headquarters Mar. 2011 Retired from the same June 2011 President and Representative Director, Japan Insurance Service Co., Ltd. Sep. 2014 President and Representative Director, Sompo Japan Nipponkoa Insurance Service Co., Ltd. (change of company name due to the merger) Chairman and Representative Director Untside Director, the Company (to present) President and Representative Director, Sompo Care Next Co., Ltd. June 2015 President and Representative Director, Sompo Care Message Co., Ltd. June 2017 President and Representative Director, Sompo Care Message Co., Ltd. June 2018 President and Representative Director, Sompo Care Next Co., Ltd. (management integration of Sompo Care Next Co., Ltd. and Sompo Care Message Co., Ltd.) Aug. 2019 Expert committee member, Social Security Council (to present) Advisor, Japanese Council of Daily Life Long-Term Care Service Facilities (to present) Advisor, Japanese Council of Daily Life Long-Term Care Service Facilities (to present) Advisor, Japanese Council of Daily Life Long-Term Care Service Facilities (to present) Owner Officer of Care and Senior Business, Sompo Holdings, Inc. (to present) Sompo Holdings, Inc. (to present) Eight years Apr. 2022 Expert committee member, Social Security Council Significant concurrent positions] Expert committee member, Social Security Council	No.	Name (Date of birth)	Care	Number of shares of the	
Confederation • Advisor, Japanese Council of Daily Life Long-Term Care Service Facilities • Chairman, Representative Director and CEO, Sompo Care Co., Ltd. • Owner Officer of Care and Senior Business, Sompo Holdings, Inc. [Special interests between the candidate and the Company] There are no special interests between Mr. Ken Endo and the Company.	5	(March 3, 1954) [Reappointment] [Male] [Outside] [Independent] [Attendance at the Board of Directors meetings in 2022 fiscal year] 14/15 (93%) [Term of office at the conclusion of this General Meeting of Shareholders]	Apr. 1976 June 2010 Mar. 2011 June 2011 Sep. 2014 Apr. 2015 June 2015 Dec. 2015 June 2017 June 2018 Aug. 2019 June 2021 Apr. 2022 [Significant conceedure to the company of	Ltd. (currently Sompo Japan Insurance Inc.) Senior Executive Officer; General Manager of Tokyo Headquarters Retired from the same President and Representative Director, Japan Insurance Service Co., Ltd. President and Representative Director, Sompo Japan Nipponkoa Insurance Service Co., Ltd. (change of company name due to the merger) Chairman and Representative Director Outside Director, the Company (to present) President and Representative Director, Sompo Care Next Co., Ltd. President and Representative Director, Sompo Care Message Co., Ltd. President and Representative Director, Sompo Care Message Co., Ltd. President and Representative Director, Sompo Care Next Co., Ltd. and Sompo Care Message Co., Ltd.) Expert committee member, Social Security Council (to present) Vice-chairman, National Care Business Operators' Political Confederation (to present) Advisor, Japanese Council of Daily Life Long- Term Care Service Facilities (to present) Chairman, Representative Director and CEO, Sompo Care Co., Ltd. (to present) Owner Officer of Care and Senior Business, Sompo Holdings, Inc. (to present) urrent positions] tee member, Social Security Council , National Care Business Operators' Political Director and Care Service Director and CEO, Sompo Care Co., Ltd. Of Care and Senior Business, Sompo Holdings, Inc. Detween the candidate and the Company]	9,300

[Reason for nomination as candidate for Outside Director and summary of expected role]

Mr. Ken Endo has extensive experience and insight as corporate manager of Sompo Japan Insurance Inc. and its subsidiaries and associates, etc. and knowledge of automobile sales industry. Based on these considerations, the Company expected his oversight of and advice to whole management of the Company and elected him as Director in June 2015, and he has contributed to performance improvement of the Company. The Company proposes his reelection as Director to further growth of the Company.

No	Name	career summary, positions, responsionates,				
110.	(Date of birth)	;	and significant concurrent positions			
No. 6	Name (Date of birth) Naoya Hasegawa (November 7, 1958) [Reappointment] [Male] [Outside] [Independent] [Attendance at the Board of Directors meetings in 2022 fiscal year] 15/15 (100%) [Term of office at the conclusion of this General Meeting of Shareholders] Two years	Apr. 1982 Apr. 2006 Apr. 2007 Apr. 2008 Apr. 2011 Sep. 2013 Feb. 2020 Apr. 2020 Mar. 2021 June 2021 Oct. 2022 [Significant conc. • Professor, Facu Sustainability S	Joined The Yasuda Fire and Marine Insurance Co., Ltd. (currently Sompo Japan Insurance Inc.) Associate Professor of Sustainable Society Forming, Graduate School of University of Yamanashi (National University Corporation) Concurrent Instructor, Graduate School of Environmental Management of Hosei University Concurrent Instructor, Faculty of Engineering, Shibaura Institute of Technology Concurrent Instructor, Graduate School of International Accounting of Chuo University Concurrent Instructor, Graduate School of Management of Technology, Shibaura Institute of Technology Professor, Faculty of Sustainability Studies, Department of Sustainability Studies, Hosei University (to present) Concurrent Instructor, Faculty of International Relations, Yamanashi Prefectural University Advisor, Panair Inc. Sustainability Senior Advisor, Sapporo Holdings Limited (to present) Outside Director, Okabe Co., Ltd. (to present) Outside Director, the Company (to present) Outside Director serving as Audit and Supervisory Committee Member, SILVER LIFE Co., Ltd. (to	Number of shares of the Company held 1,400		
	Two years	<u> </u>				
	Two years	<u> </u>				
		•				
			or, Okabe Co., Ltd.			
			ctor serving as Audit and Supervisory Committee			
			ER LIFE Co., Ltd.			
		- •	between the candidate and the Company]			
		_	cial interests between Mr. Naoya Hasegawa and the			
		Company.				

[Reason for nomination as candidate for Outside Director and summary of expected role]

Mr. Naoya Hasegawa specializes in sustainability management, CSR, corporate ethics, entrepreneurial history, etc. and has extensive insight and expertise. He has extensive experience as an academic expert with experience as a business person. The Company expects his contribution to the sustainability management which will enhance corporate value of the Company as well as to further growth of the Company. Therefore, the Company proposes his reelection as Director.

Name (Date of birth)		Number of shares of the Company held	
Eriko Kogure (May 22, 1958) [Reappointment] [Female] [Outside] [Independent] [Attendance at the Board of Directors meetings in 2022 fiscal year] 11/11 (100%) [Term of office at the conclusion of this General Meeting of Shareholders]	None [Special interests l	between the candidate and the Company]	700
	(Date of birth) Eriko Kogure (May 22, 1958) [Reappointment] [Female] [Outside] [Independent] [Attendance at the Board of Directors meetings in 2022 fiscal year] 11/11 (100%) [Term of office at the conclusion of this General Meeting of	(Date of birth) Eriko Kogure (May 22, 1958) [Reappointment] [Female] [Outside] [Independent] [Attendance at the Board of Directors meetings in 2022 fiscal year] 11/11 (100%) [Term of office at the conclusion of this General Meeting of Shareholders]	CDate of birth

[Reason for nomination as candidate for Outside Director and summary of expected role]

Ms. Eriko Kogure has extensive experience as corporate manager, such as officer in charge of sales in Dentsu Tec Inc. and President and Director of its subsidiary (PROMO TEC SYNERGY SDN. BHD.). She has also experienced overseas assignment and promotion of gender equality project in Dentsu Tec Inc. The Company expects her oversight of and advice to its whole management from diversified perspectives and therefore proposes her reelection as Director.

Notes: 1. Mr. Ken Endo, Mr. Naoya Hasegawa and Ms. Eriko Kogure are candidates for Outside Directors.

The Company has appointed them as independent officers pursuant to the provisions of the Tokyo Stock Exchange, Inc. and submitted the notification to the exchange.

- 2. The term of office of Mr. Ken Endo, Mr. Naoya Hasegawa and Ms. Eriko Kogure will be eight years, two years and one year respectively at the conclusion of this General Meeting.
- 3. The Company has concluded respectively with Mr. Shuichi Machida, Mr. Ken Endo, Mr. Naoya Hasegawa and Ms. Eriko Kogure liability limitation agreement to limit the liability to the amount provided by laws and regulations with respect to the liability caused by negligence of duties according to the provisions of Article 427, Paragraph 1 of the Companies Act. If their reelection is approved, the Company will continue the said liability limitation agreement with each of them.
- 4. The Company has concluded a directors and officers liability insurance contract with an insurance company pursuant to the provisions of Article 430-3 of the Companies Act and will renew the contract in July 2023. The insurance contract covers the cost of lawsuit, the damages, etc. that will be borne by the insured due to corporate litigation lawsuit, third party lawsuit, shareholders' representative lawsuit, etc., and other contents are as described in the Business Report. If each of the candidates is reelected or elected, he or she shall be included in the insured of the said contract.

For reference: Skills matrix for Directors and Audit and Supervisory Board Members (expected after the conclusion of the General Meeting of Shareholders)

The skills matrix for Directors and Audit and Supervisory Board Members after Proposal 2 are approved and resolved as proposed is as follows.

No more than three items for which they are expected to exercise expertise according to their past business experience or they have knowledge expected to provide necessary advice to and/or oversight of the executive divisions are marked with •. This does not indicate all the knowledge and experience they have.

		Expertise						
			Marketing/ Sales	Finance	IT/ Digital/ DX	Personnel Affairs/ Labor Affairs/ Human Resources Development	Legal/ Risk Management	ESG/ Sustainability
	Akira Takebayashi	•	•		•			
	Hiroyuki Ishida	•					•	•
	Ryoichi Yonezawa	•		•		•		
Director	Shuichi Machida	•	•				•	
	Ken Endo	•				•		•
	Naoya Hasegawa	•		•				•
	Eriko Kogure	•	•					•
Audit	Satoshi Uemura	•	•			•		
and Supervi-	Katsuhiko Kondo						•	•
sory Board	Masayuki Endo	•	•			•		
Member	Miyoko Yamada	•		•	•			