

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 9602  
May 2, 2024

To our shareholders:

Hiroyasu Matsuoka  
President  
**TOHO CO., LTD.**  
1-2-2 Yurakucho, Chiyoda-ku, Tokyo

## **Notice of the 135th Annual General Meeting of Shareholders**

TOHO CO., LTD. (the “Company”) would hereby like to inform you that the 135th Annual General Meeting of Shareholders will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which the measures for providing information in electronic format will be taken) in electronic format and posts this information on the Company’s websites on the Internet as shown below. Please access any of the websites to check the information.

The Company’s website

<https://www.toho.co.jp/> (in Japanese)

(From the above website, select “About Us,” “IR Information” and then “Information for Shareholders” to check the information.)

<https://www.toho.co.jp/en/company> (in English)

(From the above website, select “IR Information” and then “IR Library” to check the information.)

TSE website (Listed Company Search)

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

(Access the TSE website by using the internet address shown above, enter “TOHO” in “Issue name (company name)” or the Company’s securities code “9602” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

You may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights by 6:30 p.m. on Wednesday, May 22, 2024 (JST).

**1 Date and Time:** Thursday, May 23, 2024, at 10:00 a.m. (The reception desk opens at 9:00 a.m.) (JST)

**2 Venue:** Hulic Hall Tokyo, 11th floor, Yurakucho Mullion  
2-5-1 Yurakucho, Chiyoda-ku, Tokyo

**3 Purpose of the Meeting**

**Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 135th fiscal year (from March 1, 2023 to February 29, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Committee
2. The Non-consolidated Financial Statements for the 135th fiscal year (from March 1, 2023 to February 29, 2024)

**Matters to be resolved:**

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Election of Five Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

**Proposal No. 3** Election of Three Directors Who Are Audit & Supervisory Committee Members

**Proposal No. 4** Election of One Substitute Director Who Is an Audit & Supervisory Committee Member

**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 6:30 p.m. on Wednesday, May 22, 2024 (JST).

**(2) Voting via the Internet, etc.**

Please refer to “Guide to Exercising Voting Rights via the Internet, etc.” (in Japanese only) and exercise your voting rights by 6:30 p.m. on Wednesday, May 22, 2024 (JST).

- If you attend the Meeting in person, please bring the voting form that has been sent together with this notice and present it at the reception desk. Also, you are requested to bring this notice to the Meeting.
- Shareholders not attending the Meeting shall be able to exercise voting rights either in writing by using the voting form or via the Internet, etc. Note that if there is no indication of approval or disapproval with a proposal in the voting form, it shall be handled as an indication of approval for that proposal.
- If you exercise your voting rights more than once via the Internet, etc., the last vote exercised shall be treated as a valid.
- If you exercise your voting rights both in writing (by mail) and via the Internet, etc., we will treat your vote via the Internet, etc. as valid, regardless of the date and time of arrival.
- Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents.
  - (i) “Company structure and policy” in the Business Report
  - (ii) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
  - (iii) “Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements(i) to (iii) above are part of the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Audit & Supervisory Committee in preparing their audit reports. (ii) and (iii) are part of the Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Financial Auditor in preparing their audit reports.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company’s website and the TSE website introduced on the previous page.

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

Our basic shareholder return policy is to distribute annual dividend payments of ¥40 as a base with a payout ratio of 30% or more and implement flexible share buy-backs. Under this policy, the Company proposes to pay a year-end dividend for the fiscal year of ¥65 per share.

Accordingly, including the interim dividend that has already been paid (¥20 per share), the annual dividend will total ¥85 per share.

Year-end dividends

Type of dividend property

Cash

Allotment of dividend property and aggregate amount thereof

¥65 per common share of the Company

Total payment: ¥11,369,519,525

Effective date of dividends of surplus

May 24, 2024

**Proposal No. 2** Election of Five Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The term of office of all five Directors (excluding Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of five Directors.

Please note that the Audit & Supervisory Committee has given its opinion that all of the candidates for Director in this proposal are qualified.

The candidates for Director are as follows.

Candidate No.	Attributes of the candidates	Name	Position, responsibility in the Company and significant concurrent positions outside the Company	Attendance / Number of Board of Directors meetings held
1	Reelection Male	Yoshishige Shimatani	Representative Director and Chairperson, Member of the Board Director of Hankyu Hanshin Holdings, Inc. Outside Director of Fuji Media Holdings, Inc. Outside Director of TOKYO KAIKAN CO., LTD.	11 of 11
2	Reelection Male	Hiroyasu Matsuoka	Representative Director and President, Member of the Board Head of Entertainment Unit Direct control of Strategy Planning Department, TOHO Digital Lab. and Internal Control Audit	11 of 11
3	Reelection Male	Nobuyuki Tako	Director and Executive Vice President, Member of the Board Head of Corporate Management Group Director of Subaru Enterprise Co., Ltd.	10 of 11
4	Reelection Male	Minami Ichikawa	Director and Senior Managing Executive Officer, Member of the Board Head of Motion Picture Group, Entertainment Unit	11 of 11
5	Reelection Male	Kazuo Sumi	Director Chairman and Representative Director, Group CEO of Hankyu Hanshin Holdings, Inc. Director of H2O Retailing Corporation Outside Director of ASICS Corporation	9 of 11

Candidate No.	Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
1	<p>Yoshishige Shimatani March 5, 1952 (Age: 72)</p> <p>Reelection Male</p> <p>Attendance to the Board of Directors meeting: 11 of 11 (100%)</p>	<p>Apr. 1975      Joined the Company</p> <p>Apr. 1999      General Manager of Production &amp; Acquisitions Department, Motion Picture Group</p> <p>May 2001      Director</p> <p>May 2005      Managing Director</p> <p>May 2007      Senior Managing Director</p> <p>May 2011      President</p> <p>May 2021      Representative Director and President, Member of the Board</p> <p>May 2022      Representative Director and Chairperson, Member of the Board (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Director of Hankyu Hanshin Holdings, Inc.</p> <p>Outside Director of Fuji Media Holdings, Inc.</p> <p>Outside Director of TOKYO KAIKAN CO., LTD.</p>	18,303 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Shimatani has long been engaged in the operation of the departments in the Motion Picture Group, a major line of business of the Company group (the "TOHO Group") since he joined the Company. During his service as President of the Company, he exercised great leadership in promoting the Company's mid-term management strategy and strove to realize sustainable growth and enhanced corporate value for the Company. As Chairperson, he has currently supervised the group-wide management in an appropriate manner. Given his rich experience, achievements and insight throughout his career, the Company proposes his reelection as Director of the Company.</p>			
2	<p>Hiroyasu Matsuoka April 18, 1966 (Age: 58)</p> <p>Reelection Male</p> <p>Attendance to the Board of Directors meeting: 11 of 11 (100%)</p>	<p>Jan. 1994      Joined TOHO-TOWA Company, Limited</p> <p>Apr. 1998      Director of TOHO-TOWA Company, Limited</p> <p>Apr. 2001      Managing Director of TOHO-TOWA Company, Limited</p> <p>Apr. 2008      COO, President of TOHO-TOWA Company, Limited</p> <p>May 2014      Director of the Company</p> <p>May 2015      CEO, Chairperson of TOHO-TOWA Company, Limited</p> <p>May 2018      Managing Director of the Company</p> <p>Apr. 2020      Director, Chairperson of TOHO-TOWA Company, Limited (current position)</p> <p>May 2021      Director and Managing Executive Officer, Member of the Board of the Company</p> <p>May 2022      Representative Director and President, Member of the Board (current position)</p> <p>[Position in the Company]</p> <p>Head of Entertainment Unit</p> <p>Direct control of Strategy Planning Department, TOHO Digital Lab. and Internal Control Audit</p>	19,133 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Matsuoka has long been engaged in global business related to motion pictures at the TOHO Group. By utilizing his rich experience and a higher level of insights in the overall management, he currently has played a role of making important management decisions and supervising business execution as President of the Company and has exercised leadership to realize "TOHO VISION 2032 TOHO Group Management Strategy," a corporate strategy that looks toward the 100th anniversary of our founding. Given his achievements and insight throughout his career, the Company proposes his reelection as Director of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
3	<p>Nobuyuki Tako December 4, 1965 (Age: 58)</p> <p>Reelection Male</p> <p>Attendance to the Board of Directors meeting: 10 of 11 (91%)</p>	<p>Apr. 1988      Joined the Company</p> <p>Apr. 2005      General Manager of Group Planning Department (currently Group Management &amp; Business Solution Department)</p> <p>May 2008      Director</p> <p>May 2014      Managing Director</p> <p>May 2017      Senior Managing Director</p> <p>May 2020      Vice President</p> <p>May 2021      Director and Executive Vice President, Member of the Board (current position)</p> <p>[Responsibility in the Company and significant concurrent positions outside the Company]</p> <p>Head of Corporate Management Group</p> <p>Director of Subaru Enterprise Co., Ltd.</p>	14,918 shares
		<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Tako has long been engaged in the operation of the Human Resources and Corporate Planning Departments since he joined the Company. He possesses rich experience and expertise and now serves as Head of Corporate Management Group, which is the person responsible for the overall Corporate Management Department, playing the role in the management of the Company. Given his achievements and insight throughout his career, the Company proposes his reelection as Director of the Company.</p>	
4	<p>Minami Ichikawa July 22, 1966 (Age: 57)</p> <p>Reelection Male</p> <p>Attendance to the Board of Directors meeting: 11 of 11 (100%)</p>	<p>Apr. 1989      Joined the Company</p> <p>Apr. 2006      General Manager of Production &amp; Acquisitions Department, Motion Picture Group</p> <p>May 2011      Director</p> <p>May 2017      Managing Director</p> <p>May 2021      Director and Managing Executive Officer, Member of the Board</p> <p>May 2022      Director and Senior Managing Executive Officer, Member of the Board (current position)</p> <p>[Position in the Company]</p> <p>Head of Motion Picture Group, Entertainment Unit</p>	9,332 shares
		<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Ichikawa has long been engaged in the operation of the departments in the Motion Picture Group since he joined the Company. He possesses rich experience and expertise with respect to the business of motion pictures and is currently exercising great leadership in the management of the Company as Head of Motion Picture Group. Given his achievements and insight throughout his career, the Company proposes his reelection as Director of the Company.</p>	

Candidate No.	Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
5	<p>Kazuo Sumi April 19, 1949 (Age: 75)</p> <p>Reelection Male</p> <p>Attendance to the Board of Directors meeting: 9 of 11 (82%)</p>	<p>June 2000 Director of Hankyu Corporation</p> <p>June 2002 Managing Director of Hankyu Corporation</p> <p>June 2003 President and Representative Director of Hankyu Corporation (The trade name of Hankyu Corporation was changed to Hankyu Holdings, Inc. in April 2005 and then to Hankyu Hanshin Holdings, Inc. in October 2006.)</p> <p>Apr. 2005 President and Representative Director of Hankyu Corporation (new company)</p> <p>May 2009 Outside Director of the Company</p> <p>Mar. 2014 Chairman and Representative Director of Hankyu Corporation</p> <p>May 2016 Outside Director (Audit &amp; Supervisory Committee Member) of the Company</p> <p>June 2017 Chairman and Representative Director, Group CEO of Hankyu Hanshin Holdings, Inc. (current position)</p> <p>May 2018 Outside Director of the Company</p> <p>May 2019 Director (current position)</p> <p>Apr. 2023 Chairman of Hankyu Corporation (current position)</p> <p>[Significant concurrent positions outside the Company] Chairman and Representative Director, Group CEO of Hankyu Hanshin Holdings, Inc. Director of H2O Retailing Corporation Outside Director of ASICS Corporation</p>	16,900 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Sumi is a management expert who has long been engaged in corporate management and can be expected to give valuable advice and guidance for overall management and check from an objective viewpoint, based on his rich experience and excellent insight. Therefore, the Company judges that he is well suited for Director of the Company and it proposes his reelection.</p>			

- (Notes)
- There is no special interest between any of the candidates and the Company.
  - All the candidates have agreed to assume the position of Director on the condition that this proposal is approved.
  - The position, responsibility in the Company and significant concurrent positions outside the Company of the candidates indicated above are as of the date of publication of this Notice of the Annual General Meeting of Shareholders (May 2, 2024).
  - The ages of the candidates are as of the date of publication of this Notice of the Annual General Meeting of Shareholders (May 2, 2024).
  - The Company has entered into an agreement with Kazuo Sumi to limit his liability for damages under Article 423, paragraph (1) of the Companies Act, in which his liability amount is specified to be the sum total of the amount calculated by multiplying the amount calculated by the method prescribed by Article 113 of the Regulations for Enforcement of the Companies Act (which is the amount of property benefits that he receives from the Company as remuneration for performance of duties during his tenure of office) by 2 and the amount calculated by the method prescribed by Article 114 of the Regulations for Enforcement of the Companies Act (which is the amount equivalent to the amount of the property benefits regarding share acquisition rights of the Company, in cases where such share acquisition rights are received under especially favorable conditions). If his reelection is approved, the Company plans to continue to assign him as a nonexecutive director, and the Company will renew the aforementioned limited liability agreement with him so that he can fulfill his expected role.
  - The Company has concluded a Directors and Officers insurance contract with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act to cover Directors, Executive Officers, and Audit & Supervisory Committee Members of the Company and its subsidiaries as the insured parties. This contract covers any compensation for damages under the law and lawsuit expenses incurred by the insured parties. In the event that each of the candidates takes office of Director, we plan to cover them with the insurance. The Company plans to renew this insurance contract with the same details during their term in office.

**Proposal No. 3** Election of Three Directors Who Are Audit & Supervisory Committee Members

The term of office of Directors who are Audit & Supervisory Committee Members, Eiichi Ogata, Takashi Kobayashi and Satoshi Ando, will expire at the conclusion of this meeting. Following this, Takashi Kobayashi will retire from the position. Therefore, the Company proposes the election of three Directors who are Audit & Supervisory Committee Members, including one new candidate.

Please note that the consent of the Audit & Supervisory Committee has been obtained for this proposal.

The candidates for Director who are Audit & Supervisory Committee Members are as follows.

Candidate No.	Attributes of the candidates	Name	Position in the Company and significant concurrent positions outside the Company	Attendance / Number of Board of Directors meetings held
1	Reelection Male	Eiichi Ogata	Director (Full-time Audit & Supervisory Committee Member) Chairperson of the Audit & Supervisory Committee	11 of 11
2	Reelection Outside Independent Male	Satoshi Ando	Outside Director (Audit & Supervisory Committee Member) Attorney at law Outside Director of ISHIHARA SANGYO KAISHA, LTD.	11 of 11
3	New election Outside Independent Female	Izumi Okoshi	Executive Officer of CHANGE Holdings, Inc.	- of -



Candidate No.	Name (Date of birth)	Career summary and position in the Company		Number of the Company's shares owned
1	<p>Eiichi Ogata December 8, 1964 (Age: 59)</p> <p>Reelection Male</p> <p>Attendance to the Board of Directors meeting: 11 of 11 (100%)</p> <p>Attendance to the Audit &amp; Supervisory Committee meeting: 12 of 12 (100%)</p>	<p>Apr. 1987</p> <p>Apr. 2005</p> <p>Oct. 2008</p> <p>June 2012</p> <p>June 2017</p> <p>May 2022</p>	<p>Joined the Company</p> <p>Chief Manager of Finance Department</p> <p>General Manager of Internal Control Audit Department</p> <p>General Manager of General Affairs Department</p> <p>President of TOHO Eizo Bijutsu Co., Ltd.</p> <p>Director of the Company (Full-time Audit &amp; Supervisory Committee Member) (current position)</p>	1,200 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Since joining the Company, Mr. Ogata has been involved in corporate affairs as Chief Manager of the Finance Department, General Manager of the Internal Control Audit Department, and General Manager of the General Affairs Department. Subsequently, he has been playing the role in corporate management as President of TOHO Eizo Bijutsu Co., Ltd., a company of the TOHO Group, and currently serving as Chairperson of the Audit &amp; Supervisory Committee. The Company judges that, with his achievements and insight throughout his career, he is well suited for Director who is Audit &amp; Supervisory Committee Member. Therefore, the Company proposes his reelection as Director of the Company.</p>				
Candidate No.	Name (Date of birth)	Career summary, position in the Company and significant concurrent positions outside the Company		Number of the Company's shares owned
2	<p>Satoshi Ando April 27, 1974 (Age: 50)</p> <p>Reelection Outside Independent Male</p> <p>Attendance to the Board of Directors meeting: 11 of 11 (100%)</p> <p>Attendance to the Audit &amp; Supervisory Committee meeting: 12 of 12 (100%)</p>	<p>Oct. 2001</p> <p>Oct. 2001</p> <p>May 2016</p> <p>June 2020</p>	<p>Registered as an attorney at law (Dai-Ichi Tokyo Bar Association) (current position)</p> <p>Joined Onishi Shoichiro Law Office (current position)</p> <p>Outside Director (Audit &amp; Supervisory Committee Member) of the Company (current position)</p> <p>Outside Director of ISHIHARA SANGYO KAISHA, LTD. (current position)</p>	0 shares
<p>[Reasons for nomination as candidate for outside Director and overview of expected role]</p> <p>Mr. Ando has a wealth of achievements and a wide range of insight cultivated through his career as an attorney at law familiar with the industry to which the TOHO Group belongs. The Company judges that he is suited for the position based on his past achievements as an outside Director providing objective and appropriate advice and recommendations, particularly regarding corporate governance and corporate legal affairs. The Company expects him to continue to supervise and provide advice regarding the Directors' execution of duties from his professional perspective as an attorney at law. In the event that he is elected, he will serve as the Chairperson of the Governance Committee and will be involved in an objective and neutral manner in the selection of the Company's candidates for officers and the determination of such matters as officer compensation. He has never in the past been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an outside Director who is an Audit &amp; Supervisory Committee Member based on the above reasons.</p>				

Candidate No.	Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Izumi Okoshi April 29, 1964 (Age: 60)  New election Outside Independent Female	Oct. 1989      Joined Social Engineering Research Institute, Inc. May 1995      Joined Warner Lambert Jan. 1998      Joined DENTSU INC. Mar. 2020      Director (Member of the Audit and Supervisory Committee) of Dentsu Group Inc. Apr. 2024      Executive Officer of CHANGE Holdings, Inc. (current position)	0 shares
<p>[Reasons for nomination as candidate for outside Director and overview of expected role]</p> <p>Ms. Okoshi joined DENTSU INC. after working for a private think tank and a foreign-affiliated manufacturer. She possesses rich experience in promoting business transformation and has a wide range of insight with respect to global corporate management and business operations. The Company expects that she will contribute to the Company's sustainable growth and enhancement of corporate value toward the realization of "TOHO VISION 2032 TOHO Group Management Strategy." Therefore, the Company proposes her election as an outside Director who is an Audit &amp; Supervisory Committee Member of the Company. In the event that she is elected, she will serve as a member of the Governance Committee and will be involved in an objective and neutral manner in the selection of the Company's candidates for officers and the determination of such matters as officer compensation.</p>			

- (Notes)
- There is no special interest between any of the candidates and the Company.
  - All the candidates have agreed to assume the position of Director on the condition that this proposal is approved.
  - The position in the Company and significant concurrent positions outside the Company of the candidates indicated above are as of the date of publication of this Notice of the Annual General Meeting of Shareholders (May 2, 2024).
  - The ages of the candidates are as of the date of publication of this Notice of the Annual General Meeting of Shareholders (May 2, 2024).
  - Satoshi Ando is a candidate for outside Director, and at the conclusion of this meeting, his tenure as an outside Director who is an Audit & Supervisory Committee Member of the Company will have been eight years.
  - Izumi Okoshi is a new candidate for outside Director.
  - The Company has submitted notification to Tokyo Stock Exchange and Fukuoka Stock Exchange that Satoshi Ando has been appointed as an independent officer as provided for by the aforementioned exchanges. If this proposal is approved, the Company plans for his appointment as an independent officer to continue. As for the independence criteria for outside Directors of the Company, please refer to the Reference Documents for General Meeting of Shareholders (page 14 of this notice).
  - If the proposal to appoint Izumi Okoshi as outside Director is approved, the Company plans to submit notification to Tokyo Stock Exchange and Fukuoka Stock Exchange concerning her appointment as an independent officer as provided for by the aforementioned exchanges. As for the independence criteria for outside Directors of the Company, please refer to the Reference Documents for General Meeting of Shareholders (page 14 of this notice).
  - The Company has entered into agreements with Eiichi Ogata and Satoshi Ando to limit their liability for damages under Article 423, paragraph (1) of the Companies Act, in which their liability amount is specified to be the sum total of the amount calculated by multiplying the amount calculated by the method prescribed by Article 113 of the Regulations for Enforcement of the Companies Act (which is the amount of property benefits that each of them receives from the Company as remuneration for performance of duties during their tenure of office) by 2 and the amount calculated by the method prescribed by Article 114 of the Regulations for Enforcement of the Companies Act (which is the amount equivalent to the amount of the property benefits regarding share acquisition rights of the Company, in cases where such share acquisition rights are received under especially favorable conditions). If their reelection is approved, the Company plans to renew the aforementioned limited liability agreements with them.
  - If the proposal to appoint Izumi Okoshi as Director is approved, the Company plans to enter into an agreement with her to limit her liability for damages under Article 423, paragraph (1) of the Companies Act, in which her liability amount is specified to be the sum total of the amount calculated by multiplying the amount calculated by the method prescribed by Article 113 of the Regulations for Enforcement of the Companies Act (which is the amount of property benefits that she receives from the Company as remuneration for performance of duties during her tenure of office) by 2 and the amount calculated by the method prescribed by Article 114 of the Regulations for Enforcement of the Companies Act (which is the amount equivalent to the amount of the property benefits regarding share acquisition rights of the Company, in cases where such share acquisition rights are received under especially favorable conditions).
  - Although the Company has made payments of attorney fees to Onishi Shoichiro Law Office, to which Satoshi Ando, a candidate for Director who is Audit & Supervisory Committee Member, belongs, the amount of such fees regularly made was less than ¥5 million annually. Accordingly, we have concluded that this candidate is sufficiently independent from the management of the Company.

12. The Company has no business relationship with CHANGE Holdings, Inc., to which Izumi Okoshi, the candidate for Director who is Audit & Supervisory Committee Member, belongs. We have concluded that this candidate is sufficiently independent from the management of the Company.
13. The Company has concluded a Directors and Officers insurance contract with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act to cover Directors, Executive Officers, and Audit & Supervisory Committee Members of the Company and its subsidiaries as the insured parties. This contract covers any compensation for damages under the law and lawsuit expenses incurred by the insured parties. In the event that each of the candidates takes office of Director, we plan to cover them with the insurance. The Company plans to renew this insurance contract with the same details during their term in office.
14. In February 2023, when Izumi Okoshi, the candidate for Director who is an Audit & Supervisory Committee Member, was serving as Director (Member of the Audit and Supervisory Committee) of Dentsu Group Inc., one employee of a subsidiary of the company was charged by the Japan Fair Trade Commission and indicted by the Tokyo District Public Prosecutors Office for an alleged violation of the Antimonopoly Act in connection to the bidding for the test events of the Olympic and Paralympic Games Tokyo 2020. In addition, Dentsu Group Inc. was indicted as a corporation under the provisions for dual criminal liability of the Act. Although she was not aware of such conduct in advance, she appropriately monitored and supervised the execution of business operations from the viewpoint of compliance with laws and regulations, etc. on a daily basis at meetings of the Board of Directors and Audit and Supervisory Committee. After the incident was discovered, she focused on overseeing the appropriateness and adequacy of the internal investigation, the establishment of a third-party investigation committee, and other matters, as well as on reforming and fostering the corporate culture, organizational culture, and corporate atmosphere on a global level as important issues.
15. Izumi Okoshi, the candidate for Director who is Audit & Supervisory Committee Member, is scheduled to be appointed as Outside Director of Fuji Nihon Seito Corporation upon approval at the Annual General Meeting of Shareholders of Fuji Nihon Seito Corporation to be held on June 25, 2024.

**Proposal No. 4** Election of One Substitute Director Who Is an Audit & Supervisory Committee Member

The Company proposes the election of one substitute Director who is an Audit & Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit & Supervisory Committee Members fall below the number required by laws and regulations.

As for the validity of the election of substitute Director who is an Audit & Supervisory Committee Member, the election can be nullified by resolution of the Board of Directors upon receiving the consent of the Audit & Supervisory Committee; provided, however, that it is only in a time before assuming office. In addition, the consent of the Audit & Supervisory Committee has been obtained for this proposal.

The candidate for substitute Director who is an Audit & Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary	Number of the Company's shares owned
Taizo Ota February 15, 1973 (Age: 51)  Outside Independent Male	Apr. 1999 Registered as an attorney at law (Daini Tokyo Bar Association) (current position)  Apr. 1999 Joined Marunouchi Sogo Law Office (current position)	0 shares
[Reasons for nomination as candidate for substitute outside Director and overview of expected role] Mr. Ota can be expected to give opinions from a fair stance, based on his specialized knowledge and experience as an attorney at law. Therefore, the Company judges that he is well suited for outside Director who is an Audit & Supervisory Committee Member and it proposes his election as substitute Director who is an Audit & Supervisory Committee Member. He has never in the past been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an outside Director who is an Audit & Supervisory Committee Member based on the above reasons.		

- (Notes)
1. There is no special interest between Taizo Ota and the Company.
  2. Mr. Ota has agreed to assume the position of substitute Director who is an Audit & Supervisory Committee Member on the condition that this proposal is approved.
  3. His career summary is as of the date of publication of this Notice of the Annual General Meeting of Shareholders (May 2, 2024).
  4. His age is as of the date of publication of this Notice of the Annual General Meeting of Shareholders (May 2, 2024).
  5. He is a candidate for substitute outside Director who is an Audit & Supervisory Committee Member.
  6. If he assumes the office of outside Director who is an Audit & Supervisory Committee Member, the Company plans to submit notification to Tokyo Stock Exchange and Fukuoka Stock Exchange concerning his appointment as an independent officer as provided for by the aforementioned exchanges. As for the independence criteria for outside Directors of the Company, please refer to the Reference Documents for General Meeting of Shareholders (page 14 of this notice).
  7. If he assumes the office of outside Director who is an Audit & Supervisory Committee Member, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the Companies Act, in which his liability amount is specified to be the sum total of the amount calculated by multiplying the amount calculated by the method prescribed by Article 113 of the Regulations for Enforcement of the Companies Act (which is the amount of property benefits that he receives from the Company as remuneration for performance of duties during his tenure of office) by 2 and the amount calculated by the method prescribed by Article 114 of the Regulations for Enforcement of the Companies Act (which is the amount equivalent to the amount of the property benefits regarding share acquisition rights of the Company, in cases where such share acquisition rights are received under especially favorable conditions).
  8. The Company has concluded a Directors and Officers insurance contract with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act to cover Directors, Executive Officers, and Audit & Supervisory Committee Members of the Company and its subsidiaries as the insured parties. This contract covers any compensation for damages under the law and lawsuit expenses incurred by the insured parties. In the event that he takes office of outside Director who is an Audit & Supervisory Committee Member, we plan to cover him with the insurance. The Company plans to renew this insurance contract with the same details during his term in office.
  9. The Company has made no payment of attorney fees to Marunouchi Sogo Law Office, to which Taizo Ota, a candidate for substitute Director who is an Audit & Supervisory Committee Member, belongs. Accordingly, we have concluded that this candidate is sufficiently independent from the management of the Company.

<<Reference>>

Directors' expertise & experience (skills matrix)

We have identified the expertise and experience needed by the Board of Directors to exercise its decision-making and business oversight functions toward the realization of our long-term vision TOHO VISION 2032 TOHO Group Management Strategy.

The composition of the Board of Directors and the expertise and experience of each Director, if Proposals No. 2 and 3 are approved as originally proposed at this Annual General Meeting of Shareholders, are as follows.

Name	Business executive	Audit & Supervisory Committee Member	Independent outside	Expertise & experience						
				Corporate management	Planning & marketing	Global	IT & Digital	Human resource & sustainability	Legal affairs & risk management	Finance & accounting Business management
Yoshishige Shimatani	★			○	○				○	
Hiroyasu Matsuoka	★			○	○	○	○	○		
Nobuyuki Tako	★			○				○	○	○
Minami Ichikawa	★			○	○					
Kazuo Sumi				○						○
Eiichi Ogata		★		○					○	○
Satoshi Ando		★	★						○	
Masako Orii		★	★	○	○			○		
Izumi Okoshi		★	★	○		○	○			

(Note) The above skills matrix does not represent all the knowledge and experience possessed by each person.

## Independence Criteria for Outside Directors

The Company judges that an outside Director who falls under any of the following items 1. to 6. is not independent of the Company.

1. An entity where the TOHO Group is a major business partner (Note 1) or a business executive thereof
2. A major business partner with the TOHO Group (Note 2) or a business executive thereof
3. A consultant, accounting expert, or legal expert who receives a considerable amount of cash or other assets from the TOHO Group (Note 3) other than compensation received from the Company as an officer (or a person who belongs to an incorporated entity or other organization that receives such assets)
4. A person who is a major shareholder of the Company (Note 4) (or a business executive of an incorporated entity that is such a shareholder)
5. A person who fell under any of the above items 1. to 4. in the most recent three fiscal years
6. A person who is a relative within the second degree of kinship to a person who falls under any of the above items 1. to 5. or a business executive of the TOHO Group

(Note 1) “An entity where the TOHO Group is a major business partner” refers to an entity that has a business relationship with the TOHO Group and receives payment from the TOHO Group that exceeds 2% of consolidated sales of the entity per year based on such relationship.

(Note 2) “A major business partner with the TOHO Group” refers to an entity that has a business relationship with the TOHO Group and whose annual payment to the TOHO Group based on such relationship exceeds 2% of consolidated sales of the Company.

(Note 3) “Considerable amount of cash or other assets” refers to the case in which regular remuneration exceeds ¥10,000,000 per year.

(Note 4) “A major shareholder” refers to an entity who owns at least 10% of the total of voting rights of the Company directly or indirectly.