

Notice of Convocation

The 129th Ordinary General Meeting of Shareholders

Tokyo Kaikan Co., Ltd.

Disclaimer: Please note that the following is a translation of the original Japanese documents prepared solely for the convenience of our non-Japanese shareholders with voting rights. Although this translation is intended to be accurate, the Japanese original shall take precedence in the case of any discrepancies between this translation and the original. Certain information regarding voting procedures that is not applicable to shareholders resident outside Japan may have been omitted. In addition, these materials will not facilitate your status as a registered shareholder authorized to attend the Ordinary General Meeting of Shareholders. Every shareholder attending the Ordinary General Meeting of Shareholders is required to present the Voting Card, which is sent to the registered shareholder together with the original Notice of Convocation in Japanese, to the receptionist at the meeting.

(Securities code: 9701)

June 9, 2023

Dear Shareholders

Noriaki Watanabe
President and
Representative Director
Tokyo Kaikan Co.,Ltd
2-1, Marunouchi 3-chome,
Chiyoda-ku, Tokyo
Japan

**Notice of Convocation of
the 129th Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 129th Ordinary General Meeting of Shareholders of Tokyo Kaikan Co., Ltd. (“the Company”) to be held as set forth below.

The measures for electronic provision of information are being used to convene this General Meeting of Shareholders and is posted on the following website.

The Company has posted the electronic format on the following websites.

The Company's website: <https://www.kaikan.co.jp/ir/shareholdmtg.html>

TSE Listed Company Search website: <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

In lieu of your attendance at the meeting, you may exercise your voting rights in writing (by postal mail) or via the Internet, etc. in advance.

Shareholders are kindly requested to review the “Reference Documents for the General Meeting of Shareholders” provided hereunder and exercise their voting rights by no later than 6:00 p.m. on June 28 (Wednesday), 2023(JST).

[In case of voting by Postal Mail]

Please indicate your approval or disapproval of the proposal on the enclosed Document for the Exercise of Voting Rights, and mail the document so that it arrives by the above deadline.

[In case of voting by Internet]

Please access the website to exercise voting rights (<https://evote.tr.mufig.jp/>) through a personal computer or smartphone with the log-in ID and temporary password indicated in the enclosed Document for the Exercise of Voting Rights and input your approval or disapproval of the proposals according to the instructions on the window.

Details

1. Date and Time of the Meeting:

Thursday, June 29, 2023, at 10 a.m. (Japan Time) (Reception starts at 9 a.m.)

2. Place:

JOSUI Kaikan, 2nd Floor Star Hall, 1-1, Hitotsubashi 2-chome, Chiyoda-ku, Tokyo, Japan

3. Purposes

Reports:

The Reports on Business Report, Non-Consolidated Financial Statements, and the Report by the Accounting Auditor and the Board of Statutory Auditors of the results of the audit on the Non-Consolidated Financial Statements, for the 129th Fiscal Year (April 1, 2022 to March 31, 2023)

Proposal 1: Dividends of Surplus

Proposal 2: Election of Two (2) Directors

Proposal 3: Election of One (1) Statutory Auditor

Proposal 4: Election of Two (2) Substitute Statutory Auditors

4. Decision on Convocation

- (1) In the event of overlap in the exercise of voting rights via the Document for the Exercise of Voting Rights and the Internet voting system, the exercise of voting rights via the Internet voting system shall prevail.
- (2) If you vote more than once using the same method, your last vote shall prevail.

5. Attachments to Notice of Convocation and Reference Documents for the General Meeting of Shareholders

If any revision should be required to the Business Report, Non-Consolidated Financial Statements, or Reference Documents for the General Meeting of Shareholders, such revision will be posted on the Company's website. (<https://www.kaikan.co.jp>)

If you attend the General Meeting of Shareholders, please submit the attached Document for the Exercise of Voting Rights to the reception of the meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference

Proposal 1: Dividends of Surplus

The Company is committed to prioritizing shareholders' interests and maintaining a consistent distribution of profits. The proposal for the year-end dividend considers multiple factors, including the Company's current performance and internal reserves.

For the year-end dividend pertaining to the period ended March 31, 2023, the Company is pleased to announce an ordinary dividend of 10 yen per common share. Additionally, in celebration of the Company's 100th anniversary and as a token of gratitude to our valued shareholders, a commemorative dividend of 10 yen will be provided. Therefore, the Company proposes a total dividend of 20 yen per share, as indicated below.

Type:	Cash dividend
Amount:	20 yen per common share, including 10 yen of commemorative dividend 66,803,580 yen in total
Effective Date:	June 30, 2023

Proposal 2: Election of Two (2) Directors

The terms of office of Two (2) Directors,— Yutaka Yoshida and Yoshishige Shimatani —will expire at the conclusion of this General Meeting of Shareholders.

Shareholders are therefore requested to elect the following Two (2) Directors. The candidates for Director are as follows.

Candidate number	Name (Date of birth)	Brief Profile, Positions, Responsibilities, and Significant Concurrent Positions	Number of Company's Shares Owned
1	Yutaka Yoshida (July 21, 1960) [Reappointment]	Apr. 1984 joined Captain Cook Ltd. Apr. 1986 joined Victoria Station Japan Ltd. Sep. 1988 Joined the Company Jun.1998 Manager, Karuizawa Branch Nov. 2002 Manager, Mitsubishi Club Mar.2007 Lobby manager and Restaurant Coordinator, the Company Apr.2008 Restaurant and Lobby manager, the Company Apr. 2009 Manager, Josui Kaikan Oct. 2011 Manager, Hamamatsucho Tokyo Kaikan Apr. 2013 transferred to Tokai City Service Ltd. Apr. 2017 Senior manager Pre-opening new facility, the Company Oct. 2018 General manager and Senior manager Pre-opening new facility, the Company Jan. 2019 General manager, the Company Jun. 2019 Director and General manager, the Company Apr. 2020 Director, Deputy manager Sales and General manager, the Company(incumbent)	800 Shares
<p>Reasons for candidacy for Director</p> <p>He brings valuable experience, accomplishments, and valuable insights in sales strategy and operational management within the banquet industry. Having served as the head of preparatory measures for the launch of the main banquet facility, he has been leading the Company's banquet operation as the general manager of the main building. Recognizing his extensive experience, valuable insights, and outstanding achievements as the Director of Sales at the Company, the Company have determined that he is crucial for further strengthening the Company's management soundness. Therefore, the Company have selected him as a candidate for reappointment as a Director of the Company.</p>			

Candidate number	Name (Date of birth)	Brief Profile, Positions, Responsibilities, and Significant Concurrent Positions	Number of Company's Shares Owned
2	Yoshishige Shimatani (March 5, 1951) [Reappointment] [Outside] [Independent]	Apr. 1975 joined TOHO Co., Ltd. May. 2001 Director, TOHO Co., Ltd. May. 2005 Senior Director, TOHO Co., Ltd. May. 2007 Executive Director, TOHO Co., Ltd. May. 2011 President and Representative Director, TOHO Co., Ltd. Apr. 2012 Outside Director, TOKYO RAKUTENCHI Co., Ltd. Jun. 2015 Director, HANKYU HANSHIN Holdings, Inc. (incumbent) Jun. 2017 Outside Director, Fuji Media Holdings, Inc. (incumbent) Jun. 2019 Director, the Company(incumbent) Apr. 2020 Director, TOKYO RAKUTENCHI Co., Ltd.(incumbent) May. 2022 Chairman and Representative Director, TOHO Co., Ltd. <Important Concurrent Positions> Chairman and Representative Director, TOHO Co., Ltd. Director, HANKYU HANSHIN Holdings, Inc. Outside Director, Fuji Media Holdings, Inc. Director, TOKYO RAKUTENCHI Co., Ltd	-
<p>Reasons for candidacy for Director</p> <p>He possesses a high level of knowledge and extensive experience in corporate management as the Chairperson of TOHO CO.,LTD.. The Company expects that he will help to strengthen the Company's management through his high level of expertise and experience and that he will supervise management from an outside and independent position and provide appropriate advice at the time of making decisions at the Board of Directors meetings. Therefore, the company has decided to select him as a candidate for Board Member of the Company for reappointment.</p>			

1. There is no special interest between any of the candidates and the Company.
2. Mr. Yoshishige Shimatani is the candidate for Outside Director.
3. Mr. Yoshishige Shimatani is currently serving as an Outside Director at the Company, and his term of office will be four years as of the close of this meeting.
4. The Company has registered Mr. Yoshishige Shimatani at the Tokyo Stock Exchange as the Independent Director stipulated by Tokyo Stock Exchange Group, Inc., and he continues to be the Independent Director if he is elected as originally proposed.
5. The Company has entered into a contract with Mr. Yoshishige Shimatani pursuant to Article 427, paragraph (1) of the Companies Act and Article 26 of the articles of incorporation to limit their liability for damages as stipulated in Article 423, paragraph (1) of the Companies Act, setting the minimum liability amount stipulated by Article 425, paragraph (1) of the Companies Act as the maximum liability based on the above contract. If he is elected, the Company plans to continue such contract with him.
6. The Company has concluded a directors and officers liability insurance policy as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, in which claims for damages arising from the performance of his or her duties will be covered. If the candidates are elected as originally proposed, they will be included in the policy as insureds. The Company plans to renew the contract with the same provisions in the middle of their terms of office.

Proposal 3: Election of One (1) Statutory Auditor

Mr. Nobuo Kuroyanagi, a Statutory Auditor of the Company, will resign at the conclusion of this General Meeting of Shareholders.

Shareholders are therefore requested to elect the following one (1) Statutory Auditor. The Board of Statutory Auditor has already approved this proposal.

The candidate for Statutory Auditor is as follows.

Candidate number	Name (Date of birth)	Personal History, Positions, and Significant Concurrent Positions	Number of Company's Shares Owned
1	Kanetsugu Mike (November 11, 1956) [New Appointment] [Outside]	<p>Apr. 1979 Joined The Mitsubishi Bank, Ltd.</p> <p>Jun. 2005 Executive Officer, The Bank of Tokyo-Mitsubishi, Ltd.</p> <p> Executive Officer, Mitsubishi Tokyo Financial Group, Inc.</p> <p>May.2009 Managing Executive Officer of The Bank of Tokyo-Mitsubishi UFJ, Ltd. ("BTMU")</p> <p>May.2011 Managing Executive Officer, Mitsubishi UFJ Financial Group, Inc. ("MUFG")</p> <p>Jun.2011 Member of the Board of Directors, Managing, Executive Officer, BTMU</p> <p>May.2013 Senior Managing Executive Officer, BTMU</p> <p>Oct. 2015 Executive Chairman of MUFG Americas Holdings Corporation Executive Chairman of MUFG Union Bank, N.A.</p> <p>May. 2016 Deputy President, BTMU</p> <p>Jun. 2016 Member of the Board of Director, Deputy President, BTMU</p> <p>Jun. 2017 President & CEO, BTMU Member of the Board of Directors, Deputy Chairman (Representative Corporate Executive), MUFG</p> <p>Apr. 2019 Member of the Board of Directors, President & Group CEO (Representative Corporate Executive) , MUFG</p> <p>Apr. 2020 Member of the Board of Directors, Deputy Chairman (Representative Corporate Executive) , MUFG</p> <p>Apr. 2021 Member of the Board of Directors, Chairman (Corporate Executive) , MUFG (incumbent)</p> <p>Jun. 2022 Outside Director, MITSUBISHI MOTORS Co.,Ltd. (incumbent)</p> <p><Important concurrent positions> Member of the Board of Directors, Chairman (Corporate Executive) , MUFG Outside Director, MITSUBISHI MOTORS Co.,Ltd.</p>	-
<p>Reasons for candidacy for Outside Director</p> <p>He possesses extensive knowledge and a high level of experience in the financial industry and has been serving as the Chairman of the board of Mitsubishi UFJ Financial Group, Inc.. The Company expects that he will help to enhance the Company's audit system and corporate governance through his high level of experience and insight into administrative affairs. With such expectations, the Company has selected him as a candidate for Statutory Auditor.</p>			

1. There is no special interest between the candidates and the Company.
2. The Company has concluded a directors and officers liability insurance policy as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, in which claims for damages arising from the performance of his or her

duties will be covered. If Mr. Kanetsugu Mike is elected and appointed, he will be included in the policy as insureds.

3. The Company has concluded a directors and officers liability insurance policy as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, in which claims for damages arising from the performance of his or her duties will be covered. If the candidates are elected as originally proposed, he/she will be included in the policy as insureds. The Company plans to renew the contract with the same provisions in the middle of their terms of office.

Proposal 4: Election of Two (2) Substitute Statutory Auditors

The Company requests approval for the election of one Substitute Statutory Auditor, to provide for the case where the number of incumbent auditors becomes less than the stipulated in laws and regulations.

Toshio Tanaka is a candidate for Auditor as a substitute for Full-time Auditor Yukio Miya.

Akihito Taniguchi is a candidate for Outside Corporate Auditor Yasunori Aiba and/or Kanetsugu Miya if he/they is(are) elected as originally proposed.

The board of Statutory Auditors has consented to this proposal. Candidates for Substitute Statutory Auditors are as follows:

Candidate number	Name (Date of birth)	Personal History, Positions, and Significant Concurrent Positions	Number of Company's Shares Owned
1	Toshio Tanaka (February 19, 1967)	<p>Mar. 1990 joined the Company</p> <p>Jun. 2014 Senior Manager Corporate Planning, the Company</p> <p>Apr.2016 Senior Manager Corporate Planning and Senior Manager Human Resources, the Company</p> <p>Jan.2017 General Manager Human Resources, the Company (incumbent)</p>	100 Shares
<p>Reasons for candidacy for Substitute Statutory Auditors</p> <p>He possesses extensive experience in the administrative affairs of the Company. The Company expects that he will help to enhance the Company's audit system and corporate governance through his high level of experience and insight into administrative affairs. With such expectations, the Company has selected him as a candidate for Substitute Statutory Auditors.</p>			
2	Akihito Taniguchi (October 28, 1976) [Outside] [Independent]	<p>Oct. 2004 registered as a Lawyer (Osaka Bar Association) joined the Kitahama Partners Office (currently Kitahama Partners Osaka Office)</p> <p>Jan.2007 transferred to Kitahama Partners Tokyo Office</p> <p>Jan.2012 Partner, Kitahama Partners (incumbent)</p> <p>Dec.2017 Outside Audit, Urban Vision Co., Ltd. (currently Liv-up Co., Ltd.) (incumbent)</p> <p>Jun. 2021 Outside Director, Delta-Fly Pharma Co., Ltd. (incumbent)</p>	-
<p>Reasons for candidacy for Substitute Statutory Auditors</p> <p>He possesses high specialist knowledge and extensive experience in corporate legal affairs as an attorney at law. The Company expects that he will help to strengthen the Company's audit system and corporate governance through his high level of expertise and experience and that he will supervise management from an outside and independent position and provide appropriate advice at the time of making decisions at the Board of Directors meetings. With such expectations, the Company has selected him as a candidate for Substitute Statutory Auditors.</p>			

1. There is no special interest between any of the candidates and the Company.
2. Mr. Akihito Taniguchi meets the requirement for Independent Directors stipulated by Tokyo Stock Exchange Group, Inc., and the Company plans to register him as the Independent Director when he is appointed to be an Outside Auditor.
3. The Company plans to enter into a contract with Mr. Akihito Taniguchi pursuant to Article 427, paragraph (1) of the Companies Act and Article 35 of the articles of incorporation to limit their liability for damages as stipulated in Article 423, paragraph (1) of the Companies Act, setting the minimum liability amount stipulated by Article 425, paragraph (1) of the Companies Act as the maximum liability based on the above contract.
4. The Company has concluded a directors and officers liability insurance policy as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, in which claims for damages arising from the performance of his or her duties will be covered. If Mr. Toshio Tanaka and/or Mr. Akihito Taniguchi are elected and appointed, they will be included in the policy as insureds.

Additional information: Skills matrix of Directors and Auditors

The Board of Directors of the Company is to propose the candidates with management skills from the Company's business in sales, management, and cooking, and the candidates with advisory skills acquired through their experiences from outside of the Company.

Below is the Board Members' Skill Matrix in the case where the candidates for Board Members in Proposal No. 2 and the candidate for the auditor in Proposal No. 3 are elected at this General Meeting of Shareholders.

Name	Position and Responsibility in the Company	Corporate management	Finance/ accounting	Risk management	Hospitality industry /Intercultural	Sales and Marketing	Banquet/ Restaurant operation	ESG / Sustainability.
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Board of Directors

Noriaki Watanabe	President and Representative Director	●		●		●		
Terunori Suzuki	Representative Executive Director	●	●	●				
Masahiro Hoshino	Senior Director	●				●	●	
Kentaro Yamaguchi	Director				●	●	●	
Yutaka Yoshida	Director				●	●	●	
Tetsuji Saito	Director			●			●	●
Nozomi Ebihara	Director		●	●				●
Yoshishige Shimatani	Outside Director	●			●	●		
Naoto Aiba	Outside Director	●		●	●			
Tomomi Fukumoto	Outside Director				●	●		●

Board of Auditors

Yukio Miya	full-time company auditors		●	●				●
Yasunori Aiba	Outside Auditor	●		●	●			
Kanetsugu Mike	Outside Auditor	●	●		●			

* The table is to show the expertise of board members making up the Board of Directors and Auditors in the form of a matrix, and the main skills possessed by or expected from each board member are marked with a circle “●”.

* The above is not intended to be a comprehensive list of the insight and experience of each candidate and currently serving Directors and Auditors. Therefore, the number of the circle “●” is limited to three or less for each member.