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Securities code: 9605

June 8, 2023

(Date of commencement of electronic provision measures: June 1, 2023)

To Our Shareholders

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

TOEI COMPANY, LTD.

Fumio Yoshimura, President and Chief Executive Officer

Notice of the 100th Ordinary General Meeting of Shareholders

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

We would like to inform you that the 100th Ordinary General Meeting of Shareholders (the “meeting”) of TOEI COMPANY, LTD. (the “Company”) will be held as described below.

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

-The Company’s website:

In Japanese

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

(Please visit the above website)



In English

<https://www.toei.co.jp/company/en/ir/>

(Please visit the above website and view “Stock Information,” “Notice of the Ordinary General Meeting of Shareholders.”)



-Website of the Tokyo Stock Exchange (Listed Company Search)

In English

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


(Please visit the TSE website above, enter/search “TOEI” under “Issue name (company name)” or its securities code “9605” under “Code,” and choose “Basic information,” “Documents for public inspection / PR information” and “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting.”)



If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please check and review “4. Exercise of Voting Rights” on page 3 and exercise your voting right by 6:00 p.m. on Wednesday, June 28, 2023 (JST) .

Thank you

Details are as follows.

1. Date and time: Thursday, June 29, 2023 10:00 a.m. (JST)
* Reception will open at 9:00 a.m. (JST)
2. Location: Marunouchi TOEI 1 in Toei Kaikan
2-17, Ginza 3 Chome, Chuo-ku, Tokyo
(Please see the location map from the link below)
<https://www.google.co.jp/maps/search/toei+company/@35.6726646,139.7609693,16.25z?hl=en&entry=tu>

3. Matters constituting the purpose of the meeting:
Matters to report:
 1. Business report and report on the content of financial statements for the 100th fiscal year (from April 1, 2022 to March 31, 2023)
 2. Content of consolidated financial statements for the 100th fiscal year (from April 1, 2022 to March 31, 2023) and report on results of audit by accounting auditor and Audit and Supervisory Committee
Matters for resolution
Agenda Item No. 1: Dividend of Surplus
Agenda Item No. 2: Election of Seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members)
4. Exercise of Voting Rights
(1) Voting by Mail
Please indicate your approval or disapproval of the proposals on the enclosed voting form then return the form to the Company by postal mail so that your vote is received by 6:00 p.m. on Thursday, June 28, 2023 (JST).
(2) Voting via the Internet. etc.
Please scan QR code on the back of the voting form or access to URL <https://evote.tr.mufg.jp> (in Japanese only) and exercise your voting rights by 6:00 p.m. on Thursday, June 28, 2023 (JST).

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

-For the general meeting of shareholders, documents containing matters for electronic provision will be sent to all shareholders, whether or not they request the provision of printed versions of the documents. However, the matters listed below will be excluded in the documents pursuant to the relevant laws and regulations and the provisions of Article 17 of the Articles of Incorporation of the Company.
(i) Business Report: “Major business sites” under I. Matters Concerning the Current State of the Company; IV. Status of Accounting Auditor; and “System required to ensure compliance with laws and regulations and the Articles of Incorporation in the execution of duties by directors, other systems to ensure appropriateness of operations, status of operation of the said systems, and basic policy on control of the Company” under V. System and Policy of the Company
(ii) Non-consolidated statements of changes in equity and notes to the non-consolidated financial statements
(iii) The statement of changes in equity in the consolidated financial statements and notes to them
Therefore, business reports, consolidated financial statements and financial statements contained in the said documents constitute only part of the documents subject to audits for preparing the audit report by the accounting auditor and audits for preparing the internal audit report by the Audit and Supervisory Committee.

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

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Issues

Agenda Item No. 1: Dividend of Surplus

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

In view of the business results of the fiscal year under review, the strengthening of its corporate structure, and future business development, among other factors, and in acknowledgement of continuous support from shareholders, the Company expects to pay a total year-end dividend of 100 yen per share, including a regular dividend of 30 yen per share and a special dividend of 70 yen per share.

The annual cash dividend will be 130 yen per share, with the interim dividend of 30 yen which has already been paid.

1. Matters concerning year-end dividends

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

100 yen per share of common stock of the Company, or 1,288,861,300 yen in total

(3) Effective date of dividend of surplus

June 30, 2023

2. Other matters regarding appropriation of surplus

Not applicable.

Agenda Item No. 2: Election of Seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members)

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

Accordingly, the Company proposes the election of seven (7) Directors.

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

The candidates for Directors are as follows.

Candidate No.	Name	Position / Job position	Candidate attribute	Status of attendance at Board of Directors' meetings
1	Noriyuki Tada	Chairman	Reappointment	10/13
2	Fumio Yoshimura	President and Chief Executive Officer	Reappointment	13/13
3	Koichi Wada	Executive Managing Director	Reappointment	13/13
4	Yuji Kojima	Managing Director	Reappointment	9/9
5	Yuya Kamata	Managing Director	Reappointment	9/9
6	Hirofumi Nomoto	Outside Director	Reappointment Outside Independent Officer	11/13
7	Hiroshi Hayakawa	Outside Director	Reappointment Outside	10/13

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Noriyuki Tada (September 6, 1949) Reappointment Status of attendance at Board of Directors' meetings 10/13	<p>April 1972 Joined the Company</p> <p>June 1997 Hokkaido Office Manager</p> <p>July 2000 Senior Director of Motion Picture Marketing</p> <p>January 2008 Senior Director of Secretariat</p> <p>June 2008 Became Executive Director of the Company</p> <p>June 2010 Became Managing Director of the Company</p> <p>June 2012 Senior Director of General Affairs & Internal Audit</p> <p>June 2013 Managing Director, Internal Audits</p> <p>June 2013 Became Executive Managing Director of the Company</p> <p>April 2014 Became President and Chief Executive Officer of the Company</p> <p>June 2014 Head of Film and Video Division</p> <p>June 2020 Assigned as Senior Advisor</p> <p>June 2021 Became Chairman of the Company</p> <p>February 2023 Became Chairman, President and Representative Director of the Company</p> <p>February 2023 Head of Film and Video Division</p> <p>April 2023 Became Chairman a (to present)</p> <p>(Important concurrent positions)</p> <p>President, T-Joy Co., Ltd.</p> <p>President, K.K. Central Arts</p> <p>Managing Director, Toei Animation Co., Ltd.</p> <p>Outside Director, Tokyu Recreation Co., Ltd.</p>	1,000 shares	
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Noriyuki Tada has spearheaded the management of the Company over a long period, since he was assigned as Managing Director in 2010, President and Chief Executive Officer in 2014 and Chairman (current position). He is asked to continue to serve as director because the Company believes that he has extensive knowledge about, and experience in, general corporate management and that he can appropriately oversee the Company's management.</p>				
2	Fumio Yoshimura (February 3, 1965) Reappointment Status of attendance at Board of Directors' meetings 13/13	<p>April 1988 Joined the Company</p> <p>June 2016 Senior Director of Entertainment Content Business</p> <p>June 2018 Became Executive Director of the Company</p> <p>June 2020 Became Managing Director of the Company</p> <p>June 2020 Managing Director, Home Entertainment</p> <p>April 2021 Managing Director, Entertainment Contents Business & Senior Director of Production, Contents Business</p> <p>June 2021 Became Executive Managing Director of the Company</p> <p>July 2022 Deputy Head of Film and Video Division</p> <p>April 2023 Became President and Chief Executive Officer (to present)</p> <p>April 2023 Head of Film and Video Division (current position) & Managing Director, Entertainment Content Business (current position)</p>	300 shares	
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Fumio Yoshimura has spearheaded the management of the Company since he was assigned as Managing Director in 2020, and he currently serves as President and Chief Executive Officer. He is asked to continue to serve as director because the Company believes that he has extensive knowledge about, and experience in, general corporate management and that he can appropriately oversee the Company's management.</p>				
3	Koichi Wada (September 7, 1965) Reappointment Status of attendance at Board of Directors' meetings 13/13	<p>April 1988 Joined the Company</p> <p>June 2014 Senior Director of Accounting</p> <p>June 2016 Became Executive Director of the Company</p> <p>June 2018 Became Managing Director of the Company</p> <p>June 2020 Managing Director, Strategic Planning (current position)</p> <p>June 2021 Became Executive Managing Director of the Company (to present)</p> <p>July 2022 Head of Business Management Division (current position)</p> <p>(Important concurrent position)</p> <p>Statutory Auditor, Toei Animation Co., Ltd.</p>	200 shares	
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Koichi Wada was assigned as Managing Director in 2018 and currently serves as Executive Managing Director and Head of Business Management Division, and Managing Director, Strategic Planning. He has broad knowledge and experience in finance, general accounting and administration. He is asked to continue to serve as director because the Company believes that he can appropriately oversee the Company's management.</p>				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions		Number of shares of the Company held
4	<p>Yuji Kojima (June 28, 1959)</p> <p>Reappointment</p> <p>Status of attendance at Board of Directors' meetings 9/9</p>	<p>April 1984 June 2005 June 2009 June 2014 June 2021 June 2022 July 2022 April 2023</p>	<p>Joined the Company Chief Producer, TV Production Seconded to Toei TV Production Co., Ltd. Assigned as Senior Managing Director of Toei TV Production Co., Ltd. Assigned as Advisor of the Company (Managing Director, Oizumi Area). Became Managing Director of the Company (to present) Managing Director, Kyoto Studios and Uzumasa Area (current position) Deputy Head of Film and Video Division (current position)</p>	200 shares
<p>Reasons for nomination as candidate for Director Mr. Yuji Kojima was appointed as Managing Director in 2022 and currently serves as Managing Director, Kyoto Studio and Uzumasa Area and Deputy Head of Film and Video Division, . He has broad knowledge and experience in general film and video business. He is asked to continue to serve as director because the Company believes that he can appropriately oversee the Company's management.</p>				
5	<p>Yuya Kamata (April 2, 1968)</p> <p>Reappointment</p> <p>Status of attendance at Board of Directors' meetings 9/9</p>	<p>April 1991 June 2016 June 2018 June 2021 June 2022 July 2022</p>	<p>Joined the Company Senior Director of Real Estate Development & Real Estate Sales Became Executive Director of the Company Senior Director of Real Estate (current position) Became Managing Director of the Company (to present) Head of Real Estate Division (current position) (Important concurrent position) President and Chief Executive Officer, Toei Kyoto Studios, Co., Ltd.</p>	200 shares
<p>Reasons for nomination as candidate for Director Mr. Yuya Kamata was appointed as Managing Director in 2022 and currently serves as director, Head of Real Estate Division, and Senior Director of Real Estate. He has broad knowledge and experience in the general real estate business. He is asked to continue to serve as director because the Company believes that he can appropriately oversee the Company's management.</p>				
6	<p>Hirofumi Nomoto (September 27, 1947)</p> <p>Reappointment Outside</p> <p>Independent Officer</p> <p>Status of attendance at Board of Directors' meetings 11/13</p>	<p>April 1971 June 2007 July 2008 January 2008 June 2010 April 2011 June 2014 June 2015 April 2018</p>	<p>Joined Tokyu Railway Company, Ltd. (present Tokyu Corporation) Became Managing Director of Tokyu Corporation Became Executive Managing Director of Tokyu Corporation Became Senior Managing Director of Tokyu Corporation Became Senior Managing Director (Representative) of Tokyu Corporation Became President of Tokyu Corporation Became Managing Director of the Company (to present) Assigned as President and Executive Director of Tokyu Railway Company, Ltd. (present Tokyu Corporation) Became Chairman of Tokyu Corporation (to present) (Important concurrent positions) Chairman of Tokyu Corporation Managing Director of Tokyu Fudosan Holdings Managing Director of Tokyu Recreation Co., Ltd. Outside Director of Mitsubishi UFJ Financial Group, Inc.</p>	400 shares
<p>Reason for the nomination as a candidate for External Director and expected roles The Company requests the election of Mr. Hirofumi Nomoto as outside director in the hope that he will provide various advice based on his extensive knowledge and experience as Chairman of Tokyu Corporation, a major corporate group, and that he will bring a keen sense of awareness in corporate management. His tenure as an Outside Director will be nine years at the close of this Ordinary General Meeting of Shareholders.</p>				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company held
7	<p>Hiroshi Hayakawa (January 1, 1944)</p> <p> <input checked="" type="checkbox"/> Reappointment <input type="checkbox"/> Outside </p> <p>Status of attendance at Board of Directors' meetings 10/13</p>	<p>April 1967 Joined Nippon Educational Television Co., Ltd. (present TV Asahi Holdings Corporation).</p> <p>June 1999 Assigned as Managing Director of Nippon Educational Television Co., Ltd.</p> <p>June 2001 Assigned as Executive Managing Director of Nippon Educational Television Co., Ltd.</p> <p>June 2005 Assigned as Senior Managing Director of Nippon Educational Television Co., Ltd.</p> <p>June 2007 Assigned as Vice President of Nippon Educational Television Co., Ltd.</p> <p>June 2009 Assigned as President of Nippon Educational Television Co., Ltd.</p> <p>June 2012 Became Managing Director of the Company (to present)</p> <p>June 2014 Assigned as Chairman and CEO of TV Asahi Holdings Corporation.</p> <p>June 2019 Assigned as Chairman & CEO of TV Asahi Holdings Corporation.</p> <p>February 2022 Assigned as Chairman & CEO & President & COO of TV Asahi Holdings Corporation.</p> <p>June 2022 Assigned as Chairman of TV Asahi Holdings Corporation (current position).</p> <p>(Important concurrent positions) Chairman of TV Asahi Holdings Corporation Chairman of TV Asahi Corporation</p>	0 shares
<p>Reason for the nomination as a candidate for External Director and expected roles</p> <p>The Company requests the election of Mr. Hiroshi Hayakawa as outside director in the hope that he will provide various advice on the Television Business, one of the core businesses of the Company, based on his extensive knowledge and experience as Chairman of TV Asahi Holdings Corporation, which has a major corporate group, and that he will bring a keen sense of awareness in corporate management. The Company has a special relationship (affiliate company) with TV Asahi Holdings Corporation, and Mr. Hayakawa is an executor of its business. His tenure as an Outside Director will be eleven years at the close of this Ordinary General Meeting of Shareholders.</p>			

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

- (1) Mr. Noriyuki Tada concurrently serves as President of T-Joy Co., Ltd., and the Company engages in business transactions with T-Joy Co., Ltd., including the distribution of film and building leasing.
He concurrently serves as President of K.K. Central Arts, and the Company engages in business transactions with K.K. Central Arts, including film production orders and copyright payment.
He concurrently serves as Managing Director of Toei Animation Co., Ltd., and the Company engages in business transactions with Toei Animation Co., Ltd., including film production orders and copyright payment.
He concurrently serves as outside director of Tokyu Recreation Co., Ltd. and Tokyu Recreation Co., Ltd. conducts business that falls under the same category as part of the Company's business and engages in business transactions with the Company, including receipt of film fees.
 - (2) Mr. Yuya Kamata concurrently serves as President & Chief Executive Officer of Toei Kyoto Studios, Co., Ltd., and the Company engages in business transactions with Toei Kyoto Studios, Co., Ltd., including the leasing of facilities of the studio park.
 - (3) Mr. Hirofumi Nomoto concurrently serves as Managing Director of Tokyu Recreation Co., Ltd., and Tokyu Recreation Co., Ltd. conducts business that falls under the same category as part of the business of the Company and engages in business transactions with the Company, including receipt of film fees.
 - (4) Mr. Hiroshi Hayakawa concurrently serves as Representative Director Chairman of TV Asahi Holdings Corporation which is an equity-method affiliate and falls under other affiliated companies.
Mr. Hayakawa concurrently serves as Representative Director Chairman of TV Asahi Holdings Corporation, and TV Asahi Holdings Corporation conducts business that falls under the same category as part of the business of the Company and engages in business transactions with the Company, including entrustment of television program production.
 - (5) There are no special interests between the other candidates for Director and the Company.
2. Mr. Hirofumi Nomoto and Mr. Hiroshi Hayakawa are candidates for outside directors.
 3. The Company has registered Mr. Hirofumi Nomoto as an independent officer with Tokyo Stock Exchange (TSE) in accordance with the relevant rules of TSE. If his election is approved, the Company will continue to designate him as independent officer.
 4. Pursuant to the provisions of Article 427-1 of the Companies Act, the Company has entered into a liability limitation agreement with Mr. Hirofumi Nomoto and Mr. Hiroshi Hayakawa, respectively, to limit liability for damage up to the amount provided for in the laws and regulations in the event that they fail to perform their duties.
If their election is approved, the Company will continue to maintain the agreement with them.
 5. As Mr. Yuji Kojima and Mr. Yuya Kamata were newly elected at the 99th Ordinary General Meeting of Shareholders held on June 29, 2022, the status of their attendance in meetings of the Board of Directors are based on the number of meetings held after their assumption of their positions.
 6. The Company has entered into an agreement on directors and officers liability insurance with an insurance company. When each candidate is elected and becomes a director, he/she will be the insured under the insurance contract. Please refer to page 17 of the business report for an outline of the content of the insurance contract. The Company also intends to renew the insurance contract with the same content at next renewal.

(Reference) Skill matrix of the Board of Directors

If Proposal 2 is approved as originally proposed at this General Meeting of Shareholders, the structure of the Board of Directors and the expertise and experience of each director will be as shown below.

Name	Category	Management	Strategic priorities				Governance		
		Corporate management	Planning and production	IP - multi use	Global	Organization and personnel	Finance and accounting	Legal affairs and risk management	Sustainability
Noriyuki Tada	Reappointment	●		●		●		●	●
Fumio Yoshimura	Reappointment	●	●	●	●	●		●	
Koichi Wada	Reappointment	●				●	●	●	●
Yuji Kojima	Reappointment	●	●	●				●	
Yuya Kamata	Reappointment	●		●					
Hirofumi Nomoto	Reappointment Outside	●		●					
Hiroshi Hayakawa	Reappointment Outside	●	●	●		●		●	●
Masahiro Horiguchi	Current position Audit and Supervisory Committee Member	●						●	●
Shinichi Koza	Current position Outside Audit and Supervisory Committee Member						●	●	
Tomoko Shioike	Current position Outside Audit and Supervisory Committee Member				●			●	
Jin Sato	Current position Outside Audit and Supervisory Committee Member	●		●			●	●	

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