

(Securities code 3167)

June 24, 2016

To Our Shareholders:

2-6-8 Tokiwa-cho, Aoi-ku, Shizuoka City

TOKAI Holdings Corporation

President & CEO **Katsuhiko Tokita**

**Notice regarding the Resolutions in the Fifth Ordinary General
Meeting of Shareholders**

We are to inform you that the matters shown below were reported and resolved in the Fifth Ordinary General Meeting of Shareholders of TOKAI Holdings Corporation (the “Company”) held today.

Notice

Items to be reported

1. Business Report and Consolidated Financial Statements for the 5th Term (from April 1, 2015 to March 31, 2016), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Board

The contents above were reported in this item.

2. Non-Consolidated Financial Statements for the 5th Term (April 1, 2015, to March 31, 2016)

The contents above were reported in this item.

Items to be resolved

Proposal 1 Distribution of dividends of surplus

This proposal was approved and passed as drafted, and it was decided that the amount of the term-end dividend of this term would be 8 yen per common share of the Company, the total amount of the dividend would be 905,533,744 yen, and its effective date would be June 27, 2016.

Proposal 2 Partial amendments to the Articles of Incorporation

This proposal was approved and passed as drafted.

Proposal 3 Election of ten (10) Directors

Ten (10) directors—Katsuhiko Tokita, Takanori Mamuro, Hidetsugu Mizoguchi, Kazuhiro Maruyama, Shingo Takahashi, Katsuo Oguri, Yasuhiro Fukuda, Mitsuhaya

Suzuki, Kenichi Kobayashi and Masahiro Sone—were elected and assumed office as drafted.

Proposal 4 Determination of the amounts and contents of stock-based compensation for Directors

This proposal was approved and passed as drafted.

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Payment of dividends

Please receive the year-end dividend for the 5th Term during the payment period (from Monday, June 27, 2016, to Friday, July 29, 2016) at a branch of the Japan Post Bank or a post office by using the Year-End Dividend Receipt enclosed.

The Year-End Dividend Statement and the Notice regarding the Transfer Destination are enclosed for shareholders who designated bank transfer, and the Year-End Dividend Statement and the Notice regarding How to Receive the Dividend are enclosed for those who designated distribution in proportion to the number of shares. Please check their contents.