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Securities Code: 3167
June 8, 2018

To our shareholders:

Katsuhiko Tokita
President & CEO
TOKAI Holdings Corporation
2-6-8 Tokiwa-cho, Aoi-ku, Shizuoka City, Shizuoka
Prefecture, Japan

NOTICE OF THE 7TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 7th Ordinary General Meeting of Shareholders of TOKAI Holdings Corporation (the “Company”), which will be held as described below.

Please note that if you are unable to attend on the day itself, you can exercise your voting rights using any of the following methods. We would ask that you examine the Reference Documents for the General Meeting of Shareholders and vote before the close of the Company’s business day (5:45 p.m.) on Tuesday, June 26, 2018 (JST).

Guidance on the Exercising of Voting Rights

[For persons exercising voting rights in writing]

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and return it so that it arrives no later than 5:45 p.m. on Tuesday, June 26, 2018 (JST).

[For persons exercising voting rights via the Internet, etc.]

Please access the voting website (<https://www.web54.net>), and enter your approval or disapproval of the proposals by no later than 5:45 p.m. on Tuesday, June 26, 2018 (JST).

1. Date and Time: Wednesday, June 27, 2018 at 10:00 a.m. (JST) (Reception will begin at 9:00 a.m.)

2. Venue: Aoi Tower GRANDAIR, Bouquet TOKAI “Symphony” on the fourth floor
17-1 Kouyamachi, Aoi-ku, Shizuoka City, Shizuoka Prefecture, Japan

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 7th Term (from April 1, 2017 to March 31, 2018), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 7th Term (from April 1, 2017 to March 31, 2018)

Items to be resolved:

- Proposal 1:** Distribution of dividends of surplus
Proposal 2: Election of ten (10) Directors

1. If it becomes necessary to revise the Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements, or Reference Documents for the General Meeting of Shareholders, the revised information will be posted to our corporate website (<http://tokaiholdings.co.jp/ir/>).
2. If attending in person, please bring your voting form with you and present it at the reception.
3. Of the materials the Company must provide along with this Notice, Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements are provided on the Company website (<http://tokaiholdings.co.jp/ir/library/meeting.html>) based on laws and regulations and in accordance with the provisions of Article 16 of the Company’s Articles of Incorporation, and are therefore omitted from the supplemental materials in this Notice.

The Consolidated Financial Statements and Non-Consolidated Financial Statements provided as attachments to this Notice constitute portions of the consolidated financial statements and non-consolidated financial statements audited by the Accounting Auditor and Audit & Supervisory Board Members in the course of preparing the audit report.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Distribution of dividends of surplus

Matters related to year-end dividends

Taking into account earnings and economic conditions and from the standpoint of paying continuous dividends to shareholders, the Company wishes to pay the year-end dividend for the fiscal year under review as follows.

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property and total amount thereof
14 yen per common share of the Company. Total amount of dividends: 1,839,042,310 yen
- (3) Effective date of distribution of dividends of surplus
June 28, 2018

Proposal 2: Election of ten (10) Directors

The terms of office of all ten (10) Directors expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of ten (10) Directors, comprising of the reelection of nine (9) Directors and the new election of one (1) Director.

The candidates for Directors are as follows:

No.	Name	Current position and responsibilities in the Company	Attributes
1	Katsuhiko Tokita	Representative Director, President and CEO	Reelection
2	Takanori Mamuro	Representative Director and Vice President, and Executive Secretary	Reelection
3	Kazuhiro Maruyama	Director, Senior Operating Officer, General Manager of Next Generation Management Strategy Division, and in charge of Management Strategy Division	Reelection
4	Hidetsugu Mizoguchi	Director, Senior Operating Officer, General Manager of Business Development Promotion Division, and in charge of M&A Investigation and Analysis Office	Reelection
5	Shingo Takahashi	Director	Reelection
6	Katsuo Oguri	Director	Reelection
7	Yasuhiro Fukuda	Director	Reelection
8	Mitsuhaya Suzuki	Director	Reelection
9	Masahiro Sone	Director	Reelection Outside Independent
10	Masahiro Goto		New election Outside Independent

New election: New candidate for Director

Reelection: Candidate for reelection as Director

Outside: Candidate for Outside Director

Independent: Independent officer as provided for by the Tokyo Stock Exchange

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Katsuhiko Tokita (April 6, 1945)</p> <p style="text-align: center;">Reelection Tenure as Director 7 years and 3 months Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p>Apr. 1968 Joined Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)</p> <p>June 1992 Director of General Coordination Division, Director-General's Secretariat, Agency for Natural Resources and Energy</p> <p>July 1993 Vice-Governor of Kyoto Prefecture</p> <p>July 1996 Director-General of Bureau of Equipment of Defense Agency</p> <p>June 1998 Director-General of Small and Medium Enterprise Agency</p> <p>Sept. 1999 Member of the Board of Japan National Oil Corporation</p> <p>Sept. 2002 Adviser of TOKAI CORPORATION</p> <p>June 2003 Representative Director and Vice President of TOKAI CORPORATION</p> <p>June 2005 Representative Director and President of TOKAI CORPORATION</p> <p>June 2008 Representative Director and Vice Chairman of TOKAI CORPORATION</p> <p>Oct. 2009 Representative Director, Chairman and CEO of TOKAI CORPORATION</p> <p>Apr. 2011 Representative Director, President and CEO of the Company (present position)</p> <p>Apr. 2011 Representative Director and President of TOKAI Communications Corporation</p> <p>June 2011 Representative Director and Chairman of TOKAI CORPORATION</p> <p>Apr. 2012 Representative Director and President of TOKAI CORPORATION</p> <p>Apr. 2012 Representative Director and Chairman of TOKAI Cable Network Corporation (present position)</p> <p>Apr. 2012 Chairman of TOKAI (Shanghai) Trade & Commerce Co., Ltd.</p> <p>Apr. 2013 Representative Director and Chairman of TOKAI GAS CORPORATION (present position)</p> <p>Oct. 2013 Representative Director and Chairman of TOKAI Management Service Corporation (present position)</p> <p>Apr. 2016 Representative Director and Chairman of TOKAI CORPORATION (present position)</p> <p>Apr. 2018 Representative Director and Chairman of TOKAI Communications Corporation (present position)</p>	352,430
<p>Reasons, etc. for nomination as candidate for Director</p> <p>Katsuhiko Tokita has served as Chief Executive Officer (CEO) of TOKAI CORPORATION since October 2009 and as Representative Director, President and CEO of the Company since April 2011, and has abundant experience and track record in the Group management. As we expect him to contribute to the further development of the Group, we have nominated him as a candidate to continue serving as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p>Takanori Mamuro (September 4, 1952)</p> <p>Reelection Tenure as Director 7 years and 3 months Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p>Apr. 1975 Joined The Industrial Bank of Japan, Limited</p> <p>Dec. 1994 Executive Secretary of TOKAI CORPORATION</p> <p>June 2001 General Manager of Financial Corporation Planning Division of Mizuho Holdings, Inc.</p> <p>Apr. 2003 General Manager of Human Resources Division of TOKAI CORPORATION</p> <p>June 2004 Director of TOKAI CORPORATION</p> <p>May 2005 Managing Director of TOKAI CORPORATION</p> <p>June 2008 Director, Senior Operating Officer and General Manager of Administration Headquarters of TOKAI CORPORATION</p> <p>Apr. 2010 Director, Executive Operating Officer and General Manager of Administration Headquarters of TOKAI CORPORATION</p> <p>Apr. 2011 Director, Executive Operating Officer and General Manager of Administration Headquarters of the Company</p> <p>Apr. 2012 Representative Director and Executive Operating Officer of the Company</p> <p>Apr. 2015 Representative Director and Vice President of the Company</p> <p>Apr. 2016 Representative Director of the Company</p> <p>Apr. 2016 Representative Director and Chairman of TOKAI City Service Corporation (present position)</p> <p>Apr. 2016 Representative Director and Chairman of TOKAI Life Plus Corporation (present position)</p> <p>Apr. 2017 Representative Director and Vice President of the Company (present position)</p>	123,800
<p>Reasons, etc. for nomination as candidate for Director Takanori Mamuro has served as General Manager of Administration Headquarters, Executive Secretary and other positions of the Company, and has abundant experience and track record in the Group operations. As we expect him to contribute to the further development of the Group, we have nominated him as a candidate to continue serving as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p>Kazuhiro Maruyama (October 29, 1960)</p> <p>Reelection Tenure as Director 2 years Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p>Apr. 1983 Joined TOKAI CORPORATION</p> <p>Sept. 2010 General Manager of Planning and Research Division and in charge of Earnings Management Division of TOKAI CORPORATION</p> <p>Apr. 2011 Operating Officer and in charge of Corporate Accounting Division and Earnings Management Division of the Company</p> <p>Apr. 2014 Senior Operating Officer, in charge of Corporate Management Division and General Manager of Corporate Accounting Division of the Company</p> <p>Apr. 2015 Senior Operating Officer and General Manager of Corporate Management Division and Corporate Accounting Division of the Company</p> <p>June 2016 Director, Senior Operating Officer, and General Manager of Corporate Management Division and Corporate Accounting Division of the Company</p> <p>May 2018 Director, Senior Operating Officer, General Manager of Next Generation Management Strategy Division, and in charge of Management Strategy Division (present position)</p>	35,015
<p>Reasons, etc. for nomination as candidate for Director</p> <p>Kazuhiro Maruyama has served as a person in charge of Corporate Management Division, General Manager of Corporate Management Division, General Manager of Next Generation Management Strategy Division and other positions of the Company, and has abundant experience and track record in the Group operations. As we expect him to contribute to the further development of the Group, we have nominated him as a candidate to continue serving as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	<p>Hidetsugu Mizoguchi (November 20, 1961)</p> <p>Reelection Tenure as Director 7 years and 3 months Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p>Apr. 1985 Joined TOKAI CORPORATION</p> <p>Oct. 2009 General Manager of Planning and Research Division of TOKAI CORPORATION</p> <p>Dec. 2009 Operating Officer and in charge of Planning and Research Division of TOKAI CORPORATION</p> <p>Nov. 2010 Operating Officer and in charge of Group Consolidation General Promotion Office and Planning and Research Division of TOKAI CORPORATION</p> <p>Apr. 2011 Director, Senior Operating Officer and Deputy General Manager of Corporate Planning Division of the Company</p> <p>Apr. 2012 Director, Senior Operating Officer and Deputy General Manager of Corporate Planning Division and General Manager of Marketing Division of the Company</p> <p>Apr. 2015 Director, Senior Operating Officer and General Manager of Corporate Planning Division of the Company</p> <p>Apr. 2016 Director, Senior Operating Officer and General Manager of Business Development Promotion Division of the Company</p> <p>Apr. 2018 Director, Senior Operating Officer, General Manager of Business Development Promotion Division, and in charge of M&A Investigation and Analysis Office (present position)</p>	24,684
<p>Reasons, etc. for nomination as candidate for Director</p> <p>Hidetsugu Mizoguchi has served as General Manager of Marketing Division, General Manager of Corporate Planning Division, General Manager of Business Development Promotion Division and other positions of the Company, and has abundant experience and track record in the Group operations. As we expect him to contribute to the further development of the Group, we have nominated him as a candidate to continue serving as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	<p style="text-align: center;">Shingo Takahashi (December 10, 1951)</p> <p style="text-align: center;">Reelection Tenure as Director 6 years Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p>Apr. 1974 Joined TOKAI CORPORATION</p> <p>June 1998 Director of TOKAI CORPORATION</p> <p>June 2003 Managing Director of TOKAI CORPORATION</p> <p>June 2008 Senior Operating Officer of TOKAI CORPORATION</p> <p>June 2009 Director and Executive Operating Officer of TOKAI CORPORATION</p> <p>June 2009 Representative Director and President of JOYNET Co., Ltd.</p> <p>Apr. 2011 Director and Vice President of TOKAI CORPORATION</p> <p>Apr. 2012 Representative Director and Vice President of TOKAI CORPORATION</p> <p>June 2012 Director of the Company</p> <p>Apr. 2015 Representative Director of the Company</p> <p>Apr. 2015 Representative Director and Chairman of TOKAI City Service Corporation</p> <p>Apr. 2015 Representative Director and Chairman of Bouquet Tokai Mishima Corporation</p> <p>Apr. 2015 Representative Director and Chairman of TOKAI Life Plus Corporation</p> <p>Apr. 2016 Representative Director and President of TOKAI GAS CORPORATION (present position)</p> <p>Apr. 2016 Director of the Company (present position)</p>	157,071
<p>Reasons, etc. for nomination as candidate for Director</p> <p>Shingo Takahashi has served as Representative Director and President of TOKAI GAS CORPORATION, our group company. As we expect him to provide advice on the Group's business from the professional perspectives, we have nominated him as a candidate to continue serving as a Director.</p>			
6	<p style="text-align: center;">Katsuo Oguri (February 10, 1959)</p> <p style="text-align: center;">Reelection Tenure as Director 3 years Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p>Apr. 1982 Joined TOKAI CORPORATION</p> <p>Apr. 1995 Head of Chuen Branch of TOKAI CORPORATION</p> <p>June 2008 Operating Officer of TOKAI CORPORATION</p> <p>Apr. 2011 Managing Director of TOKAI CORPORATION</p> <p>Apr. 2015 Representative Director and Vice President of TOKAI CORPORATION</p> <p>Apr. 2015 Executive Operating Officer of the Company</p> <p>Apr. 2015 Representative Director and Chairman of Energy Line Corporation (present position)</p> <p>Apr. 2015 Representative Director and President of JOYNET Co., Ltd. (present position)</p> <p>June 2015 Director of the Company (present position)</p> <p>Apr. 2016 Representative Director and President of TOKAI CORPORATION (present position)</p>	39,750
<p>Reasons, etc. for nomination as candidate for Director</p> <p>Katsuo Oguri has served as Representative Director of TOKAI CORPORATION, our group company. As we expect him to provide advice on the Group's business from the professional perspectives, we have nominated him as a candidate to continue serving as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	<p>Yasuhiro Fukuda (December 25, 1957)</p> <p>Reelection Tenure as Director 7 years and 3 months Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p>Apr. 1980 Joined TOKAI CORPORATION</p> <p>Jan. 2001 Director of Tokai Broadband Communications Co., Ltd.</p> <p>Oct. 2005 Managing Director of TOKAI Communications Corporation</p> <p>June 2008 Executive Director of TOKAI Communications Corporation</p> <p>June 2010 Representative Director and Executive Officer of TOKAI Communications Corporation</p> <p>Apr. 2011 Representative Director and Vice President of TOKAI Communications Corporation</p> <p>Apr. 2011 Director of the Company (present position)</p> <p>Apr. 2013 Representative Director and President of TOKAI Cable Network Corporation</p> <p>Apr. 2018 Representative Director and President of TOKAI Communications Corporation (present position)</p>	82,402
<p>Reasons, etc. for nomination as candidate for Director Yasuhiro Fukuda has served as Representative Director of TOKAI Communications Corporation, our group company. As we expect him to provide advice on the Group's business from the professional perspectives, we have nominated him as a candidate to continue serving as a Director.</p>			
8	<p>Mitsuhaya Suzuki (August 21, 1957)</p> <p>Reelection Tenure as Director 7 years and 3 months Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p>Apr. 1983 Joined TOKAI CORPORATION</p> <p>May 2008 General Manager of Security Net Business Division of TOKAI CORPORATION</p> <p>June 2008 Operating Officer and General Manager of Security Net Business Division of TOKAI CORPORATION</p> <p>Sept. 2010 Operating Officer and in charge of New Business Development Division of TOKAI CORPORATION</p> <p>Apr. 2011 Director, Senior Operating Officer and in charge of New Business Development Division of the Company</p> <p>Apr. 2012 Director, Senior Operating Officer and in charge of overseas business of the Company</p> <p>Apr. 2012 Director of TOKAI (Shanghai) Trade & Commerce Co., Ltd.</p> <p>Apr. 2014 Director of the Company (present position)</p> <p>May 2015 Representative Director and Vice President of TOKAI Communications Corporation</p> <p>Apr. 2018 Representative Director and President of TOKAI Cable Network Corporation (present position)</p>	23,852
<p>Reasons, etc. for nomination as candidate for Director Mitsuhaya Suzuki has served as Representative Director of TOKAI Cable Network Corporation, our group company. As we expect him to provide advice on the Group's business from the professional perspectives, we have nominated him as a candidate to continue serving as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
9	Masahiro Sone (July 27, 1940)	Apr. 1964 Joined Fuji Television Network, Inc. June 1995 Director of Fuji Television Network, Inc. June 1998 Executive Director of Shizuoka Telecasting Co., Ltd. June 2005 Representative Director and President of Shizuoka Telecasting Co., Ltd. June 2009 Representative Director and Chairman of Shizuoka Telecasting Co., Ltd. June 2011 Director and Corporate Counselor of Shizuoka Telecasting Co., Ltd. June 2013 Director of the Company (present position)	0
	Reelection Tenure as Director 5 years Attendance at meetings of the Board of Directors 13/13 (100%)		
Reasons, etc. for nomination as candidate for Outside Director Masahiro Sone serves as Representative Director of Shizuoka Telecasting Co., Ltd. and has abundant experience and deep insight related to corporate management. As we expect him to utilize his experience and insight to the management of the Group, we have nominated him as a candidate to continue serving as an Outside Director.			
10	Masahiro Goto (July 7, 1952)	Apr. 1976 Joined Shizuoka Bank, Ltd. Nov. 2002 Executive Officer of Shizuoka Bank, Ltd. June 2003 Senior Executive Officer of Shizuoka Bank, Ltd. June 2007 Director and Senior Executive Officer of Shizuoka Bank, Ltd. June 2010 Director and Senior Managing Executive Officer of Shizuoka Bank, Ltd. June 2012 Vice President of Shizuoka Bank, Ltd. June 2015 Director of Shizuoka Bank, Ltd. (present position) June 2015 Representative Director and Chairman of SHIZUGIN BUSINESS CREATE CO., LTD. (present position) June 2015 Representative Director and Chairman of SHIZUGIN GENERAL SERVICE CO., LTD.	0
	New election Tenure as Director - years Attendance at meetings of the Board of Directors -/- (- %)		
Reasons, etc. for nomination as candidate for Outside Director Masahiro Goto has served as Vice President of Shizuoka Bank, Ltd. and Representative Director of its group companies, and has abundant experience and deep insight related to corporate management. As we expect him to utilize his experience and insight to the management of the Group, we have nominated him as a candidate for Outside Director.			

- Notes:
1. Masahiro Sone and Masahiro Goto are candidates for Outside Director.
 2. There is no special interest between any of the candidates and the Company.
 3. Masahiro Sone currently serves as Outside Director of the Company, and as of the conclusion of this Ordinary General Meeting of Shareholders, he will have served as Outside Director for five (5) years.
 4. The Company has designated and registered Masahiro Sone as an Independent Officer as stipulated by the Tokyo Stock Exchange. If his election is approved, the Company plans for his designation as an Independent Officer to continue.
 5. The Company has determined that there are no concerns in regard to the independence of Masahiro Goto. If his election is approved, the Company plans to designate him as an Independent Officer as stipulated by the Tokyo Stock Exchange.