

## Cover

Document submitted	Extraordinary Report
Submitted to	The Director-General of the Kanto Finance Bureau
Submission date	June 28, 2019
Company name	TOKAI Holdings Corporation
English name	TOKAI Holdings Corporation
Position and name of the representative	Katsuhiko Tokita, President & CEO
Address of the Headquarters	2-6-8 Tokiwa-cho, Aoi-ku, Shizuoka City, Shizuoka Prefecture, Japan
Telephone number	054 (275) 0007 (main line)
Business contact name	Kuniyoshi Muramatsu, Managing Executive Officer
Nearest contact address	2-6-8 Tokiwa-cho, Aoi-ku, Shizuoka City, Shizuoka Prefecture, Japan
Telephone number	054 (275) 0007 (main line)
Business contact name	Kuniyoshi Muramatsu, Managing Executive Officer
Place where the document is made available for public inspection	Tokyo Stock Exchange, Inc. (2-1 Nihonbashi Kabutocho, Chuo-ku, Tokyo, Japan)

## 1 Reason for submission

Because the items to be resolved were resolved in the 8th Ordinary General Meeting of Shareholders of the Company held on June 26, 2019, this Extraordinary Report is submitted in accordance with Article 24-5 (4) of the Financial Instruments and Exchange Act and Article 19 (2) (ix)-2 of the Cabinet Office Ordinance on the Disclosure of Corporate Affairs, etc.

## 2 Contents of the report

(1) Date when the applicable shareholders' meeting was held

June 26, 2019

(2) Contents of the applicable items to be resolved

Proposal 1: Distribution of dividends of surplus

a. Type of dividend property: Cash

b. Matters concerning the year-end dividend and total amount thereof

14 yen per common share of the Company; the total amount of the dividend is 1,839,031,124 yen

c. Effective date of the distribution of the dividend of surplus

June 27, 2019

Proposal 2: Election of ten (10) Directors

We request the election of ten (10) directors: Katsuhiko Tokita, Takanori Mamuro, Hidetsugu Mizoguchi, Toshinori Nakamura, Katsuo Oguri, Yasuhiro Fukuda, Mitsuhaya Suzuki, Shoji Uematsu, Masahiro Sone and Masahiro Goto.

Proposal 3: Election of four (4) Audit & Supervisory Board Members

We request the election of four (4) Audit & Supervisory Board Members: Takafumi Murata, Kenji Tateishi, Jiro Amagai and Yoshio Itou.

Proposal 4: Election of one (1) Substitute Audit & Supervisory Board Member

We requested the election of Substitute Audit & Supervisory Board Member: Tetsuya Mishiku.

(3) The number of votes expressing the intention to approve, disapprove or abstain regarding the items to be resolved, the requirements for the approval of the applicable items to be resolved and the results of the applicable resolutions

Items to be resolved	Approval (votes)	Disapproval (votes)	Abstention (votes)	Approval rate (%)	Result of the resolution
Proposal 1	1,088,949	1,216	0	99.17	Approved
Proposal 2					
Katsuhiko Tokita	1,009,584	75,590	4,991	91.95	Approved
Takanori Mamuro	1,016,862	73,304	0	92.61	Approved
Hidetsugu Mizoguchi	1,077,012	13,154	0	98.09	Approved
Toshinori Nakamura	1,075,583	14,583	0	97.96	Approved
Katsuo Oguri	1,076,979	13,187	0	98.09	Approved
Yasuhiro Fukuda	1,076,983	13,183	0	98.09	Approved
Mitsuhaya Suzuki	1,076,931	13,235	0	98.08	Approved
Shoji Uematsu	1,075,574	14,592	0	97.96	Approved
Masahiro Sone	1,076,852	13,314	0	98.07	Approved
Masahiro Goto	1,010,421	79,745	0	92.02	Approved
Proposal 3					
Takafumi Murata	1,086,748	3,419	0	98.97	Approved
Kenji Tateishi	1,088,382	1,785	0	99.12	Approved
Jiro Amagai	1,088,000	2,167	0	99.09	Approved
Yoshio Itou	954,155	136,011	0	86.90	Approved
Proposal 4					
Tetsuya Mishiku	981,624	108,539	0	89.40	Approved

Notes: The requirements for approval of each proposal are as below:

1. Proposals 1 require approval from a majority of votes cast by attending shareholders who can exercise voting rights.
2. Proposal 2, 3 and 4 require attendance of shareholders holding one-third or more of voting rights of shareholders who can exercise voting rights and approval from two-thirds or more of votes cast by those attending shareholders.

(4) Reason why some voting rights of shareholders who attended the shareholders' meeting were not added to the number of voting rights

The requirements for approving each item to be resolved were met by aggregating voting rights that were exercised by the day before this shareholders' meeting and ones of some shareholders attending the meeting whose intention of approval or disapproval was confirmed, and the resolutions were concluded in accordance with the Companies Act. Therefore, some voting rights of shareholders attending the meeting whose intention to approve, disapprove or abstain was not confirmed were not added to the number of voting rights.