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Securities identification code: 3167

June 8, 2016

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 5TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 5th 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 Thursday, June 23, 2016.

[In the case of voting by post]

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and return it so that it arrives no later than the above voting deadline.

[In the case of voting via the Internet]

Please access the voting website (<http://www.web54.net>) using the voting code and password shown on your voting form, and enter your approval or disapproval of the proposals following the instructions on your screen before the close of the Company's business day (5:45 p.m.) on Thursday, June 23, 2016.

For information on voting via the Internet, please see "Guide to Voting via the Internet." (Japanese only)



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.

Meeting Details

1. **Date and time:** Friday, June 24, 2016 at 10:00 a.m. (Japan Standard Time)
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 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
 2. Non-Consolidated Financial Statements for the 5th Term (from April 1, 2015 to March 31, 2016)
 - Items to be resolved:**
 - Proposal 1:** Distribution of dividends of surplus
 - Proposal 2:** Partial amendments to the Articles of Incorporation
 - Proposal 3:** Election of ten (10) Directors
 - Proposal 4:** Determination of the amounts and contents of stock-based compensation for Directors
4. **Matters to be resolved at the meeting**
 - (1) If approval or disapproval is not indicated on the voting form, it shall be deemed to indicate approval.
 - (2) If voting is carried out multiple times via the Internet, the vote exercised last shall be deemed valid.
 - (3) If voting is carried out both via voting form and via the Internet, the Internet vote shall be deemed valid.

5. Other matters relating to this Notice

Of the materials the Company must provide along with this convocation 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

Proposals and reference matters

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 ongoing dividends to shareholders, with steady improvement in earnings and finances, the Company wishes to increase 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
8 yen per common share of the Company (a 2-yen increase compared with the end of the previous fiscal year)
Total amount of dividends: 905,533,744 yen
- (3) Effective date of distribution of dividends of surplus
June 27, 2016

Proposal 2: Partial amendments to the Articles of Incorporation

1. Reasons for changes

Along with full deregulation of electrical power, the Company group aims to enter the electrical power industry, necessitating changes to items dealing with Purpose in Article 2 of the Current Articles of Incorporation.

2. Details of the amendments

The details of the changes are as follows:

(Amended parts are underlined)

Current Articles of Incorporation	Proposed amendments
<p>Article 2 (Purpose)</p> <p>The Company aims to control/manage the business activities of firms conducting the following operations, or foreign firms conducting corresponding operations, by holding shares or equity in said firms.</p> <p>(1) (Omitted)</p> <p>(2) Operations relating to the general gas business, the simplified gas business, the gas pipeline business, the wholesale gas business, <u>and the supply of electrical power and steam.</u></p> <p>(3)-(44) (Omitted)</p>	<p>Article 2 (Purpose)</p> <p>The Company aims to control/manage the business activities of firms conducting the following operations, or foreign firms conducting corresponding operations, by holding shares or equity in said firms.</p> <p>(1) (Unchanged)</p> <p>(2) Operations relating to the general gas business, the simplified gas business, the gas pipeline business, the wholesale gas business, <u>renewable energy power generation, and the supply, sale, and such of electrical power and heat.</u></p> <p>(3)-(44) (Unchanged)</p>

Proposal 3: 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, including reelection of those nine (9) Directors and election of one (1) new Director.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Katsuhiko Tokita (April 6, 1945)	<p>April 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 1996 Director-General of Bureau of Equipment of Defense Agency</p> <p>June 1998 Director-General of Small and Medium Enterprise Agency</p> <p>September 1999 Member of the Board of Japan National Oil Corporation</p> <p>September 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>October 2009 Representative Director, Chairman and CEO of TOKAI CORPORATION</p> <p>April 2011 Representative Director and President and CEO of the Company (present position)</p> <p>April 2011 Representative Director and President of TOKAI Communications Corporation (present position)</p> <p>June 2011 Representative Director and Chairman of TOKAI CORPORATION</p> <p>April 2012 Representative Director and President of TOKAI CORPORATION</p> <p>April 2012 Representative Director and Chairman of TOKAI Cable Network Corporation (present position)</p> <p>April 2012 Chairman of TOKAI (Shanghai) Trade & Commerce Co., Ltd.</p> <p>April 2013 Representative Director and Chairman of TOKAI GAS CORPORATION (present position)</p> <p>October 2013 Representative Director and Chairman of TOKAI Management Service Corporation (present position)</p> <p>April 2016 Representative Director and Chairman of TOKAI CORPORATION (present position)</p>	312,730

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Takanori Mamuro (September 4, 1952)	<p>April 1975 Joined The Industrial Bank of Japan, Limited</p> <p>December 1994 Executive Secretary of TOKAI CORPORATION</p> <p>June 2001 General Manager of Financial Corporation Planning Division of Mizuho Holdings, Inc.</p> <p>April 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>April 2010 Director, Executive Operating Officer and General Manager of Administration Headquarters of TOKAI CORPORATION</p> <p>April 2011 Director, Executive Operating Officer and General Manager of Administration Headquarters of the Company</p> <p>April 2012 Representative Director, Executive Operating Officer of the Company</p> <p>April 2015 Representative Director, Vice President of the Company</p> <p>April 2016 Representative Director of the Company (present position)</p> <p>April 2016 Representative Director and Chairman of TOKAI City Service Corporation (present position)</p> <p>April 2016 Representative Director and Chairman of TOKAI Life Plus Corporation (present position)</p>	110,500

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Hidetsugu Mizoguchi (November 20, 1961)	<p>April 1985 Joined TOKAI CORPORATION</p> <p>October 2009 General Manager of Planning and Research Division of TOKAI CORPORATION</p> <p>December 2009 Operating Officer and in charge of Planning and Research Division of TOKAI CORPORATION</p> <p>November 2010 Operating Officer and in charge of Group Consolidation General Promotion Office and Planning and Research Division of TOKAI CORPORATION</p> <p>April 2011 Director, Senior Operating Officer and Deputy General Manager of Corporate Planning Division of the Company</p> <p>April 2012 Director, Senior Operating Officer and Deputy General Manager of Corporate Planning Division and General Manager of Marketing Division of the Company</p> <p>October 2013 Director, Senior Operating Officer and Deputy General Manager of Corporate Planning Division of the Company</p> <p>April 2015 Director, Senior Operating Officer and General Manager of Corporate Planning Division of the Company</p> <p>April 2016 Director, Senior Operating Officer and General Manager of Business Development Promotion Division of the Company (present position)</p>	24,384
4*	Kazuhiro Maruyama (October 29, 1960)	<p>April 1983 Joined TOKAI CORPORATION</p> <p>September 2010 General Manager of Planning and Research Division, in charge of Earnings Management Division of TOKAI CORPORATION</p> <p>April 2011 Operating Officer, in charge of Corporate Accounting Division and Earnings Management Division of the Company</p> <p>April 2014 Senior Operating Officer, in charge of Corporate Management Division and General Manager of Corporate Accounting Division of the Company</p> <p>April 2015 Senior Operating Officer, General Manager of Corporate Management Division and Corporate Accounting Division of the Company (present position)</p>	26,315

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Shingo Takahashi (December 10, 1951)	<p>April 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, Executive Operating Officer of TOKAI CORPORATION</p> <p>June 2009 Representative Director and President of JOYNET Co., Ltd.</p> <p>April 2011 Representative Director and Vice President of TOKAI CORPORATION</p> <p>April 2012 Representative Director, Vice President of TOKAI CORPORATION</p> <p>June 2012 Director of the Company</p> <p>April 2015 Representative Director of the Company</p> <p>April 2015 Representative Director and Chairman of Bouquet Tokai Mishima Corporation</p> <p>April 2015 Representative Director and Chairman of TOKAI City Service Corporation</p> <p>April 2015 Representative Director and Chairman of TOKAI Life Plus Corporation</p> <p>April 2016 Representative Director and President of TOKAI GAS CORPORATION (present position)</p> <p>April 2016 Director of the Company (present position)</p>	151,471
6	Katsuo Oguri (February 10, 1959)	<p>April 1982 Joined TOKAI CORPORATION</p> <p>April 1995 Head of Chuen Branch of TOKAI CORPORATION</p> <p>June 2008 Operating Officer of TOKAI CORPORATION</p> <p>April 2011 Managing Director of TOKAI CORPORATION</p> <p>April 2015 Representative Director, Vice President of TOKAI CORPORATION</p> <p>April 2015 Executive Operating Officer of the Company</p> <p>April 2015 Representative Director and Chairman of Energy Line Corporation (present position)</p> <p>April 2015 Representative Director and President of JOYNET Co., Ltd. (present position)</p> <p>June 2015 Director of the Company (present position)</p> <p>April 2016 Representative Director and President of TOKAI CORPORATION (present position)</p>	38,350

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Yasuhiro Fukuda (December 25, 1957)	<p>April 1980 Joined TOKAI CORPORATION</p> <p>January 2001 Director of Tokai Broadband Communications Co., Ltd.</p> <p>October 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>April 2011 Representative Director, Vice President of TOKAI Communications Corporation</p> <p>April 2011 Director of the Company (present position)</p> <p>April 2013 Representative Director, President of TOKAI Cable Network Corporation (present position)</p>	81,402
8	Mitsuhaya Suzuki (August 21, 1957)	<p>April 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>September 2010 Operating Officer and in charge of New Business Development Division of TOKAI CORPORATION</p> <p>April 2011 Director, Senior Operating Officer and in charge of New Business Development Division of the Company</p> <p>April 2012 Director, Senior Operating Officer and in charge of overseas business of the Company</p> <p>April 2012 Director of TOKAI (Shanghai) Trade & Commerce Co., Ltd.</p> <p>April 2014 Director of the Company (present position)</p> <p>May 2015 Representative Director, Vice President of TOKAI Communications Corporation (present position)</p>	23,252
9	Kenichi Kobayashi (January 10, 1948)	<p>April 1971 Joined Shizuoka Bank, Ltd.</p> <p>April 1999 Operating Officer and General Manager of Marketing Division of Head Office of Shizuoka Bank, Ltd.</p> <p>June 2001 Senior Operating Officer of Shizuoka Bank, Ltd.</p> <p>June 2003 Director and Senior Operating Officer of Shizuoka Bank, Ltd.</p> <p>June 2005 Representative Director and President of SHIZUGIN LEASE Co., Ltd.</p> <p>June 2010 Director of TOKAI CORPORATION</p> <p>April 2011 Director of the Company (present position)</p> <p>June 2015 Outside Audit & Supervisory Board Member of Beyonz. Co., Ltd. (present position)</p>	0

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
10	Masahiro Sone (July 27, 1940)	<p>April 1964 Joined Fuji Television Network, Inc.</p> <p>June 1995 Director of Fuji Television Network, Inc.</p> <p>June 1998 Executive Director of Shizuoka Telecasting Co., Ltd.</p> <p>June 2005 Representative Director and President of Shizuoka Telecasting Co., Ltd.</p> <p>June 2009 Representative Director and Chairman of Shizuoka Telecasting Co., Ltd.</p> <p>June 2011 Director and Corporate Counselor of Shizuoka Telecasting Co., Ltd.</p> <p>June 2013 Director of the Company (present position)</p>	0

Notes:

1. An asterisk (*) represents a new Director candidate.
2. Kenichi Kobayashi and Masahiro Sone are candidates for Outside Director.
3. We have made Katsuhiko Tokita, Takanori Mamuro, Hidetsugu Mizoguchi, and Kazuhiro Maruyama, who have abundant experience as Directors in group companies, candidates for Director as we expect the candidates to contribute to the further development of the group.
4. Shingo Takahashi, Katsuo Oguri, Yasuhiro Fukuda, and Mitsuhaya Suzuki are engaged as Representative Directors of group companies, and we have made them candidates for Director as we expect them to be able to speak from a professional standpoint in various businesses.
5. Kenichi Kobayashi and Masahiro Sone have been nominated as candidates for Outside Director, given the viewpoint that management of the Company will benefit from their extensive experience and substantial knowledge relating to corporate management.
6. There are no special interests between any of these candidates and the Company.
7. Kenichi Kobayashi 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 years and three months.
8. 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 three years.
9. The Company has designated and registered Kenichi Kobayashi and Masahiro Sone as Independent Officers as stipulated by the Tokyo Stock Exchange.

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

1. Reasons for the proposal and reasonability thereof

With regards to the compensation of the Company's Directors, Executive Officers, Administrative Officers, and the Directors and Administrative Officers of some of the Company's subsidiaries (excluding Outside Directors; "Executives" below), the Company wishes to introduce a new stock-based compensation system (BBT; Board Benefit Trust; "the System" below), and to that end we would ask for your approval of Director compensation. The aim of the introduction of the System is to raise awareness in order to contribute to increasing enterprise value and increasing earnings over the medium to long term by more clearly linking the earnings and share price of the Company, having Executives share with shareholders not only the benefits of share price increases, but the risk of share price declines.

Under the System, the Company contributes an appropriate amount of money to the BBT for the operation of the System, and the BBT uses this money as funds to acquire shares of the Company. As a general rule, when Executives retire, shares of the Company and funds corresponding to the value of the shares on the retirement date ("Shares of the Company" below) are paid in accordance with executive stock-based compensation rules stipulated by the Company and Company subsidiaries covered by the System. In view of the above aims and the contents described below, we judge the contents of the proposal to be reasonable.

With this proposal, we request the approval of the amounts (upper limits) and contents of compensation and such to be paid to Directors of the Company who are Executives for three fiscal years including the year ending at the end of March 2017 as part of new stock-based compensation tied to earnings in a framework that is separate from compensation and such for Company Directors (no more than 350 million yen annually, but excluding employee salaries, compensation from consolidated subsidiaries, and such) approved at the Ordinary General Meeting of Shareholders held on June 28, 2012. In addition, it is proposed that the details of the System be left to the discretion of the Board of Directors within the framework in 2. below.

It should be noted that, if the 10 Directors in Proposal 3 are elected at this General Meeting of Shareholders, then the number of Company Directors covered by the System shall be eight Directors, excluding the two Outside Directors.

2. Amounts (upper limits) and contents of compensation in the System

(1) Overview of the System

The System is a stock-based compensation system whereby the Company contributes an appropriate amount of money to a trust (the trust established based on the System shall be referred to as "the Trust") and the Trust uses this money as funds to acquire shares of the Company. Shares of the Company are paid to Executives in accordance with executive stock-based compensation rules stipulated by the Company and Company subsidiaries covered by the System. In principle, Executives shall receive payment of Shares of the Company when they retire.

(2) Persons covered by the System

The Company's Directors, Executive Officers, Administrative Officers, and the Directors and Administrative Officers of some of the Company's subsidiaries (excluding Outside Directors; Audit & Supervisory Board Members are not covered by the System)

(3) Upper limits and Calculation method for the number of Shares of the Company extended to Executives

Executives shall be assigned a number of points each fiscal year based on executive stock-based compensation rules and determined according to position, earnings performance, and such.

The total number of points per fiscal year to be given to Executives shall be no more than 140,000 points in total, including a 20,000-point allotment for Company Directors and a 120,000-point allotment for Executive Officers, Administrative Officers, and Directors of subsidiaries of the Company covered by the System. This shall be determined by taking into comprehensive account current executive compensation payment levels, trends in the number of Executives, the outlook going forward, and such, and gauged to be appropriate. For points assigned to Executives, at the time of payment of Shares of the Company in (6) below, each point shall be converted into one ordinary share of the company (if, after approval by shareholders at this General Meeting of Shareholders, there are stock splits, gratis allotment of shares, reverse stock splits, or the like, the conversion ratio shall be adjusted in a reasonable manner in keeping with the ratios and such).

The number of points for Executives that is the basis for paying Shares of the Company in (6) below shall be fixed using the total number of points assigned to the executive up until the time of retirement ("Fixed Number of Points" below).

(4) Acquisition method for shares of the Company

The acquisition of shares of the Company by the Trust, with the money contributed in (5) below, shall be carried out via the stock market or by undertaking the disposal of treasury stock.

For the Initial Coverage Period (defined in (5) below), after the establishment of the Trust (planned for September 1, 2016), the Trust shall acquire shares to pay the Executives up to an upper limit of 420,000 shares without delay. We will give notice anew regarding the details of the methods by which the Trust acquires the shares of the Company, as soon as determined.

(5) BBT amounts and number of shares acquired

On condition that this proposal is approved, the Company shall configure the Trust and contribute the funds needed a certain period ahead of time to acquire the number of shares that can reasonably be expected to be required for the Trust to pay Shares of the Company in keeping with (3) above and (6) below. In keeping with (4) above, the Trust shall acquire shares of the Company using money contributed by the Company as funds.

Specifically, for the three-year period from the fiscal year ending at the end of March 2017 to the fiscal year ending at the end of March 2019 ("the Initial Coverage Period" below), funds shall be contributed and the Trust shall be configured with necessary funds of 500 million yen (of which 72 million yen for the allotment of Directors in the Company and 428 million yen for the allotment for Executive Officers and Administrative Officers of the Company, and Directors and such of group firms covered by the System) for the Initial Coverage Period as an upper limit.

It should be noted that even after the completion of the Initial Coverage Period, until the System ends, in principle the Company shall, every three fiscal years, make an additional contribution to the Trust up to an upper limit of 500 million yen (of which 72 million yen for the allotment of Directors in the Company and 428 million yen for the allotment for Executive Officers and Administrative Officers of the Company, and Directors and such of group firms covered by the System) for the following three fiscal years ("the Following Coverage Period" below). However, when making additional contributions, when there are funds and shares of the Company remaining in the Trust ("Remaining Shares" below) on the day immediately before the Following Coverage Period for which the additional contribution is to be made begins (excluding uncompleted payment of shares for Executives corresponding to the number of points that have been assigned to them), the Remaining Shares shall be applied as funds for payment based on the System for the Following Coverage Period, and shall be deducted from the 500 million yen (of which 72 million yen for the allotment of Directors in the Company and 428 million yen for the allotment for Executive Officers and Administrative Officers of the Company, and Directors and such of group firms

covered by the System) upper limit to the Company's additional contribution for the Following Coverage Period, using the fair value of shares of the Company as of the day immediately before the Following Coverage Period. When the Company decides to make an additional contribution, it shall disclose this in a timely and appropriate manner.

(6) Timing of payment of Shares of the Company

When Company Executives retire, if they meet the requirements for beneficiaries established in executive stock-based compensation rules, they can receive company stock in an amount corresponding to the Fixed Number of Points from the Trust after they retire by going through the required beneficiary confirmation procedures. However, in addition to beneficiary requirements, if retiring Executives meet other requirements established in the executive stock-based compensation rules, a fixed proportion of the number of points assigned to the executive, in lieu of payment of shares of the Company, they may be paid in funds corresponding to the fair value of the stock of the Company at the share price prevailing on the date of retirement. In some cases the Trust may dispose of shares of the Company in order to pay out funds.