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Securities Code: 3167

June 9, 2017

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 6TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 6th 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 27, 2017 (JST).

[In the case of voting 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 the above voting deadline.

[In the case of voting via the Internet, etc.]

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 Tuesday, June 27, 2017 (JST).

For information on voting via the Internet, etc., please see “Guide to Voting via the Internet, etc.” (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.

**1. Date and Time:** Wednesday, June 28, 2017 at 10:00 a.m. (JST)

**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 6th Term (from April 1, 2016 to March 31, 2017), 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 6th Term (from April 1, 2016 to March 31, 2017)

#### 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

### 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, etc., the vote exercised last shall be deemed valid.

(3) If voting is carried out both via voting form and via the Internet, etc., the Internet, etc. vote shall be deemed valid.

**5. Other Matters relating to This Notice**

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

### 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 continuous 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

The Company proposes to pay a dividend of 17 yen per share, adding a commemorative dividend of 6 yen for achieving the goals of the Innovation Plan 2016 “Growing” mid-term management plan, to a dividend of 11 yen per common share of the Company. (An increase of 9 yen compared with the previous fiscal year)

Total amount of dividends: 2,162,131,264 yen

(3) Effective date of distribution of dividends of surplus

June 29, 2017

**Proposal 2:** Partial amendments to the Articles of Incorporation

1. Reasons for changes

In accordance with the Revised Gas Business Act that came into effect on April 1, 2017, the business type has been revised. As a result, part of the Purposes of Article 2 of the current Articles of Incorporation shall be amended as required.

2. Details of the amendments

The details of the changes are as follows:

(Amended parts are underlined)

Current Articles of Incorporation	Proposed amendments
<p>(Purpose) Article 2 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. (1) (Omitted) (2) Operations relating to <u>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. (3)-(44) (Omitted)</p>	<p>(Purpose) Article 2 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. (1) (Unchanged) (2) Operations related to <u>the retail gas business, the gas pipeline business, the gas manufacturing business</u>, renewable energy power generation, and the supply, sale, and such of electrical power and heat. (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.

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>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 (present position)</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 &amp; 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>	345,830

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>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>	123,700
3	Kazuhiro Maruyama (October 29, 1960)	<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>Apr. 2017    Director, Senior Operating Officer, General Manager of Corporate Management Division and Corporate Accounting Division, and General Manager of CS Promotion Office of the Company (present position)</p>	34,515

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Hidetsugu Mizoguchi (November 20, 1961)	<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>May 2017    Director, Senior Operating Officer, General Manager of Business Development Promotion Division, and in charge of Business Development &amp; Alliance Promotion Division and Group M &amp; A Promotion Office of the Company (present position)</p>	24,584
5	Shingo Takahashi (December 10, 1951)	<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>	156,771

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Katsuo Oguri (February 10, 1959)	<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>	39,150
7	Yasuhiro Fukuda (December 25, 1957)	<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 (present position)</p>	82,002
8	Mitsuhaya Suzuki (August 21, 1957)	<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 &amp; 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 (present position)</p>	23,552



No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
9	Kenichi Kobayashi (January 10, 1948)	<p>Apr. 1971      Joined Shizuoka Bank, Ltd.</p> <p>Apr. 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>Apr. 2011      Director of the Company (present position)</p> <p>June 2015      Outside Audit &amp; Supervisory Board Member of Beyonz. Co., Ltd. (present position)</p>	0
10	Masahiro Sone (July 27, 1940)	<p>Apr. 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. Kenichi Kobayashi and Masahiro Sone are candidates for Outside Director.
  2. We have made Katsuhiko Tokita, Takanori Mamuro, Kazuhiro Maruyama, and Hidetsugu Mizoguchi, who have abundant experience as Directors in group companies, candidates for Director, as we expect these candidates to contribute to the further development of the group.
  3. 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.
  4. 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.
  5. There is no special interest between any of the candidates and the Company.
  6. 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 six years and three months.
  7. 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 four years.
  8. The Company has designated and registered Kenichi Kobayashi and Masahiro Sone as Independent Officers as stipulated by the Tokyo Stock Exchange.