These documents have been translated from a part of the Japanese originals for reference purposes only. In the event of any discrepancy between these translated documents and the Japanese originals, the originals shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translations.

(Securities Code: 8439)

June 2, 2023

(Electronic provisional measures commence on May 24, 2023)

To Shareholders with Voting Rights:

Koichi Baba President & CEO, Representative Director Tokyo Century Corporation 3 Kanda-neribeicho, Chiyoda-ku, Tokyo, Japan

### NOTICE OF THE 54TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are hereby informed that the 54th Annual General Meeting of Shareholders (the "Meeting") of Tokyo Century Corporation (the "Company") will be held for the purposes as described below.

When convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the "electronic provision measures") and has posted matters subject to the electronic provision measures on the following Company's website. However, we will send out paper copies of documents stating the matters subject to electronic provision measures to all shareholders, regardless of whether or not they made a request for delivery of documents under the Companies Act.

The Company website https://www.tokyocentury.co.jp/en/ir/meeting.html



In addition to the website shown above, the Company also has posted this information on the following website.

The TSE website (Listed Company Search) https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show



Please access the above website, enter "Tokyo Century Corporation" in the issue name (company name) or our stock exchange code "8439" in the "Code" field, and click "Search" to find search results. Then, click on "Basic information" and "Documents for public inspection/PR information." in this order to find "[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting]" in the "Filed information available for public inspection" section.

Instead of attending the Meeting, you can exercise your voting rights in writing (by mail) or via the Internet. Please review the Guide to Exercising Voting Rights on pages 3 and 4 and exercise your voting rights by 5:15 p.m. on Friday, June 23, 2023. In addition, the Company will broadcast the Meeting live via the Internet so that you can watch the proceedings of the Meeting live. For details, please refer to the Information on the Livestreaming of the General Meeting of Shareholders on page 24.

1. Date and Time: Monday, June 26, 2023 at 10:00 a.m. Japan time

(Reception starts at 9:00 a.m.)

\* Please be noted the starting time is 10:00 a.m.

**2. Place:** AKIBA HALL, FUJISOFT Bldg. 5F

3 Kanda-neribeicho, Chiyoda-ku, Tokyo, Japan

\* Please refer to the "Map and Directions" attached at the end.

3. Meeting Agenda:

Matters to be reported: 1. Business Report, Consolidated Financial Statements for the 54th Fiscal Year

(from April 1, 2022 to March 31, 2023) and results of audits by the

Accounting Auditor and the Board of Corporate Auditors of the Consolidated

Financial Statements

2. Non-consolidated Financial Statements for the 54th Fiscal Year (from April

1, 2022 to March 31, 2023)

Matters to be resolved:

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Thirteen (13) Directors **Proposal No. 3:** Election of One (1) Corporate Auditor

Proposal No. 4: Election of One (1) Substitute Corporate Auditor

4. Arrangements in convening the Meeting:

(1) You can exercise your voting rights by proxy upon submission of a letter of proxy which certifies the permission of the proxy who shall be a shareholder qualified to exercise voting rights.

(2) If neither approval nor disapproval of a proposal is indicated, it shall be deemed a vote of approval for Company proposals.

(3) If you wish to split your voting on any of the proposals, please notify the Company of your intention to split a vote and its reasons at least three days prior to the date of the Meeting.

⊚The documents mailed to shareholders who made a request for delivery of documents also serve as reference documents stating the matters subject to the electronic provision measures. In accordance with laws and regulations as well as Article 15 of the Articles of Incorporation of the Company, the following matters are not presented in the documents mailed to shareholders. Accordingly, the documents mailed to shareholders constitute only part of the documents audited by the independent auditor and the Corporate Auditors in the preparation of the Audit Report. For the following information, please see the websites on page 1.

- "Matters concerning stock acquisition rights, etc. of the Company," "Matters concerning the accounting auditor," "System for ensuring appropriateness of operations," in the Business Report
- · Consolidated Statements of Changes in Equity and Notes to Consolidated Financial Statements
- · Non-consolidated Statements of Changes in Equity and Notes to Non-consolidated Financial Statements
- © If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.

## **Guide to Exercising Voting Rights**

We recognize that the shareholders' voting rights to be exercised in the Meeting is an important right for our shareholders.

Please review the matters subject to electronic provision measures of the Reference Documents for the Meeting, and we respectfully request that you exercise your voting rights.

The following three methods are available for exercising your voting rights.

### Attending the Meeting in person

Please submit the enclosed Voting Rights Exercise Form at the reception desk of the venue.

Date and time of the meeting: Monday, June 26, 2023 at 10:00 a.m.

(Reception starts at 9:00 a.m.)

### **Exercising voting rights in writing (by mail)**

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it by mail without putting a stamp on it.

Deadline for exercising voting rights: 5:15 p.m., Friday, June 23, 2023 (time of receipt)

### **Exercising voting rights via the Internet**

Please enter your vote for or against the proposals following the guide on the next page.

Deadline for exercising voting rights: 5:15 p.m., Friday, June 23, 2023 (completion of input)

## Guide to filling out the Voting Rights Exercise Form

Please circle the response corresponding to your vote for each proposal.

# Proposals 1, 3 and 4

- Circle "賛" to vote for the proposal
- Circle "否" to vote against the proposal

### Proposal 2

- Circle "賛" to vote for the proposal
- Circle "否" to vote against the proposal
- If you disapprove part of candidates, circle "賛" and write the number(s) of the candidate(s) whom you are against
- If you exercise your voting rights both through writing (by mail) and through the Internet, etc., the vote through the Internet, etc. shall be valid. If you exercise your voting rights through the Internet, etc. more than once, the last vote shall be deemed to be effective.
- The password will be locked and disabled when inputted incorrectly a certain number of times. When the password is locked, please follow the instructions on the screen.

## Guide to exercising voting rights via the Internet

### <Exercise of voting rights by scanning QR code: "Smart Exercise">

You can login to the voting website without entering your voting rights exercise code and password on the Voting Rights Exercise Form.

### 1. Please scan the QR code on the Voting Rights Exercise Form

\* QR Code" is a registered trademark of Denso Wave Incorporated.

# 2. Thereafter please follow the instructions on the screen and enter your votes

### Exercising voting rights by the "Smart Exercise" is available only once.

If you need to change your votes after exercising your voting rights, please access the voting website designed for PC users and login by entering your "voting rights exercise code" and "password" printed in the right side (back side) of the enclosed "Voting Rights Exercise Form." Then, please exercise your voting rights again.

\* If you rescan the QR code, you can access the voting website designed for PC users.

### < Exercise of voting rights by entering voting rights exercise code and password>

Voting website: https://soukai.mizuho-tb.co.jp/

# 1. Please access the voting website

# 2. Please enter the "voting rights exercise code" on the Voting Rights Exercise Form and click "Continue"

Enter the "voting rights exercise code" and click "Continue."

# 3. Register new "password"

Enter new "password" and click "Register."

### 4. Thereafter please follow the instructions on the screen and enter your votes

If you have any questions concerning how to use your PC when exercising your voting rights via the Internet, please contact the following number.

Contact information:

Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd. 0120-768-524

Service hours: 9:00 – 21:00 (except for New Year holidays)

Institutional Investors can use the electronic voting platform for institutional investors run by ICJ, Inc.

# Reference Documents for the General Meeting of Shareholders

# **Proposal No. 1:** Appropriation of Surplus

For appropriation of surplus, the Company, under its basic policy, aims to return profits to its shareholders on a long-term and stable basis while enhancing internal reserves. Net income attributable to owners of parent decreased significantly though this was due to a one-time loss with no cash outflow. Taking into consideration our future financial condition and business performance, we propose to pay the following dividends.

- 1. Matters pertaining to the period-end dividend
  - (1) Dividend assets classification
    The dividend will be paid in cash
  - (2) Matters pertaining to the allocation of dividend assets and total amount thereof

¥72 per share of the Company's common stock

Total amount ¥8,812,856,736

Annual dividend for the fiscal year under review shall be \\pmex143 per share, as \\\pmex71 was already paid for interim dividend.

(3) Effective date for payment of dividend of surplus June 27, 2023

# **Proposal No. 2:** Election of Thirteen (13) Directors

The terms of office of all Directors will expire at the conclusion of this Meeting. Accordingly, the election of thirteen (13) Directors is proposed. The candidates are as follows.

				Current positions and	Attendance a	t meetings he	ld in FY2022
No		Name		Current positions and	Board of	Nomination	Compensation
				responsibilities at the Company	Directors	Committee	
_		3.6 . 1 . 77.1.1		Chairman & Co-CEO,			
l	Reappointment	Masataka Yukiya		Representative Director	15/15 (100%)	4/4	5/5
_				President & CEO,			
2	Reappointment	Koichi Baba		Representative Director	15/15 (100%)	4/4	5/5
			Independent	Representative Director			
3	Dagmaintment	Masao Yoshida		Director	15/15 (100%)	4/4	5/5
3	Reappointment	Iviasao Tosiiida	External Director	_	15/15 (100%)	4/4	3/3
_							
		41. 31.1	Independent		15/15 (1000)	4 / 4	5.15
4	Reappointment	Akio Nakamura		Director	15/15 (100%)	4/4	5/5
_			External Director				
			Independent				
5	Reappointment	Toshio Asano	Director	Director	15/15 (100%)	4/4	4/5
			External Director				
			Independent				
6	Reappointment	Miho Tanaka	Director	Director	15/15 (100%)	4/4	5/5
			External Director	}	, ,		
_			Independent				
7	Reappointment	Tsuyoshi		Director	11/11 (100%)	3/3	4/4
′ 1	ксарропшиси	Numagami	External Director	7	11/11 (100/0)	3/3	7/7
_				Deputy President, Director and			
8	Reappointment	Akihiko Okada			15/15 (100%)		
0		Akiniko Okada		Executive Officer; President,			
_				Audit Unit			
				Deputy President, Director and			
				Executive Officer Responsible			
				for Equipment Leasing;			
9	Reappointment	Hiroshi Sato		President, Environmental	11/11 (100%)		
	теарропинен	THIOSHI Dato		Infrastructure Business	11/11 (100/0)		
				Development Unit; President,			
				Environmental Infrastructure			
				Business Unit			
				Director and Senior Managing			
				Executive Officer; President,			
10	Reappointment	Toshio Kitamura		International Business	11/11 (100%)		
- 0		1001110 121011111111		Development Unit; President,	11/11 (100/0)		
				International Business Unit			
				Director and Senior Managing			
				Executive Officer in charge of			
				_			
11	Reappointment	Mahoko Hara		Specialty Finance Business	11/11 (100%)		
				Development Unit; Deputy			
				President, Specialty Finance			
				Business Unit I			
				Director and Managing			
12	Reappointment	Tatsuya Hirasaki		Executive Officer; President,	15/15 (100%)		
	r-suppositione			Corporate Planning Unit;			
				President, Accounting Unit			
13	Reappointment	Shunichi Asada		Director	$15/15\ (100\%)$		

Note: For Mr. Tsuyoshi Numagami, Mr. Hiroshi Sato, Mr. Toshio Kitamura and Ms. Mahoko Hara, attendance at the meetings of the Board of Directors held during FY2022 states the status of their attendance after they assumed the office of Director of the Company in June 2022.

## Skills Matrix of Director candidates

The Company aims to appoint a diverse team of directors in order to strengthen the frameworks for ensuring effective management, oversight and advisory functions for the Board of Directors. Items of the skills matrix will be reviewed as necessary based on the management strategy and plans.

NI		Areas of	Nomination Compensat	Compensation				
No.	Corporate Management	Global Operations	Finance, Risk Management	Legal Affairs, Accounting, Taxation	Sustainability	IT, Digital Transformation	Committee (©Chairperson)	Committee (©Chairperson)
1	•		•		•	•	•	•
2	•	•	•		•	•	•	•
3	•	•	•	•			•	©
4	•		•	•			•	•
5	•	•			•		0	•
6			•	•	•		•	•
7	•	•			•		•	•
8	•	•	•					
9	•	•			•	•		
10		•	•		•	•		
11		•	•		•	•		
12			•	•	•	•		
13	•	•	•					

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Masataka Yukiya (May 8, 1956) Reappointment  Reasons for the select Mr. Masataka Yukiy Company since June in corporate manager sales and finance. The	ya has provided 2011, applying ment at a genera ne Company no	Joined ITOCHU Corporation General Manager of Finance, Realty, Insurance & Logistics Services Management Planning Division and Chief Information Officer of Finance Reality, Insurance & Logistics Services Company of ITOCHU Corporation Chief Operating Officer of Finance Division, Finance, Realty, Insurance & Logistics Services Company of ITOCHU Corporation Executive Officer, Chief Operating Officer of Finance and Insurance Division, Finance, Realty, Insurance & Logistics Services Company of ITOCHU Corporation Director and Managing Executive Officer, Deputy President, Corporate Business Unit I and Finance Business Unit of the Company Director and Managing Executive Officer, President, Corporate Business Unit III of the Company Director and Senior Managing Executive Officer, President, Corporate Business Unit III of the Company Director and Senior Managing Executive Officer, Responsible for Equipment Leasing of the Company Deputy President, Director and Executive Officer, Responsible for Equipment Leasing of the Company Deputy President, Representative Director and Executive Officer, Responsible for Equipment Leasing of the Company Chairman & Co-CEO, Representative Director of the Company (to present)	8,000
	long-term corporate	value.		

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held		
2	Koichi Baba (May 14, 1961) Reappointment  Reasons for the select Mr. Koichi Baba has since June 2018, approximate and since June 201	provided appropriate appropriate provided appropriate appropria	and significant concurrent positions  Joined The Dai–Ichi Kangyo Bank, Limited General Manager of Shinjuku Corporate Banking Department, Mizuho Corporate Bank, Ltd. General Manager of Taipei Branch of Mizuho Corporate Bank, Ltd. General Manager of Taipei Branch of Mizuho Bank, Ltd. Executive Officer, General Manager of Taipei Branch of Mizuho Bank, Ltd. Executive Officer, General Manager of Corporate Banking Unit (Large Corporations) of Mizuho Bank, Ltd. Executive Officer, General Manager of Corporate Planning Division and Deputy President, Administrative System Unit of the Company Executive Officer, President, IT Unit and General Manager of Corporate Planning Division of the Company Managing Executive Officer, President, Corporate Planning Unit and Accounting Unit, General Manager of Corporate Planning Division of the Company Managing Executive Officer, President, Corporate Planning Unit and Accounting Unit of the Company Senior Managing Executive Officer, President, Corporate Planning Unit and Accounting Unit of the Company Director and Senior Managing Executive Officer, President, Corporate Planning Unit and Accounting Unit of the Company Director and Senior Managing Executive Officer, President, Corporate Planning Unit of the Company President & CEO, Representative Director of the Company (to present)  ate for Director ropriate management and oversight as Director of the Company pundant experience and wide range of knowledge gained in	6,400		
	operational execution in fields including international business and sales at financial institutions as well as corporate planning at the Company. The Company nominates Mr. Baba as a Director candidate as he will be able to continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value.					

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
		April 1972	Joined Furukawa Electric Co., Ltd.	Company neid
		June 2002	Director and General Manager of Finance & Accounting	
		June 2003	Department of Furukawa Electric Co., Ltd. Corporate Senior Vice President, General Manager of	
		June 2003	Finance & Accounting Department and General Manager of	
			Corporate Planning Department of Furukawa Electric Co.,	
		T 2004	Ltd.	
	Red	June 2004	Managing Director and Corporate Senior Vice President, CFO and General Manager of Corporate Planning	
			Department of Furukawa Electric Co., Ltd.	
		June 2006	Senior Managing Director, Corporate Executive Vice	
			President, CMO, General Manager of Export Management	
	1 3		Office and President of Energy & Industrial Products Company of Furukawa Electric Co., Ltd.	
	M V 1:1	June 2008	President, Representative Director and COO of Furukawa	
	Masao Yoshida (February 5, 1949)		Electric Co., Ltd.	
	Reappointment	June 2009	President and Representative Director of Furukawa Electric Co., Ltd.	
	External Director	April 2012	Chairman and Representative Director of Furukawa Electric	
	Independent Director	1	Co., Ltd.	
		April 2016	Chairman and Director of Furukawa Electric Co., Ltd.	
		April 2017	Director of Furukawa Electric Co., Ltd. (Retired in June 2017)	
3		June 2017	Director of the Company (to present)	4,800
		(Significant c	oncurrent position)	
		Chairman of I	Denki-Club., Ltd.	
			te for External Director and outline of expected roles	
			experience and wide range of knowledge gained in corporate the manager of a leading electronics manufacturer, and he has	
			nt of the Company and carried out management and monitoring	
			dependent perspective as an External Director of the Company	
			e provided valuable suggestions as a chairperson of the	
			mber of the Nomination Committee. The Company nominates or candidate as we expect he will continue contributing to the	
			improvement of medium- to long-term corporate value after his	
	election.	S		
			for External Director	
	at the conclusion of		oshida as an External Director of the Company will be 6 years	
		_	for which the Tokyo Stock Exchange requires to be appointed	
	as an independent officer.			
			ged in operational execution of Furukawa Electric Co., Ltd. as	
			has a business relationship with the Company, the amount of 1% of this company's sales and the Company's consolidated	
			al year. The Company has no business relationship with Denki-	
	Club., Ltd., where Y			

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
		April 1978	Joined Ministry of Finance	
		July 2005	Director-General, Fukuoka Regional Taxation Bureau of	
			National Tax Agency	
		July 2006	Deputy Director-General, Financial Bureau of Ministry of	
			Finance	
		July 2007	Senior Deputy Director-General, Financial Bureau of	
		buly 2007	Ministry of Finance	
		July 2009	Director-General, Osaka Regional Taxation Bureau of	
		5 th 1 2 5 5 5	National Tax Agency	
		July 2010	Director-General, Financial Bureau of Ministry of Finance	
	Congress of		(retired in August 2011)	
		October 2011	Chairman of Sompo Japan Research Institute Inc. (retired in	
			June 2016)	
		March 2013	Registered as attorney, joined Tanabe & Partners (to present)	
		June 2015	Director of the Company (retired in June 2017)	
		June 2016	Audit & Supervisory Board Member of NTT DATA	
	Akio Nakamura		Corporation (retired in June 2018)	
	(July 21, 1955)	June 2018	Director of the Company (to present)	
	Reappointment	April 2019	President and CEO, Japan Securities Depository Center,	
	External Director	•	Incorporated	
	Independent Director	June 2019	Director, President & CEO, Japan Securities Depository	
			Center, Incorporated (to present)	
		(Significant co	oncurrent positions)	
		Special Partne	r of Tanabe & Partners	
		Director, Presi	dent and CEO, Japan Securities Depository Center,	
		Incorporated		
4		President and	CEO, JASDEC DVP Clearing Corporation	2,800
-		Outside Direct	tor (Audit & Supervisory Committee Member), Ipet Insurance	_,
		Co., Ltd.	<u>-</u>	

or the selection of candidate for External Director and outline of expected roles

Mr. Akio Nakamura has provided accurate advice on the overall management of the Company from an objective perspective as an External Director of the Company, as well as carried out management and monitoring from an independent perspective, applying his abundant experience and wide range of knowledge gained in fields such as finance and taxation, from June 2015 to June 2017, and again from June 2018. In addition, he provided valuable suggestions as a member of the Compensation Committee and the Nomination Committee. The Company nominates Mr. Nakamura as an External Director candidate as we expect he will continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value after his election.

Special notes concerning candidates for External Director

- Mr. Akio Nakamura served for 2 years as an External Director of the Company from June 2015 to June 2017, and again for 5 years since June 2018. The total term of office of Mr. Akio Nakamura as an External Director of the Company will be 7 years at the conclusion of this Meeting.
- Mr. Akio Nakamura is a candidate for which the Tokyo Stock Exchange requires to be appointed as an independent officer.
- Although the Company has business relationships with Japan Securities Depository Center, Incorporated, at which Mr. Akio Nakamura serves as Director, President and CEO, and Tanabe & Partners, at which he serves as a Special Partner, the amount of transaction accounted for less than 1% of the sales of these companies and the consolidated revenue of the Company, and the amount of transaction with Tanabe & Partners is ¥1 million during the most recent fiscal year. JASDEC DVF Clearing Corporation, at which Mr. Nakamura serves as President and CEO, and Ipet Insurance Co.. Ltd., at which Mr. Nakamura serves as an Outside Director, do not have business relationships with the Company.

No.	Name (Date of birth)	Career summary, positions, responsible and significant concurrent position	shares of the	
No. 5		April 1975  April 1975  Joined Asahi Chemical Industry Co. Kasei Corporation)  October 2003  Executive Officer, Asahi Kasei Phar Director and Managing Executive Of Pharma Corporation  April 2010  April 2011  President, Presidential Executive Of Pharma Corporation  April 2011  President, Presidential Executive Officorporation  April 2014  Presidential Executive Officorporation  April 2014  Presidential Executive Officer, Asahi Masei Corporation  April 2016  April 2016  Director, Standing Counsellor, Asahi Kasei Corporation  Standing Counsellor, Asahi Kasei Corporation  June 2019  June 2019  June 2022  Counsellor, Asahi Kasei Corporation  (Significant concurrent positions)  Outside Director of MEDIPAL HOLDINGS CORPO  External Director of Asahi Kasei Corporation  Counsellor of Asahi Kasei Corporation	shares of the Company held  Ltd. (currently Asahi  ma Corporation fficer, Asahi Kasei  ficer, Asahi Kasei  ficer, Asahi Kasei  cer, Asahi Kasei  ii Kasei Corporation , Presidential boration ii Kasei Corporation orporation ) in (to present)	
	Outside Director of MEDIPAL HOLDINGS CORPORATION External Director of Daicel Corporation Counsellor of Asahi Kasei Corporation Chairman, Japanese Foundation for Cancer Research  Reasons for the selection of candidate for External Director and outline of expected roles Mr. Toshio Asano has led a major diversified chemicals company, and has abundant experience and broad knowledge of corporate management. He has applied his insight in the management of the Company and carried out management and monitoring from an independent perspective as an External Director of the Company since June 2019. In addition, he provided valuable suggestions as the chairperson of the Nomination Committee and a member of the Compensation Committee. The Company nominates Mr. Asano as an External Director candidate as we expect he will continue contributing to the Company's sustainable growth and improvement of medium- to long- term corporate value after his election. Special notes concerning candidates for External Director  - The term of office of Mr. Toshio Asano as an External Director of the Company will be 4 years at the conclusion of this Meeting.  - Mr. Toshio Asano is a candidate for which the Tokyo Stock Exchange requires to be appointed as an independent officer.  - Although the Company has a business relationship with Asahi Kasei Corporation, at which Mr. Toshio Asano was engaged in management, and Japanese Foundation for Cancer Research, at which he serves as Chairman, the amount of transaction accounted for less than 1% of the sale of Asahi Kasei Corporation and Japanese Foundation for Cancer Research and the Company's consolidated revenues during the most recent fiscal year. In addition, ¥2 million donation has been made to Japanese Foundation for Cancer Research. MEDIPAL HOLDINGS CORPORATION, at			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held				
	Miho Tanaka (December 1, 1974) Reappointment External Director Independent Director	October 2004 Registered as attorney-at-law with the Daini Tokyo Bar Association Joined Asahi Koma Law Offices (currently Nishimura & Asahi)  February 2007 Joined TMI Associates  July 2015 Partner of Shiba Management Legal Office (currently Shiba & Tanaka Law Offices) (to present)  June 2021 Director of the Company (to present)  (Significant concurrent positions)  Partner of Shiba & Tanaka Law Offices  Outside Corporate Auditor of Solasto Corporation  Supervisory Director of Marimo Regional Revitalization REIT, Inc.  Supervisory Director of JINUSHI Private REIT Investment Corporation					
6	Reasons for the selection of candidate for External Director and outline of expected roles Although Ms. Miho Tanaka has never been directly involved in corporate management, she has abundant experience and knowledge in corporate affairs and M&A as an attorney-at-law, and has served as an External Director of the Company since June 2021, using her deep insight and abundant experience in the Company's management and providing management oversight from an independent perspective. In addition, she provided valuable suggestions as a member of the Compensation Committee and the Nomination Committee. The Company nominates Ms. Tanaka as an External Director candidate as we expect she will continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value after her election. Special notes concerning candidates for External Director  - The term of office of Ms. Miho Tanaka as an External Director of the Company will be 2 years at the conclusion of this Meeting.  - Ms. Miho Tanaka is a candidate for which the Tokyo Stock Exchange requires to be appointed as an independent officer.  - Although the Company has a business relationship with Solasto Corporation, at which Ms. Miho Tanaka serves as Outside Corporate Auditor, the amount of transaction accounted for less than 1% of the sale of Solasto Corporation and the Company's consolidated revenues during the most recent fiscal year. The Company has no business relationship with Shiba & Tanaka Law Offices, at which Ms. Tanaka serves as Partner, or Marimo Regional Revitalization REIT, Inc. and JINUSHI Private REIT Investment Corporation, at which she serves as Supervisory Director.						

No.	Name (Date of birth)	(	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Although Mr. Tsuyosh has deep academic be strategy and organize management and to provide the Commember of t	April 2018  June 2022 April 2023  (Significant condoutside Audit & Outside Director Professor Emeri Professor, Institution of candidate shi Numagami has mowledge as a cation. He has approvide management apany since June mpensation Company's sustain his election.  Ining candidates for form of this Meeting agami is a candidependent officer.  In a which Mr. Tsuyoshi Mon of this Meeting agami is a candidependent officer.  In a which Mr. Tsuyoshi Mon of this Meeting agami is a candidependent officer.  In a which Mr. Tsuyoshi Mon of this Meeting agami is a candidependent officer.  In a which Mr. Tsuyoshi Mon of this Meeting agami is a candidependent officer.  In a candidates for this Meeting agami is a candidependent officer.  In a candidate for this Meeting agami is a candidependent officer.  In a candidate for this Meeting agami is a candidependent officer.  In a candidate for this Meeting agami is a candidependent officer.  In a candidate for this Meeting agami is a candidependent officer.  In a candidate for this Meeting agami is a candidependent officer.  In a candidate for this Meeting agami is a candidependent officer.  In a candidate for this Meeting agami is a candidependent officer.  In a candidate for this Meeting agami is a candidependent officer.  In a candidate for this Meeting agami is a candid	Jumagami as an External Director of the Company will be 1	500

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
	Company since June in corporate manage including internation	has provided 2019, applying ement at a genal business and be able to con	Joined ITOCHU Corporation General Manager, Metals & Mineral/Energy Planning & Coordinating Department of ITOCHU Corporation Executive Officer, Chief Operating Officer, Metals & Mineral Resources Division of ITOCHU Corporation Executive Officer, Chief Operating Officer, Steel, Non- Ferrous & Solar Division of ITOCHU Corporation Managing Executive Officer, Chief Operating Officer, Steel, Non-Ferrous & Solar Division of ITOCHU Corporation Deputy President and Executive Officer in charge of Operation Headquarters and Business Headquarters of the Company Deputy President and Executive Officer, Responsible for Operation Headquarters of the Company Deputy President, Director and Executive Officer, Responsible for Operation Headquarters of the Company Deputy President, Director and Executive Officer, Assistant to President of the Company Deputy President, Director and Executive Officer, Responsible for Audit Unit of the Company Deputy President, Director and Executive Officer; President, Audit Unit of the Company (to present)  te for Director appropriate management and oversight as Director of the his abundant experience and wide range of knowledge gained neral trading company and operational execution in fields d sales. The Company nominates Mr. Okada as a Director tinue contributing to the Company's sustainable growth and	4,000

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	since June 2022, ap involvement in corp general trading com	Director, ITOO etion of candidat provided appro- plying his abus- orate managem pany. The Com	Joined ITOCHU Corporation General Manager, Marine Department, ITOCHU Corporation Executive Officer, General Manager, Plant Project, Marine & Aerospace Division, ITOCHU Corporation Managing Executive Officer, General Manager, Plant Project, Marine & Aerospace Division, ITOCHU Corporation Managing Executive Officer, Chief Executive for Europe, ITOCHU Corporation Senior Managing Executive Officer in charge of Equipment Leasing Business Development Unit and Specialty Finance Business Unit 1 of the Company Deputy President, Director and Executive Officer, Responsible for Equipment Leasing; Deputy President, Specialty Finance Business Unit I Deputy President, Director and Executive Officer, Responsible for Equipment Leasing; President, Environmental Infrastructure Business Development Unit; President, Environmental Infrastructure Business Unit (to present) DICHUTC CONSTRUCTION MACHINERY CO., LTD.  te for Director Opriate management and oversight as Director of the Company Indant experience and wide-ranging insight gained from his ent and the execution of overseas and sales operations in a pany nominates Mr. Sato as a Director candidate as he will ye's sustainable growth and improvement of corporate value.	700

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
10	Toshio Kitamura (April 6, 1963) Reappointment	Director and Vi Director and Cl	Joined Dai-Ichi Kangyo Bank, Limited General Manager, Europe Sales Division 1, Mizuho Corporate Bank, Ltd. Deputy President, East Asia & ASEAN Business Division of the Company Deputy President, Global Business Unit of the Company Executive Officer of the Company Managing Executive Officer; President, International Business Unit II of the Company Managing Executive Officer; President, Global Business Unit II; Deputy President, International Business Development Unit; Deputy President, International Business Unit I of the Company Managing Executive Officer; President, International Business Development Unit; President, International Business Unit of the Company Senior Managing Executive Officer; President, International Business Development Unit; President, International Business Unit of the Company Director, Senior Managing Executive Officer; President, International Business Development Unit; President, International Business Unit of the Company (to present) incurrent positions) ice Chairman, CSI Leasing, Inc. hairman, BPI Century Tokyo Lease & Finance Corporation hairman, Tokyo Century (USA) Inc.	3,100	
	Reasons for the selection of candidate for Director Mr. Toshio Kitamura has provided appropriate management and oversight as Director of the Company since June 2022, applying his abundant experience and insight from his involvement in overseas and sales operations at financial institutions and in the execution of sales, overseas and other operations at the Company. The Company nominates Mr. Kitamura as a Director candidate as he will continue contributing to the Company's sustainable growth and improvement of medium-to long-term corporate value.				

No.	Name (Date of birth)	(	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
11	Mahoko Hara (January 23, 1965) Reappointment	March 2011 April 2013 April 2015 April 2016 April 2018 April 2020 June 2022 (Significant condition of the co	Joined Dai-Ichi Kangyo Bank, Limited General Manager, Market Product Development Department, Shinsei Bank, Limited Senior Manager, Finance Business Unit of the Company Executive Officer; General Manager, Finance Business Development Office Executive Officer; Deputy President, Finance Business Unit of the Company Managing Executive Officer; Deputy President, Specialty Finance Business Unit I; Deputy President, Global Business Unit of the Company Managing Executive Officer; President, Specialty Finance Business Development Unit; Deputy President, Specialty Finance Business Unit I; Deputy President, International Business Unit II of the Company Senior Managing Executive Officer; Deputy President, Specialty Finance Business Development Unit; Deputy President, Specialty Finance Business Unit I of the Company Director and Senior Managing Executive Officer in charge of Specialty Finance Business Development Unit; Deputy President, Specialty Finance Business Unit I of the Company (to present) current position) ecutive Chairperson, Aviation Capital Group LLC	2,600
	Reasons for the selection of candidate for Director Ms. Mahoko Hara has provided appropriate management and oversight as Director of the Company since June 2022, applying her abundant experience in planning and product development at financial institutions, as well as in the execution of overseas and sales operations at the Company. The Company nominates Ms. Hara as a Director candidate as she will continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value.			

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
12	Tatsuya Hirasaki (March 22, 1968) Reappointment		Joined Tokyo Leasing Co., Ltd. General Manager of Accounting Division of Tokyo Leasing Co., Ltd. General Manager of Accounting Division II of the Company General Manager of Accounting Division of the Company Executive Officer, General Manager of Corporate Planning Division and General Manager of Accounting Division of the Company Managing Executive Officer; President, Accounting Unit; Deputy President, Corporate Planning Unit and General Manager of Corporate Planning Division of the Company Director and Managing Executive Officer; President, Accounting Unit; Deputy President, Corporate Planning Unit and General Manager of Corporate Planning Division of the Company Director and Managing Executive Officer; President, Corporate Planning Unit; President, Accounting Unit of the Company (to present) iccurrent position) or, BOT Lease Co., Ltd.	3,200	
	Reasons for the selection of candidate for Director Mr. Tatsuya Hirasaki has abundant experience and wide range of knowledge gained in operational execution in fields including accounting and corporate planning at the Company, and he has provided appropriate management and oversight as Director since June 2021. The Company nominates Mr. Hirasaki as a Director candidate as he will continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value.				

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
13	Shunichi Asada (March 22, 1949) Reappointment	April 1972 June 2000 April 2002 April 2004 June 2005 June 2007 April 2008 April 2009 April 2020 June 2022	Joined The Dai–Ichi Kangyo Bank, Limited Executive Officer, General Manager of Market Planning Office of The Dai–Ichi Kangyo Bank, Limited Managing Executive Officer, Officer in charge of Sales of Mizuho Corporate Bank, Ltd. Managing Director of Mizuho Bank, Ltd. Deputy President, Head of Internal Audit Group of Mizuho Financial Group, Inc. Deputy President, Representative Director of Tokyo Leasing Co., Ltd. President & CEO, Representative Director of Tokyo Leasing Co., Ltd. President & CEO, Representative Director of the Company Chairman, Representative Director of the Company Director of the Company (to present)	29,645
	Reasons for the selection of candidate for Director Mr. Shunichi Asada has provided appropriate management and oversight as Director of Tokyo Leasing Co., Ltd. since June 2007 and of the Company since April 2009, applying his abundant experience and wide range of knowledge gained in corporate management at financial institutions and operational execution in fields including sales, markets, and international business. The Company nominates Mr. Asada as a Director candidate as he will continue contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value.			

Notes: 1. No material conflict of interest exists between the Company and any of the above candidates for Directors.

- 2. Messrs. Masao Yoshida, Akio Nakamura, Toshio Asano, Ms. Miho Tanaka and Mr. Tsuyoshi Numagami are candidates for External Director.
- 3. Matters concerning the candidates for External Director
  The Company has concluded an agreement on limitation of liability with Messrs. Masao Yoshida, Akio Nakamura,
  Toshio Asano, Ms. Miho Tanaka and Mr. Tsuyoshi Numagami to limit their liability for damages in case of failure
  to perform their duties to the extent specified by laws and regulations and will enter into the same agreement upon
  the approval of their reelection.
- 4. The Company has concluded a directors and officers liability insurance contract with an insurance company for all of its Directors as insured persons to cover damages and litigation expenses in the event that a claim for damages is made against the insured due to an act committed by Directors who are included as insured in their capacity as such. However, there are grounds for exemptions. For example, losses or damage an insured person has caused intentionally or with gross negligence will not be covered. The Company will continue this insurance contract, and if each candidate is appointed as Director, he/she will be included as the insured under this insurance contract.

#### Policies and Procedures for Nominating and Appointing Candidates for Directors

Regarding the nomination and appointment of candidates for Directors, taking into consideration the fiduciary responsibility to stakeholders, the Company nominates the persons who are qualified for contributing to the Company's sustainable growth and improvement of medium- to long-term corporate value, based on expertise, wide range of knowledge, and abundant experience gained in corporate management and operational execution. The nomination and appointment of candidates for Directors are decided by the Board of Directors with reference to opinions of the Nomination Committee. The Nomination Committee, which is an advisory body of the Board of Directors, is chaired by an independent External Director, and the majority of its members are independent External Directors.

# **Proposal No. 3:** Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Mr. Katsuya Amamoto will expire at the conclusion of this Meeting. Accordingly, the election of one (1) Corporate Auditor is proposed. The Board of Corporate Auditors has previously given its approval.

The candidate is as follows:

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions		Number of shares of the Company held
1	The Company nomi oversight as a Corp knowledge, gained in planning at the Comp	Corporate Audi Corporate Audi LTD. Corporate Audi Corporate Audi Corporate Audi tion of candidate nates Mr. Katsu porate Auditor son operational example. The Comparate any. The Comparate undertake app	Joined Tokyo Leasing Co., Ltd General Manager of Sales Planning Division of Tokyo Leasing Co., Ltd. General Manager, Kobe Branch of the Company General Manager, Business Division VII of the Company General Manager, Credit Supervision Division I of the Company General Manager, Credit Supervision Division I and Credit Supervision Division II of the Company General Manager, Credit Supervision Division I of the Company Standing Corporate Auditor of the Company (to present) neurrent positions) tor, Orico Business Leasing Co., Ltd. tor, Amada Lease Co., Ltd. tor, ITOCHU TC CONSTRUCTION MACHINERY CO., tor, NITTSU Lease & Finance Co., Ltd. tor, TC Agency Corporation For Corporate Auditor tya Amamoto has provided appropriate management and since June 2019, applying his abundant experience and execution in fields including credit supervision, sales and tyn nominates Mr. Amamoto as a Corporate Auditor candidate propriate management and monitoring of the lawfulness and typorate activities.	4,200

- Notes: 1. No material conflict of interest exists between the Company and Mr. Katsuya Amamoto.
  - 2. The Company has concluded a directors and officers liability insurance contract with an insurance company for all of its Corporate Auditors as insured persons to cover damages and litigation expenses in the event that a claim for damages is made against the insured due to an act committed by Corporate Auditors who are included as insured in their capacity as such. However, there are grounds for exemptions. For example, losses or damage an insured person has caused intentionally or with gross negligence will not be covered. The Company will continue this insurance contract, and if Mr. Katsuya Amamoto is appointed as Corporate Auditor, he will be included as the insured under this insurance contract.

# Proposal No. 4: Election of One (1) Substitute Corporate Auditor

In order to prepare for the possibility that the number of Corporate Auditors falls below the minimum number specified by laws and regulations, the election of one (1) Substitute Corporate Auditor is proposed. The Board of Corporate Auditors has previously given its approval.

The candidate is as follows:

Name (Date of birth)	Career sum	mary, positions and significant concurrent positions	Number of shares of the		
(Date of offili)			Company held		
Toshihiko Iwanaga (August 12, 1965) External Corporate Auditor Independent Corporate Auditor	(Significant conc	Joined Sony Corporation Registered as attorney-at-law (Daiichi Tokyo Bar Association) Joined Uchida & Samejima Law Firm Iwanaga Law Office (to present) current positions) f Iwanaga Law Office			
Reasons for the selection of candidate for Substitute External Corporate Auditor Mr. Toshihiko Iwanaga has sophisticated expertise and experience as an attorney-at-law, and the Company proposes the election of Mr. Iwanaga as a Substitute External Corporate Auditor so he can use them in the Company's auditing procedures. Although Mr. Iwanaga does not have any experience in corporate management, the Company believes that he will be able to appropriately carry out his duties as an External Corporate Auditor for the above reasons. Special notes concerning candidates for External Substitute Corporate Auditor - Mr. Toshihiko Iwanaga is a candidate for Substitute External Corporate Auditor and upon appointment he will be reported to the Tokyo Stock Exchange as an independent officer Iwanaga Law Office, at which Mr. Toshihiko Iwanaga serves as representative, does not have a business relationship with the Company.					

- Notes: 1. No material conflict of interest exists between the Company and Mr. Toshihiko Iwanaga.
  - 2. Mr. Toshihiko Iwanaga is a candidate for Substitute External Corporate Auditor.
  - 3. Upon the appointment of Mr. Toshihiko Iwanaga, the Company will enter into an agreement on limitation of liability with him to limit his liabilities for damages in case of failure to perform his duties to the extent specified by laws and regulations.
  - 4. The Company has concluded a directors and officers liability insurance contract with an insurance company for all of its Corporate Auditors as insured persons to cover damages and litigation expenses in the event that a claim for damages is made against the insured due to an act committed by Corporate Auditors who are included as insured in their capacity as such. However, there are grounds for exemptions. For example, losses or damage an insured person has caused intentionally or with gross negligence will not be covered. The Company will continue this insurance contract, and if Mr. Toshihiko Iwanaga is appointed as External Corporate Auditor, he will be included as the insured under this insurance contract.

### Policies and Procedures for Nominating and Appointing Candidates for Corporate Auditors

Regarding the nomination and appointment of candidates for Corporate Auditors, the Company nominates the persons who will be able to be responsible for the appropriate management and monitoring of the lawfulness and appropriateness of the corporate activities including operational execution by Directors and Executive Officers of the Company, based on abundant experience and wide range of knowledge gained through serving as a manger or in management at financial institutions. At least one of the Corporate Auditors has sufficient knowledge of finance and accounting. The nomination and appointment of candidates for Corporate Auditors are decided by the Board of Directors after deliberation by the Board of Corporate Auditors.

# **Independence Standards for External Directors and External Corporate Auditors**

The Company's basic policy is to elect External Directors and External Corporate Auditors who are able to be responsible for management and monitoring of the Company in an objective way based on expertise and a wide range of knowledge and abundant experience in corporate management, in accordance with Independence Standards for Independent Officers ("Guidelines Concerning Listed Company Compliance, etc." of the Tokyo Stock Exchange) stipulated by the Tokyo Stock Exchange.

By doing so, the Company ensures the independence of External Directors and External Corporate Auditors.

# Information on the Livestreaming of the General Meeting of Shareholders

The Company will livestream the Meeting via the Internet so that you can watch the proceedings.

- 1. Livestream date and time Monday, June 26, 2023 from 10:00 a.m.
- 2. How to view the livestream (method for logging in to the livestream system)
  - (1) When viewing on a smartphone or tablet
    Use either a camera app or barcode reader app to scan the QR code\* shown in the enclosed "Notice of Livestreaming of the 54th Annual General Meeting of Shareholders of Tokyo Century Corporation" to open and view the web browser.
  - (2) When viewing on a computer or when you cannot log in with a QR code\*
    Access the URL shown in the enclosed "Notice of Livestreaming of the 54th Annual General
    Meeting of Shareholders of Tokyo Century Corporation," enter your ID and password, and click on
    the Log-in button to view the web browser.
    - \* "QR code" is a registered trademark of DENSO WAVE INCORPORATED.
- 3. Important notes regarding viewing
  - (1) <u>Shareholders who view the livestream can watch the proceedings of the General Meeting of Shareholders but cannot exercise voting rights, ask questions, or propose a motion. Please exercise your voting rights in advance by 5:15 p.m. on Friday, June 23, 2023.</u>
  - (2) In consideration of the privacy of shareholders attending the Meeting, the video will be shot from the back of the venue showing only the area near the seats of Directors. However, please note that shareholders attending the Meeting may also appear in the video due to the circumstances of the venue.
  - (3) Please note that malfunctions may occur during the livestream, such as visual or audio distortions or the inability to view the livestream, depending on your computer, smartphone, tablet, and other communication environments.
  - (4) Communication charges and other costs for viewing the livestream shall be borne by the shareholder.
  - (5) Videoing the livestream, recording images or audio, saving or posting the livestream on SNS, etc. and other similar acts are strictly prohibited.
  - (6) In the unlikely event that we are unable to provide a livestream, please visit our website: (https://www.tokyocentury.co.jp).
- 4. Contact information

If you have any questions, please contact the Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.

Toll-free number: 0120-288-324

(Weekdays 9:00-17:00)