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(Stock Exchange Code 8841)
June 6, 2024

To Shareholders with Voting Rights:

Takuo Otani
Representative Director
& President
TOC Co., Ltd.
7-22-17 Nishi-Gotanda,
Shinagawa-ku, Tokyo

**NOTICE OF
THE 58TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

The 58th Annual General Meeting of Shareholders (the “Meeting”) of TOC Co., Ltd. (the “Company”) will be held as follows. The Company has adopted electronic provisioning measures for the convocation of this general meeting of shareholders, and has posted the matters for electronic provision on the following website.

Our website:

<https://www.toc.co.jp/toc/ir-new/ir/shareholders/>

In addition to the above, the information is also posted on the following website.

Tokyo Stock Exchange Website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above website, enter or search for our company name or stock exchange code, and select “Basic information” and “Documents for public inspection/PR information” in that order.

Other website:

<https://d.sokai.jp/8841/teiji/>

If you are not attending the Meeting, the Company recommends that you exercise your voting rights in writing or via electromagnetic devices (the Internet, etc.) Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights either by indicating your approval or disapproval on the enclosed Voting Rights Exercise Form and returning it by post, or on the Electronic Voting Platform (<https://evote.tr.mufg.jp>) designated by the Company, by 5:00 p.m. Japan time on Wednesday, June 26, 2024.

- 1. Date and Time:** Thursday, June 27, 2024 at 10:00 a.m. Japan time
- 2. Place:** WEST GOLD 20 HALL 201 of TOC ARIAKE West Tower
3-5-7 Ariake, Koto-ku, Tokyo
(The location for this year's Annual General Meeting of Shareholders has changed from last year. Please refer to the map provided on the final page for directions to the new venue.)
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 58th Fiscal Year (April 1, 2023 - March 31, 2024) 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 Company's 58th Fiscal Year (April 1, 2023 - March 31, 2024)
- Proposals to be resolved:**
- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Nine (9) Directors

When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. If attending the meeting by proxy, the proxy must present to the receptionist at the meeting an item showing authority to act as proxy together with the Voting Rights Exercise Form.

If no indication of approval or disapproval is made on the Voting Rights Exercise Form, it will be treated as an indication of approval of the agenda.

The document we are sending also serves as the document describing the matters for electronic provision based on request for delivery of the document. In accordance with laws and regulations and the Articles of Incorporation of the Company, the following matters are excluded. Therefore, this document is a part of the documents audited by the Corporate Auditors and the Accounting Auditor in preparing the audit report.

- Notes to Consolidated Financial Statements
- Notes to Non-consolidated Financial Statements

In the event of any modifications to the matters for electronic provision, the modifications will be posted on the respective websites where they are posted.

Please note that no gifts will be distributed to shareholders attending the Meeting. No drinks will be offered, either. We appreciate your understanding in this matter.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

The Company's basic policy with regard to the distribution of profits is to maintain stable and continuous dividends comprehensively taking into account business results and payout ratio, etc. while considering trends in business performance and keeping in mind internal reserves for future business development and the strengthening of our management foundation.

Based on the policy above, it is proposed that year-end dividends for the 58th fiscal year be distributed as follows taking into consideration the earnings situation and future business development.

(1) Type of dividend assets

Cash

(2) Allocation of dividend assets to the shareholders and total amount of dividends

Amount per share of common stock: ¥5

Total dividends: ¥468,146,410

Note: The annual dividend for the 58th fiscal year, including the interim dividend, is ¥10 per share.

(3) Date on which the dividend of surplus becomes effective

June 28, 2024

Proposal No. 2: Election of Nine (9) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this Meeting. Therefore, the Company proposes the election of nine (9) Directors, with the inclusion of an extra Director to strengthen its management framework.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
1	Kazuhiko Otani (July 8, 1946) [Male] [Re-election]	June 1981 Director of Hotel New Otani Co., Ltd. June 1983 Managing Director of Hotel New Otani Co., Ltd. June 1984 Senior Managing Director of Hotel New Otani Co., Ltd. June 1987 Representative Director & Executive Vice President of Hotel New Otani Co., Ltd. June 1993 Representative Director, President & CEO of Hotel New Otani Co., Ltd. (current position) June 1993 Director of the Company June 1995 Representative Director & Chairman (current position) (Significant concurrent positions) Representative Director, President & CEO of New Otani Co., Ltd. Representative Director & Chairman of OTANI CORPORATION Representative Director & Honorary Chairman of HRT NEW OTANI CO., LTD. Representative Director & Honorary Chairman of TO Linen Supply Co., Ltd. Representative Director & Honorary Chairman of TOLCD Co., Ltd. Representative Director & Chairman of OTANI KOGYO CO., LTD.	1,638,583
		Reasons for election as a candidate for Director Mr. Kazuhiko Otani has abundant experience, past performance and insight gained over many years as a manager, and has appropriately undertaken various management decisions and other decision-making roles for the Company. Based on these considerations, the Company has judged that Mr. Otani's election will contribute to the stable and sustainable growth of the Company, and proposes his continued election as Director.	
2	Takuo Otani (June 11, 1953) [Male] [Re-election]	July 1981 Joined Tokyo Wholesale Center Co., Ltd. April 1987 General Manager of ROX Department of the Company June 1988 Director and General Manager of ROX Department December 1988 Director and General Manager of Fashion Building Department June 1990 Managing Director, in charge of Fashion Building Department June 1991 Senior Managing Director, in charge of Fashion Building Department and Accounting Department June 1993 Representative Director & President (current position) (Significant concurrent positions) Representative Director & President of Hoshi Pharmaceutical Co., Ltd. Representative Director & President of I-TINK Co., Ltd. Representative Director & Chairman of TO Linen Supply Co., Ltd. Representative Director & Chairman of TOC Supply Co., Ltd. Representative Director & President of TOR Asset Investment Co., Ltd. Representative Director & President of TOC Direction Co., Ltd. Representative Director & Chairman of TOLCD Co., Ltd. Chairman of the Board Directors of HOSHI UNIVERSITY	359,261
		Reasons for election as a candidate for Director Mr. Takuo Otani has abundant experience, past performance and insight gained over many years as a manager, and has appropriately undertaken various management decisions and other decision-making roles for the Company. Based on these considerations, the Company has judged that Mr. Otani's election will contribute to the stable and sustainable growth of the Company, and proposes his continued election as Director.	

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
3	Shoichi Kondo (June 5, 1956) [Male] [Re-election]	<p>April 1979 Joined Tokyo Wholesale Center Co., Ltd.</p> <p>April 2004 Deputy General Manager of Building Facilities Management Department of the Company</p> <p>April 2006 General Manager of Building Facilities Management Department and General Manager of Safety Management Promotion Office</p> <p>June 2014 Director, General Manager of Building Facilities Management Department and in charge of Safety Management Promotion Office</p> <p>June 2020 Managing Director, General Manager of Building Facilities Management Department and in charge of Safety Management Promotion Office (current position)</p> <p>(Significant concurrent positions) Representative Director & President of TOC Supply Co., Ltd.</p>	18,700
	Reasons for election as a candidate for Director	Mr. Shoichi Kondo has abundant experience, past performance and insight in building facilities management, and has appropriately undertaken various management decisions and other decision-making roles for the Company. Based on these considerations, the Company has judged that Mr. Kondo's election will contribute to the stable and sustainable growth of the Company, and proposes his continued election as Director.	
4	Masahiko Ishida (August 11, 1959) [Male] [Re-election]	<p>April 1983 Joined Japan Development Bank</p> <p>March 2008 General Manager of Corporate Finance Department, Group I of Development Bank of Japan</p> <p>June 2011 General Manager of Business Strategy Department of Management Policy Office of Nankai Electric Railway Co., Ltd.</p> <p>April 2015 Executive Officer, in charge of Administration of the Company</p> <p>June 2015 Director, in charge of Administration</p> <p>June 2020 Managing Director, in charge of Administration (current position)</p> <p>(Significant concurrent positions) Representative Director & Vice President of Ohsaki Redevelopment Building Co., Ltd.</p>	16,300
	Reasons for election as a candidate for Director	Mr. Masahiko Ishida has abundant experience, past performance and insight at financial institutions and industrial companies, and has appropriately undertaken various management decisions and other decision-making roles for the Company. Based on these considerations, the Company has judged that Mr. Ishida's election will contribute to the stable and sustainable growth of the Company, and proposes his continued election as Director.	
5	Yasuhiro Matsumura (March 10, 1959) [Male] [Re-election]	<p>April 1984 Joined the Company</p> <p>July 2014 General Manager of TOC Department of Building Sales Division</p> <p>June 2018 Executive Officer and General Manager of TOC Department of Building Sales Division</p> <p>July 2019 Executive Officer and General Manager of TOC Department and General Manager of Event Facilities Department of Building Sales Division</p> <p>June 2020 Director, in charge of Building Sales Division (current position)</p>	17,500
	Reasons for election as a candidate for Director	Mr. Yasuhiro Matsumura has abundant experience, past performance and insight in sales, and has appropriately undertaken various management decisions and other decision-making roles for the Company. Based on these considerations, the Company has judged that Mr. Matsumura's election will contribute to the stable and sustainable growth of the Company, and proposes his continued election as Director.	

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
6	Kazuhiko Yanagisawa (February 18, 1964) [Male] [New election]	April 1986 Joined the Company June 2018 Deputy General Manager of TOC Department March 2020 General Manager of TOC Department June 2020 Representative Director & President of TO Linen Supply Co., Ltd. (current position) June 2023 Executive Officer (current position) (Significant concurrent positions) Representative Director & President of TO Linen Supply Co., Ltd.	-
	Reasons for election as a candidate for Director	Mr. Kazuhiko Yanagisawa has abundant experience, past performance and insight in sales, and coupled with his engagement in management as a manager. Based on these considerations, the Company has judged that Mr. Yanagisawa's appointment as Director will enhance the management framework of the Company, and proposes his election as Director.	
7	Hirofumi Inaba (April 2, 1959) [Male] [Re-election] [Outside]	March 1991 Joined Sanyo Shiki Co., Ltd. Director and General Manager of Administration Department of Sanyo Shiki Co., Ltd. August 2000 Representative Director and President of Sanyo Shiki Co., Ltd. June 2006 Outside Director of the Company (current position) (Significant concurrent positions) Representative Director & President of Sanyo Engineering Co., Ltd.	16,000
	Reasons for election as a candidate for Outside Director and summary of expected roles	Mr. Hirofumi Inaba has served for many years as Representative Director & President of Sanyo Engineering Co., Ltd., and based on his abundant experience and extensive insight as a manager, he oversees the management of the Company. The Company proposes his election as Outside Director in the expectation that he will continue to oversee and provide advice and other guidance about the execution of business by Directors by drawing on his insight.	
8	Genta Torisu (October 6, 1947) [Male] [Re-election] [Outside]	July 1971 Joined Takenaka Corporation April 1985 Joined Tokyo Artists Co., Ltd.. April 1986 Part-time lecturer at Department of Architecture, Faculty of Engineering of Tokyo University of Science April 1991 Representative Director & President of ARS DESIGN ASSOCIATES (current position) April 2005 Part-time lecturer at Department of Architecture, Faculty of Engineering of The University of Tokyo June 2016 Outside Director of the Company (current position) (Significant concurrent positions) Representative Director & President of ARS DESIGN ASSOCIATES	-
	Reasons for election as a candidate for Outside Director and summary of expected roles	Mr. Genta Torisu has been involved in architecture and design for many years, and based on his abundant experience and extensive insight as an expert in these areas, the Company expects that he will provide valuable advice about the Company's business, and he oversees the Company's management from an independent perspective. The Company proposes his election as Outside Director in the expectation that he will continue to oversee and provide advice and other guidance about the execution of business by Directors by drawing on his insight.	

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
9	Tomoe Komoriya (October 26, 1977) [Female] [Re-election] [Outside]	<p>April 2005 Assistant of College of Industrial Technology, Nihon University</p> <p>April 2010 Full-time Lecturer of College of Industrial Technology, Nihon University</p> <p>March 2013 Doctor of Engineering of College of Industrial Technology, Nihon University</p> <p>April 2017 Associate Professor of Engineering of College of Industrial Technology, Nihon University</p> <p>June 2023 Outside Director of the Company (current position)</p> <p>April 2024 Professor of Engineering of College of Industrial Technology, Nihon University (current position)</p> <p>(Significant concurrent positions) Professor of Engineering of College of Industrial Technology, Nihon University</p>	-
	Reasons for election as a candidate for Outside Director and summary of expected roles	Although Ms. Tomoe Komoriya has never been involved in corporate management other than as an Outside Director and being an Outside Director, she has specialized knowledge in environmental engineering and has been involved in solving issues in collaboration with industry, academia, and government. The Company proposes her election as Outside Director in the expectation that she will be able to utilize her knowledge and experience in the management of the Company from an independent standpoint in addressing environmental issues and promoting sustainability management going forward.	

Notes: 1. The Company merged with Tokyo Wholesale Center Co., Ltd. on April 1, 1982 and changed its trade name to TOC Co., Ltd.

2. Hotel New Otani Co., Ltd. changed its trade name to New Otani Co., Ltd. on June 20, 2000 and subsequently changed its trade name to New Otani Co., Ltd. (Japanese only) on June 25, 2012.

3. Japan Development Bank (Nihon Kaihatsu Ginko) was dissolved on October 1, 1999 and succeeded to Development Bank of Japan (Nihon Seisaku Toshi Ginko), which was subsequently dissolved on October 1, 2008 and established as Development Bank of Japan, Inc. (Kabushiki Kaisha Nihon Seisaku Toshi Ginko).

4. There are no special interests between each candidate for Director and the Company other than the business relationships between the candidates for Director who are representatives of the legal entities, etc. below and the Company as follows.

- Hoshi Pharmaceutical Co., Ltd.: The Company has a business relationship with Hoshi Pharmaceutical Co., Ltd. that includes the lease of buildings and the sale of goods.
- TO Linen Supply Co., Ltd.: The Company has a business relationship with TO Linen Supply Co., Ltd. that consists of the lease of land and buildings, consignment of building management operation, and transactions in goods.
- TOC Supply Co., Ltd.: The Company has a business relationship with TOC Supply Co., Ltd. that includes the lease of land and buildings, consignment of building management operation, and transactions in building interiors and facility construction works.
- TOC Direction Co., Ltd.: The Company has a business relationship with TOC Direction Co., Ltd. that consists of the lease of land and buildings, consignment of building management operation and facility management.
- TOLCD Co., Ltd.: The Company has a business relationship with TOLCD Co., Ltd. that includes the lease of land and buildings, consignment of building management operation, and the sale of goods.
- TOR Asset Investment Co., Ltd.: The Company has a business relationship with TOR Asset Investment Co., Ltd. that consists of the lease of land and buildings and the consignment of building management operation.
- I-TINK Co., Ltd.: The Company has a business relationship with I-TINK Co., Ltd. that consists of the lease of land and buildings and the sale of goods.
- New Otani Co., Ltd.: The Company has a business relationship with New Otani Co., Ltd. that includes the sale of goods.
- HRT NEW OTANI CO., LTD.: The Company has a business relationship with HRT NEW OTANI CO., LTD. that includes the lease of buildings and the sale of goods.
- OTANI KOGYO CO., LTD.: The Company has a business relationship with OTANI KOGYO CO., LTD. that includes the lease of buildings and the sale of goods.

5. The Company has entered into a directors and officers liability insurance contract pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act with an insurance company. An overview of details of the insurance contract is described on page 12 of the Business Report in Japanese. If the candidates are elected, they will be covered by the contract. The Company plans to renew the insurance contract with the same details at maturity.
6. Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya are candidates for Outside Director. Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya have been registered as Independent Officers prescribed under the rules of Tokyo Stock Exchange, Inc. If they are elected as proposed, they will continue to serve as Independent Officers.
7. Matters concerning candidates for Outside Director are as follows.
 - (1) Number of years since each candidate for Outside Director assumed office as Outside Director
The term of office of Mr. Hirofumi Inaba will be 18 years at the conclusion of this Meeting.
The term of office of Mr. Genta Torisu will be 8 years at the conclusion of this Meeting.
The term of office of Ms. Tomoe Komoriya will be 1 year at the conclusion of this Meeting.
 - (2) Outline of limitation of liability agreement with candidates for Outside Director
The Company has entered into a limitation of liability agreement with Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability under this agreement is the amount prescribed by laws and regulations. If Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya are reelected, the Company intends to continue the same limitation of liability agreement with them.
 - (3) Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya have not been executives or officers of the Company or its subsidiaries.
 - (4) Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya are not the parent companies, etc. of the Company and have not been the parent company, etc. of the Company in the past 10 years.
 - (5) Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya are not executives or officers of an entity that has a special relationship with the Company and have not been executives or officers of an entity that has a special relationship with the Company in the past 10 years.
 - (6) Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya have no plans to receive a large sum of money or other property from the Company or from an entity that has a special relationship with the Company, and have not received thereof in the past two years.
 - (7) Messrs. Hirofumi Inaba and Genta Torisu and Ms. Tomoe Komoriya are not the spouses or relatives to within the third degree or equivalent of an executive or officer of the parent company of the Company, etc., the Company, or an entity that has a special relationship with the Company.
8. Career summary, positions and responsibilities in the Company, and significant concurrent positions are current as of May 13, 2024.

[Reference] Skill Matrix of the Board of Directors

The Board of Directors of the Company is to comprise talented persons who have a high degree of knowledge and experience in each area relating to corporate management. The Company defines especially important areas in corporate management as follows and expects each Director and Corporate Auditor to fully demonstrate his or her abilities. The composition of the Board of Directors described below has been prepared on the assumption that all proposals for the election of Directors at the Meeting are approved as originally proposed.

		Overall Management	Sales & Marketing	Finance & Accounting	Legal Affairs & Compliance	Property Management	Risk Management	Sustainability
Representative Director & Chairman	Kazuhiko Otani	○						
Representative Director & President	Takuo Otani (○)	○						
Managing Director	Shoichi Kondo					○	○	○
Managing Director	Masahiko Ishida			○	○			○
Director	Yasuhiro Matsumura		○			○		
Director	Kazuhiko Yanagisawa		○			○		
Director (Outside)	Hirofumi Inaba (◎)	○						
Director (Outside)	Genta Torisu (○)	○						
Director (Outside)	Tomoe Komoriya					○		○
Full-time Corporate Auditor	Hideo Yamaoka			○	○			
Corporate Auditor (Outside)	Hiroshi Sakamaki	○		○				
Corporate Auditor (Outside)	Yoshiyuki Minegishi			○	○			

Overall Management Experience as a manager (a director with the right of representation) at a corporation, etc. over a certain size

Sales & Marketing Experience as an officer in charge or general manager of a sales or marketing division or a senior managerial position equivalent thereto or experience as a person responsible for related operations

Finance & Accounting Experience as an officer in charge or general manager of a division relating to an accounting field or a senior managerial position equivalent thereto or experience as a person responsible for related operations

Legal Affairs & Compliance Experience as an officer in charge or general manager of a division relating to legal affairs and compliance or a senior managerial position equivalent thereto or experience as a person responsible for related operations

Property Management Experience as an officer in charge or general manager of a property management division or a senior managerial position equivalent thereto or experience as a person responsible for related operations

Risk Management Experience as an officer in charge or general manager of a division relating to risk management or a senior managerial position equivalent thereto or experience as a person responsible for related operations

Sustainability Experience as an officer in charge or general manager of a division relating to sustainability such as ESG and CSR or a senior managerial position equivalent thereto or experience as a person responsible for related operations

Notes: 1. The areas of expertise of Directors and Corporate Auditors who comprise the Board of Directors are displayed as a matrix, and major skills held by and those expected from each of the Directors and Corporate Auditors are marked with a circle "○".

2. The members and the chair of the Nomination and Remuneration Committee are marked with a circle "○" in parentheses and a double circle "◎" in parentheses, respectively, in the name column.