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(Stock Exchange Code 9409)
June 14, 2022

To Stockholders with Voting Rights:

Hiroshi Hayakawa
Chairman & CEO
TV Asahi Holdings Corporation
9-1 Roppongi 6-chome, Minato-ku,
Tokyo

**NOTICE OF
THE 82ND ORDINARY GENERAL MEETING OF STOCKHOLDERS**

Dear Stockholders:

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

We hereby notify you of the 82nd Ordinary General Meeting of Stockholders of TV Asahi Holdings Corporation (the “Company”). The Meeting will be held for the purposes as described below.

You can exercise your voting rights in advance either in writing or via the Internet, etc. In this case, please review the attached Reference Documents for the Ordinary General Meeting of Stockholders, indicate your approval or disapproval on the enclosed Voting Rights Exercise Form and return it to the Company by the end of the business day (6:00 p.m.), Tuesday, June 28, 2022, or access the website for exercising voting rights designated by the Company stated on the Voting Rights Exercise Form and exercise your voting rights no later than the above-mentioned deadline.

- 1. Date and Time:** Wednesday, June 29, 2022, at 10:00 a.m. Japan time
(Reception is scheduled to begin at 9:00 a.m.)
- 2. Place:** Ballroom (B2), The Prince Park Tower Tokyo
8-1 Shibakoen 4-chome, Minato-ku, Tokyo
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 82nd Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Independent Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the Company’s 82nd Fiscal Year (April 1, 2021 - March 31, 2022)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Partial Amendments to the Articles of Incorporation
 - Proposal 3:** Election of Ten (10) Members of the Board (Excluding Members of the Board who are Members of the Audit and Supervisory Committee)

4. Disclosure of Business Report and other Documents on the Internet

Please refer to the following items posted on the Company's website (<https://www.tv-asahihd.co.jp/>) in accordance with the relevant laws and regulations, and Article 16 of the Articles of Incorporation of the Company. The attached documents are part of the Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements audited by the Audit and Supervisory Committee in the preparation of the Auditor Report, and the Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Independent Auditor in preparation of the Audit Report.

- [1] **Business Report “1. Overview of the Corporate Group”**
(9) Financial Position and Results of Operation of the Corporate Group, (10) Status of the Parent and Principle Subsidiaries (iii) Status of Specified Wholly-owned Subsidiaries at the Fiscal Year-end, (11) Principal Business, (12) Principal Business Locations, (13) Status of Employees of the Corporate Group, (14) Major Lenders and (15) Other Material Information related to the State of Affairs of the Corporate Group
- [2] **Business Report “2. Matters related to the Status of Shares”**
- [3] **Business Report “3. Matters related to the Subscription Rights to Shares”**
- [4] **Business Report “4. Matters related to Officers”**
(4) Matters related to Outside Officers
- [5] **Business Report “5. Status of the Independent Auditor”**
- [6] **Business Report “6. Structure and Policies of the Company”**
- [7] **Business Report “7. Basic Policy related to the Manner of Presence of the Party Having Control over Decisions on the Company's Financial and Business Policies”**
- [8] **Business Report “8. Policy on the Determination of Dividends, etc. of Surplus”**
- [9] **Consolidated Financial Statements “Consolidated Statements of Changes in Net Assets,” “Notes to Consolidated Financial Statements”**
- [10] **Non-Consolidated Financial Statements “Non-Consolidated Statements of Changes in Net Assets,” “Notes to Non-Consolidated Financial Statements”**

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- When attending the Meeting, please present the enclosed Voting Rights Exercise Form at the reception desk.
 - In the event any changes occur in the contents of the Reference Documents, Business Report, Consolidated Financial Statements, or Non-Consolidated Financial Statements up to the previous day of the Ordinary General Meeting of Stockholders, notice will be provided by mail or by posting on the Company's website. (<https://www.tv-asahihd.co.jp/>).

Reference Documents for the Ordinary General Meeting of Stockholders

Proposal 1: Appropriation of Surplus

The Company regards the sharing of profits with stockholders as an important policy. The Company's basic dividend policy is to maintain stable distribution of ordinary dividends aimed at sustainable growth while also maintaining the balance with securing the retained earnings needed to strengthen the corporate foundations essential to a certified broadcasting holding company that wholly owns terrestrial, BS, and CS broadcast operators over the long term. In addition to ordinary dividend distributions, the Company also regards it as a basic policy to reward stockholders through the distribution of commemorative dividends to mark key events, and special dividends determined with consideration of financial results and other factors in each fiscal period.

In accordance with this basic policy, we propose that the year-end dividend be as follows:

1. Matters regarding the year-end dividend
 - (1) Type of property for dividend: Cash
 - (2) Matters regarding the appropriation of property for dividend to stockholders and its total amount
30 yen per share of the common stock of the Company
(Ordinary dividend of 20 yen and special dividend of 10 yen)
Total amount: 3,171,860,400 yen
 - (3) Effective date of distribution of surplus
June 30, 2022

2. Other matters regarding the appropriation of surplus
Not applicable.

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

- (1) The Company will add certain business purposes to Article 2 (Purpose) of the current Articles of Incorporation in order to clarify the details of business activities in line with the current state of the business of the Company and its subsidiaries.
- (2) On June 16, 2021, the Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts (Act No. 70 of 2021) was put into effect for listed companies; it is now possible, with a defined condition in the Articles of Incorporation, to hold a General Meeting of Stockholders with no designated location (a “Virtual-only General Meeting of Stockholders”). The Company believes that the ability to respond to unpredictable changes in social conditions, such as the spread of infectious diseases and natural disasters, contributes to offering greater benefits for all stockholders, and therefore proposes to add Article 13 of the Articles of Incorporation to allow general meetings of stockholders to be held with no designated location. With respect to this partial amendment of the Articles of Incorporation, the Company has, as specified by the Ministry of Economy, Trade and Industry and the Ministry of Justice, obtained confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that the amendment meets the requirements stipulated by the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice as a case that contributes to strengthening industrial competitiveness while giving consideration to securing the interests of stockholders.
- (3) The revised stipulations stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022, and the Company proposes the following amendments to the Company’s Articles of Incorporation in preparation for the implementation of the system for electronic provision of materials for general meetings of stockholders.
 - 1) As Internet Disclosure of Reference Documents for General Meetings of Stockholders, etc. (Article 16 of the current Articles of Incorporation) will no longer be necessary, this Article shall be deleted.
 - 2) Article 16, Paragraph 1 of the proposed amendments stipulates that information that is the content of Reference Documents for the General Meeting of Stockholders, etc., shall be provided electronically.
 - 3) Article 16, Paragraph 2 of the proposed amendments establishes stipulations to limits on the scope of matters to be recorded in physical documents that are provided to stockholders who request provision of physical documents.
 - 4) Supplementary provisions shall be established concerning the effective date, etc., in line with the new establishments and deletions above. These supplementary provisions shall be deleted after said date has elapsed.

2. Contents of the amendments

The contents of the amendments are as follows:

(Underlines indicate amended sections)

Current Articles of Incorporation	Proposed amendments
<p style="text-align: center;">CHAPTER I. GENERAL PROVISIONS</p> <p>(Purpose) Article 2 The purpose of the Company shall be to hold shares or equity interest, etc. of companies (including foreign companies), partnerships (including the equivalent of partnerships in foreign countries), and other business entities engaging in the following businesses, and thereby to control and administrate the business activities of those companies, etc. as a certified broadcasting holding company:</p> <p style="text-align: center;">(Omitted)</p> <p style="padding-left: 40px;">4. Sales of electronic equipment, telecommunication equipment, and computer software, and development and guidance on technologies for using the same;</p> <p style="text-align: center;">(Omitted)</p>	<p style="text-align: center;">CHAPTER I. GENERAL PROVISIONS</p> <p>(Purpose) Article 2 (Unchanged)</p> <p style="text-align: center;">(Unchanged)</p> <p style="padding-left: 40px;">4. Sales of electronic equipment, telecommunication equipment, <u>storage mediums</u>, and computer software, and development and guidance on technologies for using the same;</p> <p style="text-align: center;">(Unchanged)</p>
<p style="text-align: center;">CHAPTER III. GENERAL MEETING OF STOCKHOLDERS</p> <p>(Holding and Convocation) Article 13 The Ordinary General Meeting of Stockholders of the Company shall be convened within the special wards of Tokyo in June of every year. (Newly established)</p> <p><u>(Internet Disclosure of Reference Documents for General Meetings of Stockholders, etc.)</u></p>	<p style="text-align: center;">CHAPTER III. GENERAL MEETING OF STOCKHOLDERS</p> <p>(Holding and Convocation) Article 13 (Unchanged)</p> <p style="padding-left: 40px;"><u>(2) Notwithstanding the provisions of the previous paragraph, the General Meeting of Stockholders of the Company may be convened without limitation on its venue.</u></p> <p style="text-align: center;">(Deleted)</p>

Current Articles of Incorporation	Proposed amendments
<p data-bbox="300 215 842 595"><u>Article 16 The Company may deem that it has provided to stockholders information concerning matters that must be displayed in the Reference Documents for General Meetings of Stockholders, non-consolidated financial statements, consolidated financial statements, and Business Report via Internet disclosure in conformity with definitions provided in the Ordinance of the Ministry of Justice.</u></p> <p data-bbox="459 629 683 663">(Newly established)</p> <p data-bbox="459 1178 683 1211">(Newly established)</p>	<p data-bbox="879 629 1337 663"><u>(Measures for Electronic Provision, etc.)</u></p> <p data-bbox="879 667 1430 819"><u>Article 16 The Company shall provide electronically information that is the content of Reference Documents for the General Meeting of Stockholders, etc.</u></p> <p data-bbox="975 824 1430 1137"><u>(2) Of the matters to which electronic provision measures apply, the Company may choose not to record all or part of matters stipulated in the Ordinance of the Ministry of Justice in the physical documents provided to stockholders who made requests for provision of physical documents by the record date for voting rights.</u></p> <p data-bbox="879 1178 1193 1211"><u>(Supplementary provisions)</u></p> <p data-bbox="879 1216 1406 1491"><u>1. The deletion of Article 16 (Internet Disclosure of Reference Documents for General Meetings of Stockholders, etc.) of the Articles of Incorporation before amendment and the new establishment of Article 16 (Measures for Electronic Provision, etc.) of the Articles of Incorporation after amendment shall take effect from September 1, 2022.</u></p> <p data-bbox="879 1496 1406 1686"><u>2. Notwithstanding the provisions of the previous paragraph, the Article 16 of the Articles of Incorporation before amendment shall remain valid for General Meetings of Stockholders held on a day by the end of February 2023.</u></p> <p data-bbox="879 1691 1422 1843"><u>3. These supplementary provisions shall be deleted on March 1, 2023 or the day after which three months have elapsed since the day of the General Meeting of Stockholders in the previous paragraph, whichever is later.</u></p>

Proposal 3: Election of Ten (10) Members of the Board (Excluding Members of the Board who are Members of the Audit and Supervisory Committee)

The terms of office of all incumbent Members of the Board (excluding Members of the Board who are Members of the Audit and Supervisory Committee) will expire at the conclusion of this Ordinary General Meeting of Stockholders. Accordingly, the election of ten (10) Members of the Board (excluding Members of the Board who are Members of the Audit and Supervisory Committee) is proposed.

The candidates are as follows:

No.				Name	Current positions and responsibilities	Attendance at the Board of Directors meetings
1	Reappointment			Hiroshi Hayakawa	Chairman & CEO/ In charge of SDGs Management Department	11 out of 11 meetings
2	Reappointment			Gengo Sunami	Vice President	11 out of 11 meetings
3	Reappointment			Toru Takeda	Member of the Board/ In charge of Public Relations	11 out of 11 meetings
4	Reappointment			Hiroshi Shinozuka	Member of the Board/ In charge of Administration Division and Compliance Audit Department	11 out of 11 meetings
5	Reappointment	Outside	Independent	Mieko Kenjo	Member of the Board	8 out of 8 meetings
6	Reappointment	Outside		Osamu Tezuka	Member of the Board	7 out of 8 meetings
7	Reappointment	Outside		Shiro Nakamura	Member of the Board	8 out of 8 meetings
8	New appointment			Junji Itabashi	—	—
9	New appointment			Satoru Takada	—	—
10	New appointment			Arata Nishi	—	—

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Hiroshi Hayakawa (January 1, 1944) (Reappointment)	<p>April 1967 Joined the Company</p> <p>June 1995 General Manager, Public Relations Division</p> <p>February 1996 General Manager, Programming Division</p> <p>March 1997 General Manager, News Division</p> <p>September 1998 Vice Director-General, News and Information Headquarters; General Manager, News Division (treated as a Corporate Director)</p> <p>June 1999 Member of the Board, Director-General, Programming and Entertainment Headquarters</p> <p>February 2000 Member of the Board, Director-General, Programming Headquarters</p> <p>June 2001 Executive Director, Director-General, Programming Headquarters</p> <p>March 2002 Executive Director, Director-General, Programming Headquarters; General Manager, Programming and Entertainment Division</p> <p>February 2003 Executive Director, General Manager, Programming and Entertainment Division</p> <p>June 2005 Senior Executive Director</p> <p>June 2007 Vice President</p> <p>June 2009 President</p> <p>October 2013 Representative Director, TV Asahi Successor Preparatory Company (currently TV Asahi Corporation)</p> <p>April 2014 President, TV Asahi Corporation</p> <p>June 2014 Chairman and CEO of the Company Chairman and CEO, TV Asahi Corporation</p> <p>June 2019 Chairman & CEO of the Company (incumbent) Chairman & CEO, TV Asahi Corporation</p> <p>February 2022 Chairman & CEO and President & COO, TV Asahi Corporation (incumbent)</p> <p>Responsibility at the Company In charge of SDGs Management Department</p> <p>Significant concurrent positions Chairman & CEO and President & COO, TV Asahi Corporation Member of the Board, TOEI COMPANY, LTD.</p> <p>Reason for election Mr. Hiroshi Hayakawa was selected as a candidate for Member of the Board because, in addition to his extensive experience mainly in programming and news, he has deep insight and sound judgment as an Executive Director regarding the television broadcasting business overall. Since assuming the position of President, Chairman and CEO, he has headed the Group and made many accomplishments with his strong leadership. The Company, therefore, believes that he will be able to demonstrate his ability of appropriate decision-making and supervision for the Company's operations.</p>	68,637

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Gengo Sunami (October 20, 1956) (Reappointment)	<p>April 1979 Joined the Company June 2008 General Manager, Administration Division June 2010 Member of the Board, General Manager, Administration Division June 2012 Member of the Board April 2014 Member of the Board, TV Asahi Corporation June 2014 Executive Director, TV Asahi Corporation June 2016 President, TV Asahi Corporation June 2019 President, Asahi Satellite Broadcasting Limited (incumbent) Vice President of the Company (incumbent) Member of the Board, TV Asahi Corporation (incumbent)</p> <p>Significant concurrent positions President, Asahi Satellite Broadcasting Limited Member of the Board, TV Asahi Corporation</p> <p>Reason for election Mr. Gengo Sunami was selected as a candidate for Member of the Board because, in addition to his extensive experience mainly in the content business, general administration, and finance, he has acquired deep insight and sound judgment as an Operating Director regarding the television broadcasting business overall. Additionally, he has been serving as President of Asahi Satellite Broadcasting Limited, a major business subsidiary. The Company, therefore, believes that he will be able to demonstrate his ability of appropriate decision-making and supervision for the Company's operations.</p>	45,585
3	Toru Takeda (November 29, 1950) (Reappointment)	<p>April 1974 Joined the Company February 2003 General Manager, Human Resources Division June 2004 Member of the Board, General Manager, Human Resources Division June 2007 Member of the Board June 2009 Executive Director, Director-General, Production Headquarters, TV Asahi Productions Co., Ltd. June 2011 President, TV Asahi Productions Co., Ltd. June 2014 Executive Director of the Company Executive Director, TV Asahi Corporation June 2016 Senior Executive Director of the Company Senior Executive Director, TV Asahi Corporation June 2019 Member of the Board of the Company (incumbent) Vice Chairman, TV Asahi Corporation (incumbent)</p> <p>Responsibility at the Company In charge of Public Relations</p> <p>Significant concurrent positions Vice Chairman, TV Asahi Corporation</p> <p>Reason for election Mr. Toru Takeda was selected as a candidate for Member of the Board because, in addition to his extensive experience mainly in marketing sales, networks, and personnel affairs, he has deep insight and sound judgment as an Operating Director regarding the television broadcasting business overall and made many accomplishments including serving as President of a Group company. The Company, therefore, believes that he will be able to demonstrate his ability of appropriate decision-making and supervision for the Company's operations.</p>	41,013

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Hiroshi Shinozuka (June 15, 1962) (Reappointment)	<p>April 1986 Joined the Company June 2012 General Manager, News Division April 2014 General Manager, News Division, TV Asahi Corporation June 2014 Member of the Board of the Company (incumbent) Member of the Board, General Manager, News Division, TV Asahi Corporation November 2018 Member of the Board, TV Asahi Corporation June 2019 Executive Director, TV Asahi Corporation (incumbent)</p> <p>Responsibility at the Company In charge of Administration Division and Compliance Audit Department</p> <p>Significant concurrent positions Executive Director, TV Asahi Corporation</p> <p>Reason for election Mr. Hiroshi Shinozuka was selected as a candidate for Member of the Board because, in addition to his extensive experience mainly in news, he has deep insight and sound judgment as an Operating Director regarding the television broadcasting business overall, through being in charge of businesses related to the Internet. The Company, therefore, believes that he will be able to demonstrate his ability of appropriate decision-making and supervision for the Company's operations.</p>	21,893
5	Mieko Kenjo (January 26, 1946) (Reappointment, Outside, Independent)	<p>April 1968 Joined Tokyo Broadcasting System, Incorporated (currently TBS HOLDINGS, INC.) April 1996 Professor, Faculty of Sociology, Aomori University April 2005 Director, Yu-Cho Foundation (incumbent) April 2007 Visiting Professor, Cyber University (incumbent) September 2010 Visiting Professor, Nijima Gakuen Junior College October 2010 Director, NPO Furusato Kaiki Shien Center April 2015 Deputy Dean, Aomori University July 2015 Councilor of Councilors Meeting, SUMITOMO LIFE INSURANCE COMPANY (incumbent) April 2021 Emeritus Professor, Aomori University (incumbent) June 2021 Member of the Board of the Company (incumbent)</p> <p>Significant concurrent positions Emeritus Professor, Aomori University Member of the Board, TV Asahi Corporation Director, Yu-Cho Foundation Visiting Professor, Cyber University Councilor of Councilors Meeting, SUMITOMO LIFE INSURANCE COMPANY</p> <p>Reason for election and summary of expected roles Ms. Mieko Kenjo was selected as a candidate for Outside Member of the Board because the Company believes that she will draw on her deep insight into the broadcasting industry that she accumulated through working at a commercial broadcasting company and appearing in many television and radio programs. The Company believes that she will also draw on her various experience of serving as outside Director of listed companies, college professor, and director of an organization for social contribution in the management of the Company. The Company expects that she will be able to provide valuable advice and contribute to the supervision function of the Company's decision-making considering the current state of the Company.</p>	2,251

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Osamu Tezuka (March 1, 1960) (Reappointment, Outside)	<p>April 1983 Joined TOEI COMPANY, LTD. June 2020 President, TOEI COMPANY, LTD. (incumbent) June 2021 Member of the Board of the Company (incumbent)</p> <p>Significant concurrent positions President, TOEI COMPANY, LTD. (Note 1) Member of the Board, TV Asahi Corporation Member of the Board, Asahi Satellite Broadcasting Limited Managing Director, TOEI ANIMATION CO., LTD.</p> <p>Reason for election and summary of expected roles Mr. Osamu Tezuka was selected as a candidate for Outside Member of the Board because he is the president of TOEI COMPANY, one of the leading movie production companies in Japan, and also a major stockholder of the Company. The Company therefore believes that, in light of the current situation of the Company around which various media are making multi-faceted development, he will draw on his extensive business experience and deep insight in the management of the Company. The Company expects that he will be able to provide valuable advice and contribute to the supervision function of the Company's decision-making considering the current state of the Company.</p>	-
7	Shiro Nakamura (April 6, 1963) (Reappointment, Outside)	<p>April 1986 Joined The Asahi Shimbun Company April 2021 President and CEO, The Asahi Shimbun Company (incumbent) June 2021 President, The Asahi Shimbun Foundation (incumbent) Member of the Board of the Company (incumbent)</p> <p>Significant concurrent positions President and CEO, The Asahi Shimbun Company (Note 2) President, The Asahi Shimbun Foundation Member of the Board, TV Asahi Corporation</p> <p>Reason for election and summary of expected roles Mr. Shiro Nakamura was selected as a candidate for Outside Member of the Board because he is the president of the Asahi Shimbun Company, one of the leading newspaper companies in Japan, and also a major stockholder of the Company. The Company therefore believes that, in light of the current situation of the Company around which various media are making multi-faceted development, he will draw on his extensive business experience and deep insight in the management of the Company. The Company expects that he will be able to provide valuable advice and contribute to the supervision function of the Company's decision-making considering the current state of the Company.</p>	-

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Junji Itabashi (March 26, 1964) (New appointment)	<p>April 1987 Joined the Company</p> <p>July 2016 General Manager, Administration Division General Manager, Administration Division, TV Asahi Corporation</p> <p>June 2019 Member of the Board, General Manager, Administration Division of the Company Member of the Board, General Manager, Administration Division, TV Asahi Corporation</p> <p>July 2021 Member of the Board, TV Asahi Corporation (incumbent)</p> <p>Significant concurrent positions Member of the Board, TV Asahi Corporation</p> <p>Reason for election Mr. Junji Itabashi was selected as a candidate for Member of the Board because, in addition to his extensive experience mainly in programming, marketing sales, and general administration, he has deep insight and sound judgment as an Executive Director regarding the television broadcasting business overall. The Company, therefore, believes that he will be able to demonstrate his ability of appropriate decision-making and supervision for the Company's operations.</p>	9,676
9	Satoru Takada (November 8, 1959) (New appointment)	<p>April 1984 Joined The Asahi Shimbun Company</p> <p>June 2018 Board Director (Media Business/CTO), The Asahi Shimbun Company</p> <p>June 2020 Member of the Board of the Company Member of the Board, TV Asahi Corporation (incumbent)</p> <p>Significant concurrent positions Member of the Board, TV Asahi Corporation</p> <p>Reason for election Mr. Satoru Takada was selected as a candidate for Member of the Board because he has extensive experience at a newspaper company. The Company, therefore, believes that, in light of the Company's current situation around which various media are making multi-faceted development, he will be able to demonstrate his ability of appropriate decision-making and supervision for the Company's operations.</p>	5,264

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
10	Arata Nishi (August 2, 1965) (New appointment)	<p>April 1989 Joined SENKOSHA Co., Ltd.</p> <p>October 1997 Joined the Company</p> <p>July 2014 General Manager, Programming Division, TV Asahi Corporation</p> <p>June 2019 Member of the Board of the Company</p> <p>Member of the Board, General Manager, Programming Division, TV Asahi Corporation</p> <p>July 2020 Member of the Board, General Manager, Content Programming Division, TV Asahi Corporation (incumbent)</p> <p>Significant concurrent positions Member of the Board, General Manager, Content Programming Division, TV Asahi Corporation</p> <p>Reason for election Mr. Arata Nishi was selected as a candidate for Member of the Board because, in addition to his extensive experience mainly in programming, he has deep insight and sound judgment as an Executive Director regarding the television broadcasting business overall. The Company, therefore, believes that he will be able to demonstrate his ability of appropriate decision-making and supervision for the Company's operations.</p>	8,776

(Notes)

- The said company is engaged in the production of movies, broadcast programs, and similar that belong to the line of business of TV Asahi Corporation and Asahi Satellite Broadcasting Limited, wholly-owned subsidiaries of the Company. The said company has business transactions with the above two companies.
- The said company is engaged in the publishing business and similar that belong to the line of business of TV Asahi Corporation and Asahi Satellite Broadcasting Limited, wholly-owned subsidiaries of the Company. The said company has business transactions with the above two companies.
- There are no other special interests between each candidate and the Company.
- Ms. Mieko Kenjo, and Messrs. Osamu Tezuka and Shiro Nakamura are candidates for Outside Members of the Board. Ms. Mieko Kenjo, and Messrs. Osamu Tezuka and Shiro Nakamura shall have each served as an Outside Member of the Board for one year at the conclusion of this Ordinary General Meeting of Stockholders.
- Ms. Mieko Kenjo, and Messrs. Osamu Tezuka and Shiro Nakamura are (part-time) Members of the Board of TV Asahi Corporation, a wholly-owned subsidiary of the Company. Mr. Osamu Tezuka is a Member of the Board (part-time) of Asahi Satellite Broadcasting Limited, a wholly-owned subsidiary of the Company.
- During the past five years at the other companies where the candidates for Outside Members of the Board served as officers, etc., no incidents requiring disclosure have taken place at such companies involving violations of laws and regulations or any articles of incorporation.
- Mr. Osamu Tezuka, a candidate for Outside Member of the Board, is a Representative Member of the Board of TOEI COMPANY, LTD. and a Managing Director (part-time) of TOEI ANIMATION CO., LTD., both of which are a business entity that has a special relationship with the Company. None of the other candidates for Outside Members of the Board is or has been in a position to execute duties or a non-executive officer for a business entity (excluding the Company's subsidiaries) that has a special relationship with the Company for the past 10 years, has plans to receive a large sum of money or other financial benefits from the Company or any business entity that has a special relationship with the Company, or has received them during the past two years from the Company or any of such entities.
- None of the candidates for Outside Members of the Board has a spouse or relative within the third degree of relationship who is engaged in the business operations or is a non-executive officer of the Company or any business entity that has a special relationship with the Company.
- The Company has entered into an agreement with Ms. Mieko Kenjo, and Messrs. Osamu Tezuka and Shiro Nakamura, limiting their liability as stipulated in Article 423, Paragraph 1 of the Companies Act. Pursuant to said agreement, the liability limit shall be 10 million yen or the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is higher. The Company will continue the above agreement with them if their reappointment is approved.
- The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover legal damages and litigation expenses in the event that a claim for damages is made against the insured due to an act committed by the insured in his/her capacity as such. If the appointment of each candidate is approved, they will become insured persons under the insurance policy. The Company plans to renew the insurance policy with the same contents at the time of next renewal.
- Ms. Mieko Kenjo is an independent officer pursuant to the rules of the Tokyo Stock Exchange, and the Company has notified her status as such to the Exchange. If her reappointment is approved, she will retain her status as an independent officer. The concept regarding an independent officer prescribed by the Company is posted on the website of the Company (<https://www.tv-asahihd.co.jp/>).

12. There are no specific opinions or comments from the candidates for Outside Members of the Board regarding the matters mentioned above.

End