**IR Presentation** 

The Second Qtr., Fiscal Year 2023 ending March 2024 (FYE Mar 2024)

Ichiro Goda
President and Representative Director

**November 22, 2023** 

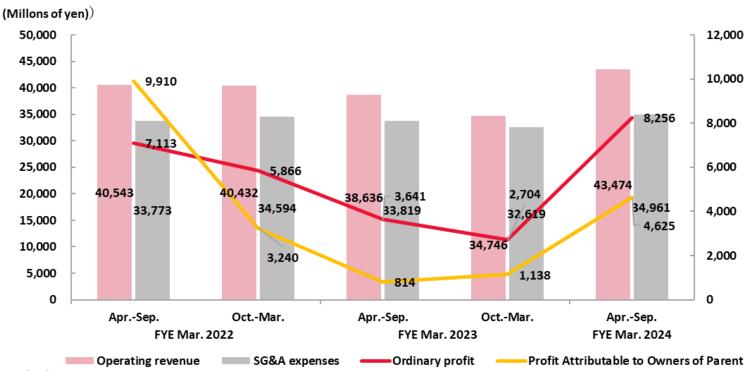
未来をつなぐ、〇〇 心をむすぶ。



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- **II**. Business Environment
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## Half-year performance trends (TTFH)



**Characteristics** 

#### (1) Recovery of TTSC's performance

- Recovery in Retail Sales Division (Retail, Wealth Management)
- Global Market Company' Solid Performance (Expand Foreign Equity and Derivatives Transactions, and Corporate Sales)

#### (2) Other

- Performance Recovery of JV Securities and Maruhachi Securities
- Stable insurance revenue
- •Improve earnings contribution by investment company (TTGI\*)
- \*Tokai Tokyo Global Investment
- Increased ahead of the times DX investment

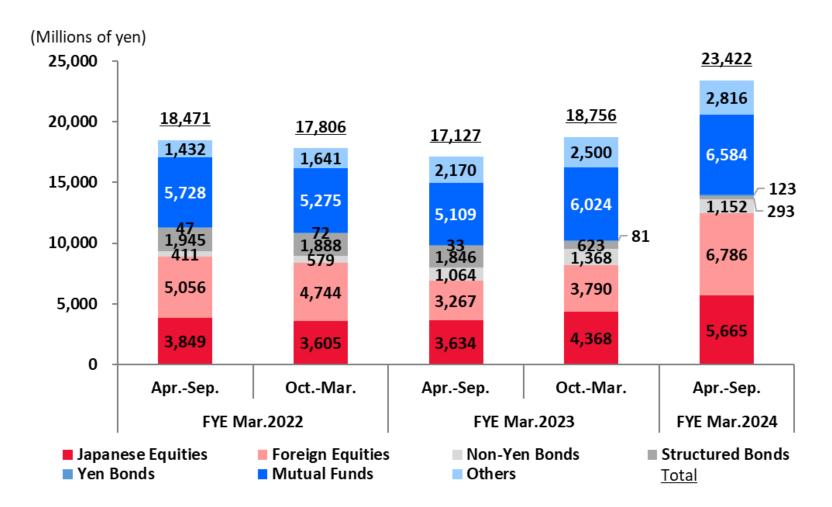
#### (3) Curbing on Expenditures

- Expenses except Personnel Expenses remained generally unchanged from the previous year.
- Operating office network reconfiguration, fixed cost containment and efficiency improvement



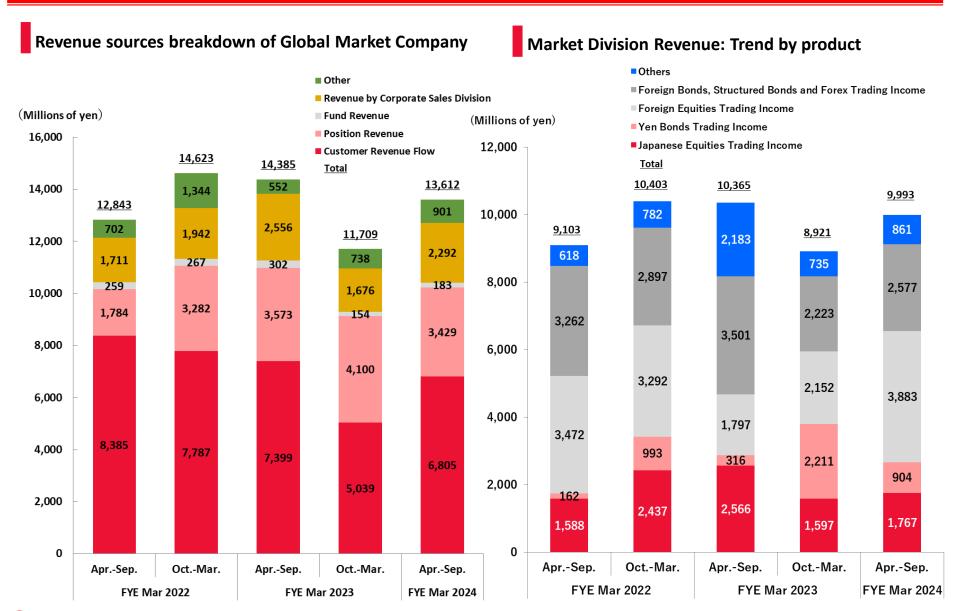
## I . Performance Trends and Characteristics | Recovery of TTSC's performance

## Revenue trends by product in Retail Sales Division



 <sup>★</sup> Figures indicate the total revenue generated by Wealth Management Company, Retail Company, Multi-Channel Company, IFA Company.

#### I . Performance Trends and Characteristics | Recovery of TTSC's performance

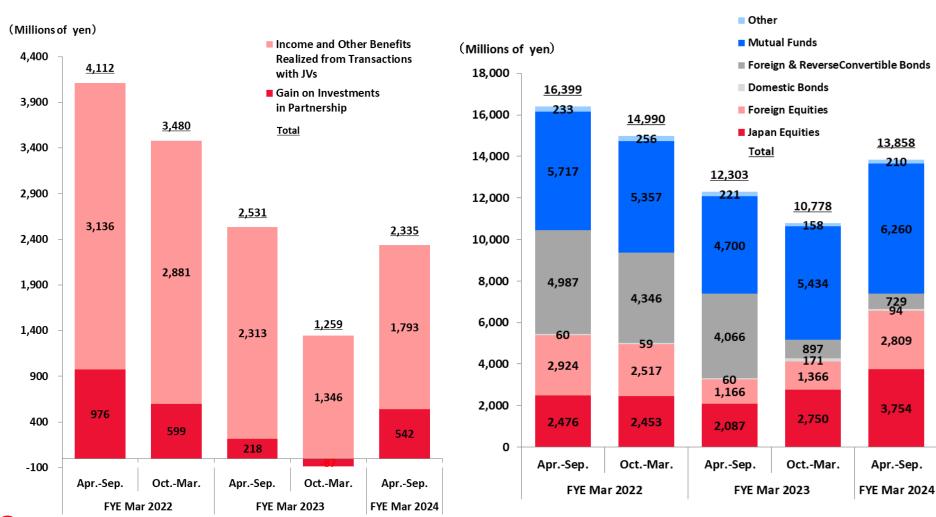




#### I . Performance Trends and Characteristics | Recovery of JV's performance

## JV Securities Companies' contribution to Ordinary Income

Revenue Trend by product (7 JVs combined)





TOKAI TOKYO FINANCIAL HOLDINGS, INC.

#### Ordinary Profit from Subsidiaries, Affiliates, and Investees

(Millions of yen)

(immens of year)									
	FYE Ma	r. 2022	FYE Ma	r. 2023	FYE Mar. 2024	YoY			
	AprSep.	OctMar.	AprSep.	OctMar.	AprSep.	% Change Apr.–Sep.			
Tokai Tokyo Securities	4,285	4,638	1,773	1,228	7,665	332%			
JV Securities Total	976	599	218	-87	542	149%			
Tokai Tokyo Global Investments	425	-125	584	1,969	418	-28%			
ACE Securities	720	352	-3	-	-	-			
Maruhachi Securities	188	264	72	57	381	429%			
Insurance (ETERNAL, Mebius)	242	380	352	462	409	16%			
M&A (Pinnacle, Pinnacle TT Solution, Mafolova) Digital Operations (Subsidiaries + Equity Method	16	-40	-44	5	65	-			
Affiliates' Profit and Loss as proportionally	-309	-933	-1,271	-1,578	-1,559	-			
recognized) 💥									
Others	570	731	1,961	646	333	-83%			
Total Consolidated ordinary Profit (loss)	7,113	5,866	3,641	2,703	8,256	127%			

<sup>\*\*</sup> The figure of this contributing category is calculated as the sum of (1) Ordinary profit and loss earned by CHEER Securities and TTDP, and (2) evaluated gain or loss on a pro-rata basis from equity-method affiliates including Money Design Co., Ltd., Hash Dash Holdings, and Digital Platformer.



#### Selling, General and Administrative Expenses (Consolidated)

(Millions of yen)

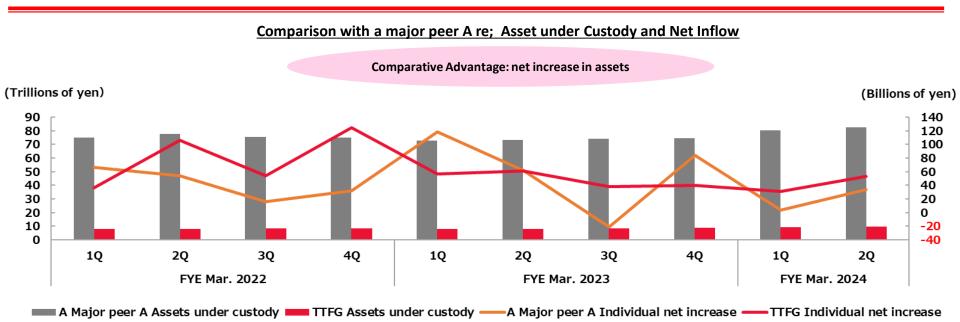
	FYE Ma	FYE Mar. 2022 FYE Mar. 2023 FYE Mar. 202		FYE Mar. 2024	YoY	YoY	
	AprSep.	OctMar.	AprSep.	OctMar.	AprSep.	Change AprSep.	% Change AprSep.
Trading Related Expenses	6,402	6,724	6,506	5,921	6,187	-318	-5%
Personnel Expenses	16,085	16,234	15,651	15,184	16,772	1,121	7%
Real Estate Expenses	3,875	3,856	3,924	3,660	3,830	-94	-2%
Office Expenses	4,100	4,545	4,207	4,427	4,453	245	6%
Depreciation	1,389	1,513	1,534	1,746	1,703	169	11%
Other	1,919	1,719	1,994	1,679	2,012	18	1%
Total SG&A Expenses	33,773	34,594	33,819	32,619	34,961	1,142	3%

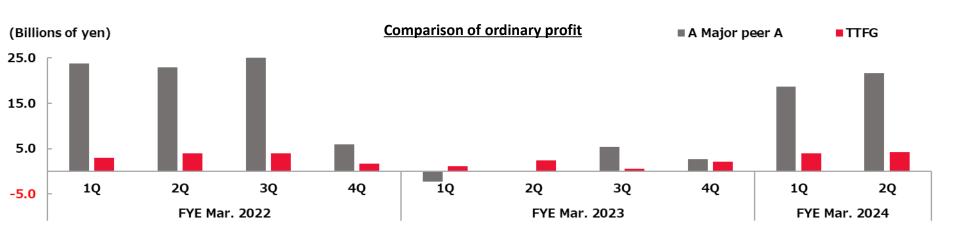


## Selling, General and Administrative Expenses (Consolidated, (Fixed Cost • Variable Cost)

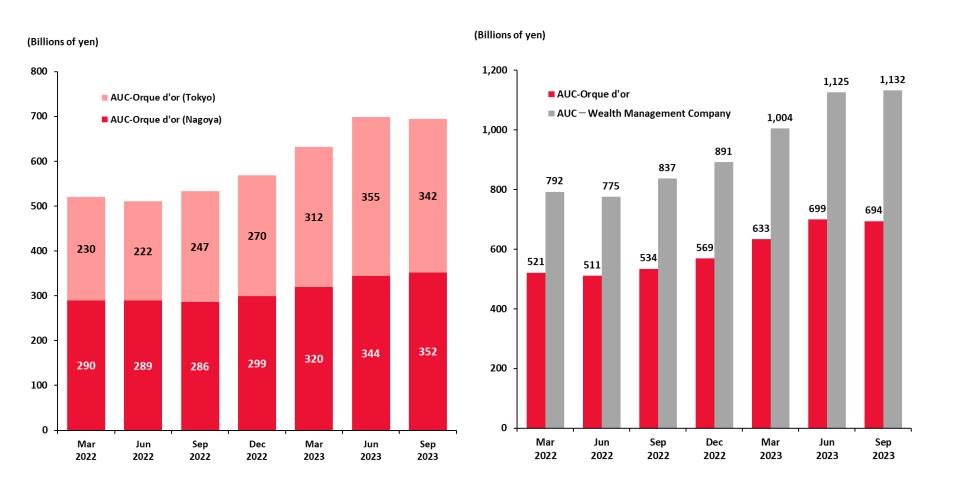
		FYE Ma	ar.2022	FYE Ma	ar.2023	FYE Mar.2024	YoY Change	YoY % Change
	(Millions of yen)	AprSep.	OctMar.	AprSep.	OctMar.	AprSep.	AprSep.	AprSep.
	Trading Related Expenses	2,310	2,405	2,503	2,420	2,480	-23	-1%
ΞΞ	Personnel Expenses	13,399	13,252	13,316	12,952	13,865	549	4%
Fixed	Real Estate Expenses	3,875	3,856	3,814	3,660	3,830	15	0%
Expenses	Office Expenses	3,522	3,863	3,470	3,716	3,592	122	4%
ens	Depreciation	1,389	1,513	1,534	1,746	1,703	169	11%
Ses	Other	1,919	1,719	1,883	1,679	1,972	88	5%
	Total (Fixed Expenses)	26,417	26,611	26,522	26,175	27,444	922	3%
	Trading Related Expenses	4,092	4,319	4,002	3,501	3,707	-294	-7%
_	the portion paid to partners with							
/ari	whom we run security brokerage	1,066	666	606	218	243	-362	-60%
Variable	operation jointly.							
	Personnel Expenses	2,685	2,982	2,335	2,231	2,907	572	24%
per	Real Estate Expenses	-	-	110	-	-	-110	-100%
Expenses	Office Expenses	577	681	737	711	860	123	17%
0,	Other	-	-	111	-	40	-70	-63%
	Total (Variable Expenses)	7,355	7,983	7,296	6,444	7,516	220	3%
	Total SG&A Expenses	33,773	34,594	33,819	32,619	34,961	1,142	3%





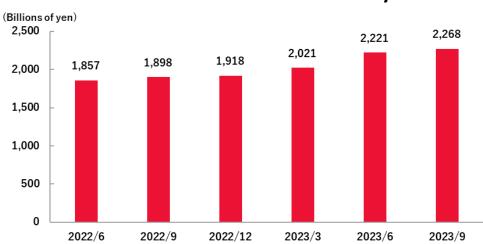


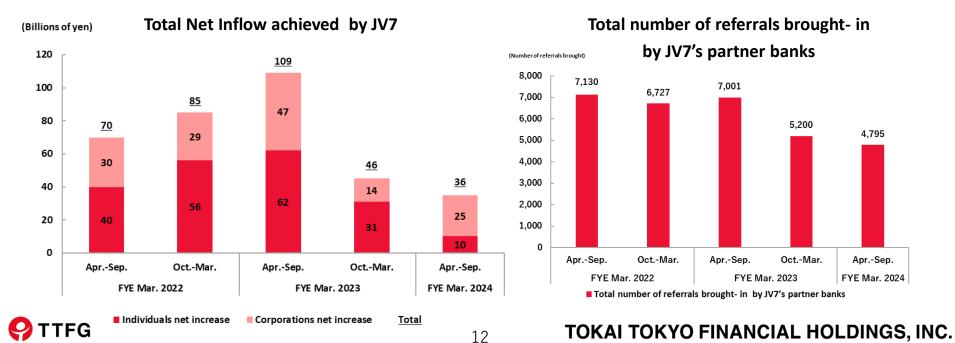
## Wealth Segment Division Asset under Custody (Tokai Tokyo Securities)











#### Net Inflow of Cash and Securities

## Tokai Tokyo Securities (Individuals and Corporations)

(Millions of ven)

·														
		FYE Mar	r. 2022			FYE Mar	. 2023		FYE Mar	r. 2024	FYE Mar. 2023	FYE Mar. 2024	QoQ	YoY % Change
	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q		Apr.–Sep.	% Change	% Change Apr.–Sep.
Inflow of Cash	941,082	1,011,448	1,199,077	1,068,388	951,546	939,570	933,289	825,757	746,734	784,998	<b>3</b> 1,891,116	<b>1,531,732</b>	2 5%	-19%
Outflow of Cash	960,823	1,038,748	1,075,869	841,084	810,543	804,208	797,489	871,038	738,412	681,881	. 1,614,751	1 <b>1,420,293</b>	-8%	-12%
Net Inflow of Cash	-19,740	-27,299	123,208	227,304	141,002	135,362	135,799	-45,281	8,321	103,117	<b>7</b> 276,364	111,438	, -	- 60%
Inflow of Securities	56,967	111,061	62,049	105,621	38,994	85,294	46,090	58,954	77,712	71,029	<b>9</b> 124,288	<b>148,741</b>	L -9%	20%
Outflow of Securities	19,349	21,445	20,896	24,779	32,347	62,331	22,216	64,560	38,602	40,841	<b>1</b> 94,678	<b>79,443</b>	<b>6</b> %	-16%
Net Inflow of Securities	37,617	89,616	41,153	80,842	6,646	22,963	23,874	-5,606	39,110	30,187	<b>7</b> 29,609	<b>69,297</b>	-23%	134%
Net Inflow of Cash and Securities	17,877	62,316	164,361	308,147	147,649	158,326	159,673	-50,887	47,432	133,305	<b>3</b> 305,975	<b>180,737</b>	7 181%	-41%

## **JV Securities (Individuals and Corporations)**

(Millions of ven)

0.0000000000000000000000000000000000000	The second secon										(	0113 01 7 0117		
_	FYE Mar. 2022				FYE Mar. 2023				FYE Mar	. 2024	FYE Mar. <b>FYE N</b>		QoQ	YoY
	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q		2024 % Apr.–Sep.	-	% Change Apr.–Sep.
Net Inflow of Cash and Securities	29,075	41,631	33,694	51,699	36,326	73,458	24,125	22,051	15,631	20,758	109,784	36,390	33%	-67%
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## Maruhachi Securities (Individuals and Corporations)

(Millions of ven)

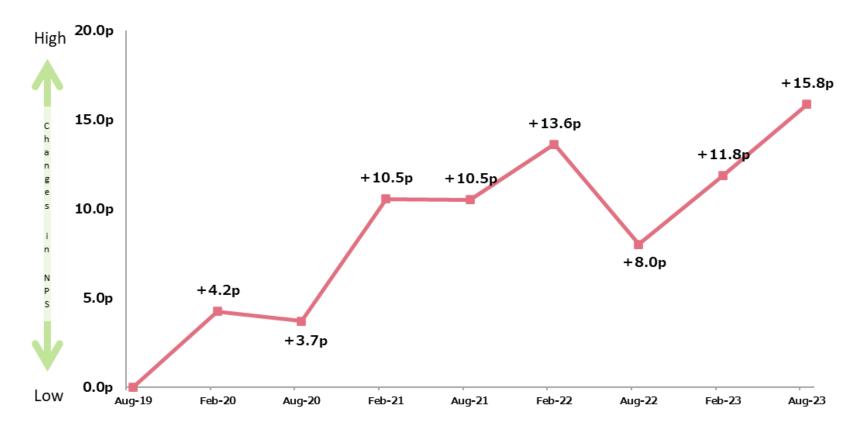
					(**************************************									
	FYE Mar. 2022			FYE Mar. 2023				FYE Ma	r. 2024	FYE Mar. 2023	FYE Mar. 2024	QoQ % Change	YoY % Change	
	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q		AprSep.		Apr.–Sep.
Net Inflow of Cash and Securities	-835	-1,722	183	-765	-621	5	-742	-629	-2,313	-1,241	-615	-3,554	-	-

## Group (Individuals and Corporations)

croup (maintage and corporations)											(171111	ions of yen)		
		FYE Mar	. 2022		FYE Mar. 2023				FYE Mar	er. <b>2024</b> FYE Mar 2023		FYE Mar.	QoQ	YoY
	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q		2024 Apr.–Sep.	% Change	% Change Apr.–Sep.
Net Inflow of Cash and Securities of the Group	46,116	102,225	198,240	359,081	183,354	231,790	183,056	-29,465	60,750	152,823	415,145	213,573	152%	-49%

## Customer Loyalty Trend (As measured by the Changes in Tokai Tokyo Securities' NPS® 💥

**※**The trend was analyzed with the NPS that Tokai Tokyo Securities earned during August 2019 as a base value of zero.

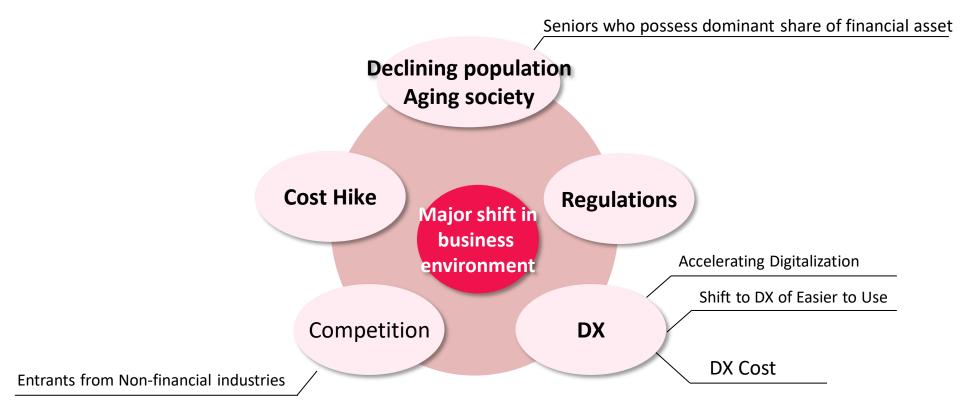


\*\*NPS\* is a trademark registered by BAIN & COMPANY, Fred Reichheld and Satmetrix Systems. (Currently, NICE Systems, Inc.). It is the abbreviation of Net Promoter Score\* and is translated as a net recommender ratio and the score quantifies the level of loyalty, attachment and confidence customers feel about any given corporation and/or brand.

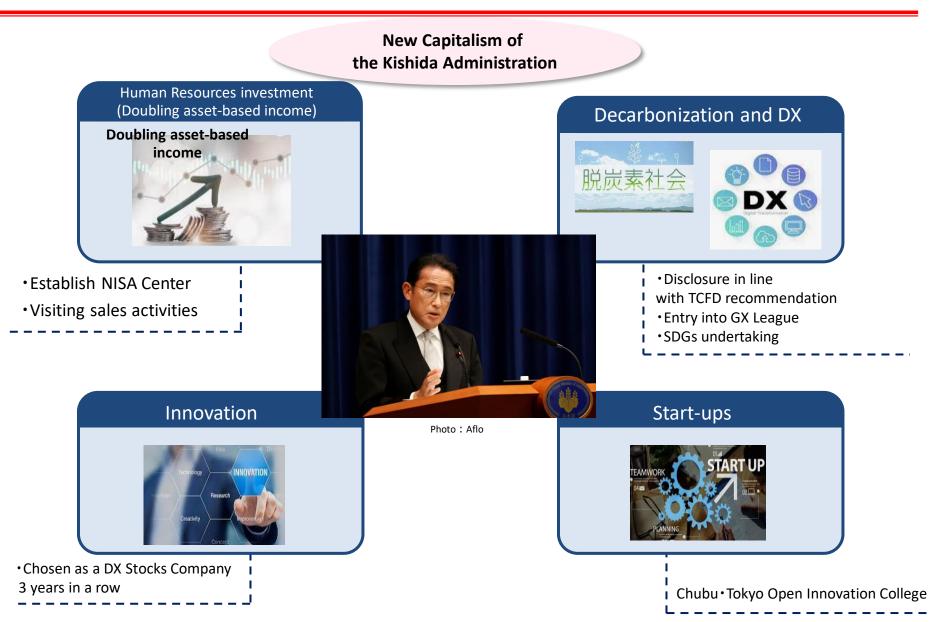


**II.** Business Environment

#### **II**. Business Environment



#### **II** . Business Environment



#### **II**. Business Environment

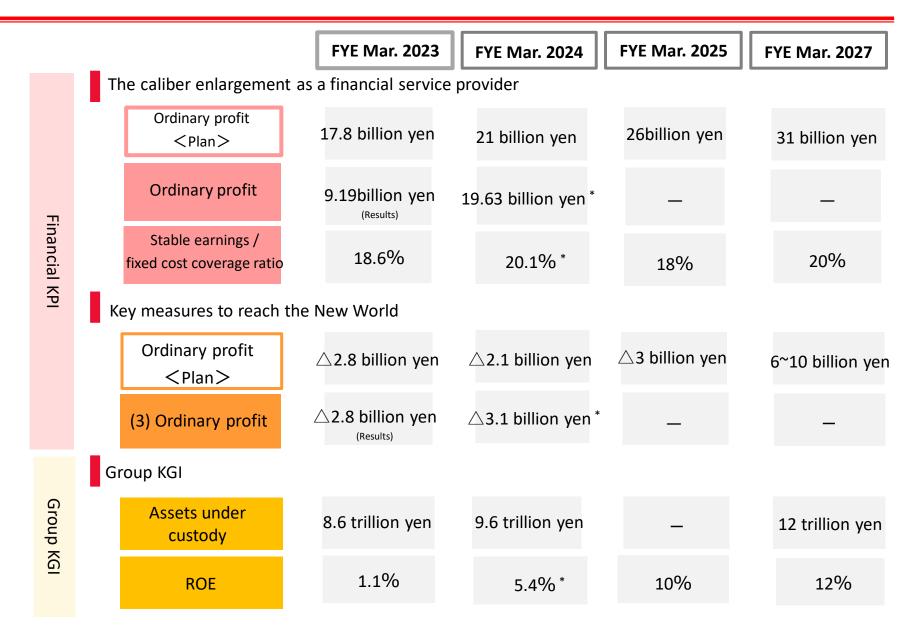
Net financial assets held by all the households in Japan: **2,000** trillion yen (2021) Average per household 105 trillion yen Approx. 1.6 billion yen **Super-wealthy class** <u>(90.000 households)</u> (500 million ven or more) 259 trillion yen Wealthy class Approx. 180 million yen (1.395 million households) (100 million yen or more but less than 500 million yen) 258 trillion yen Semi-wealthy class Approx. 79 million yen (3.254 million households) (50 million yen or more but less than 100 million yen) 332 trillion yen **Upper mass layer** Approx. 45 million yen (7.263 million households) (30 million yen or more but less than 50 million yen) 678 trillion yen Mass layer Approx. 16 million yen (42.132 million households) (Less than 30 million yen)



Source: Nomura Research Institute

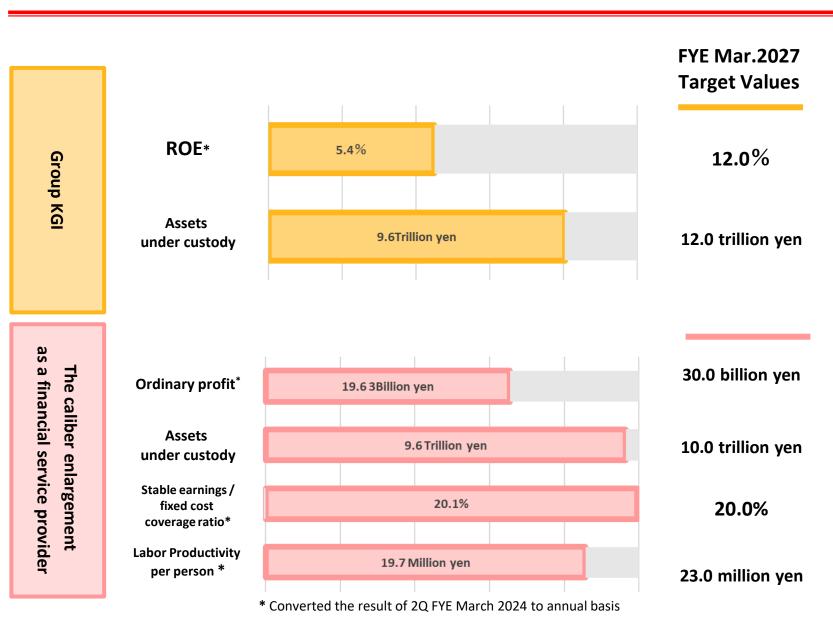
**III.** Progress of Medium-Term Management Plan

## **Ⅲ. Progress of Medium-Term Management Plan** | KGI、KPI



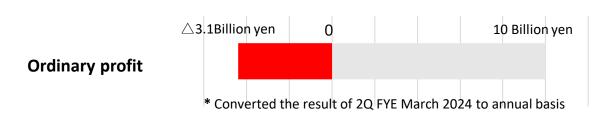


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## **Ⅲ. Progress of Medium-Term Management Plan** | KGI、KPI

#### Key measures to reach the New World



FYE Mar.2027 Target Value

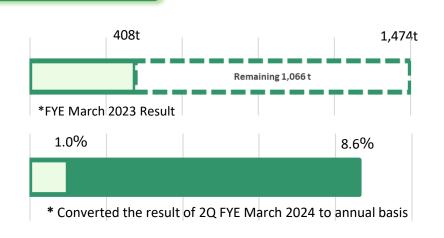
6.0~10.0 billion yen

#### "Social Value & Justice" KPI

For a better society

CO<sub>2</sub> net emissions

Social contribution activities

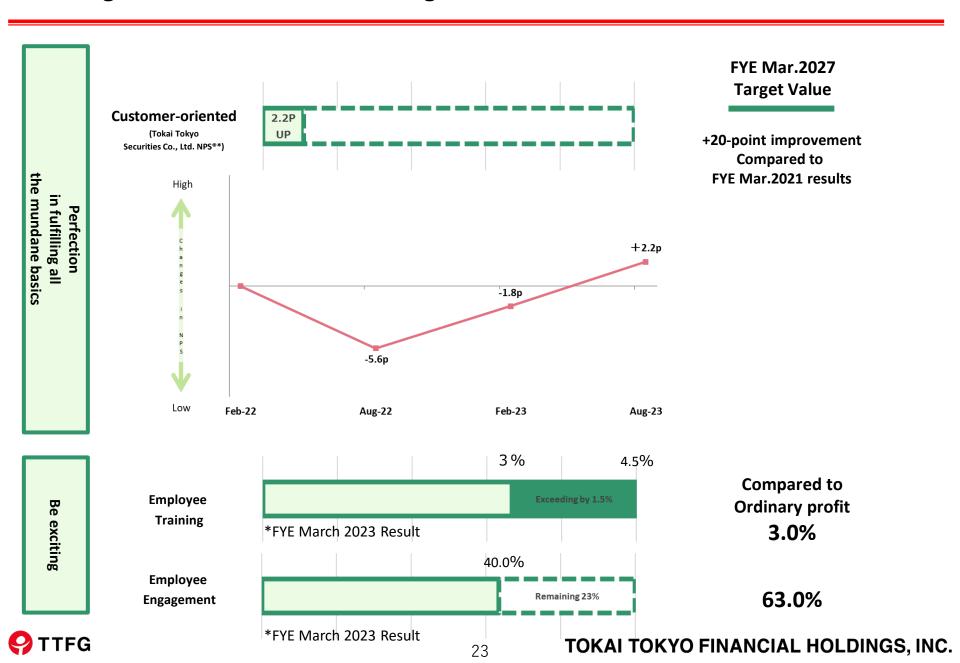


FYE Mar.2027 Target Value

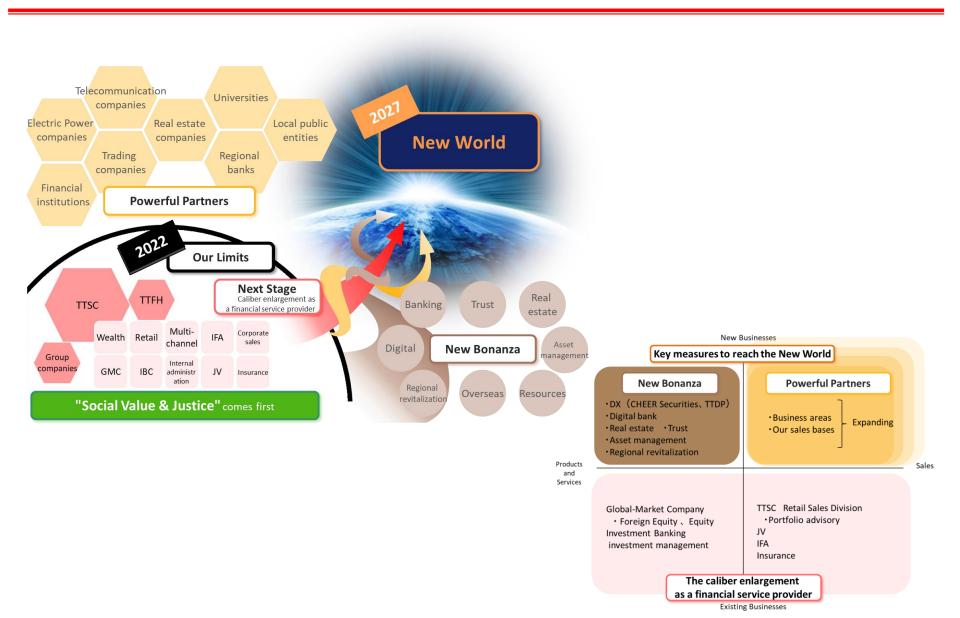
Reduced by half Compared to FYE Mar.2021 results

Compared to Ordinary profit 1.0%

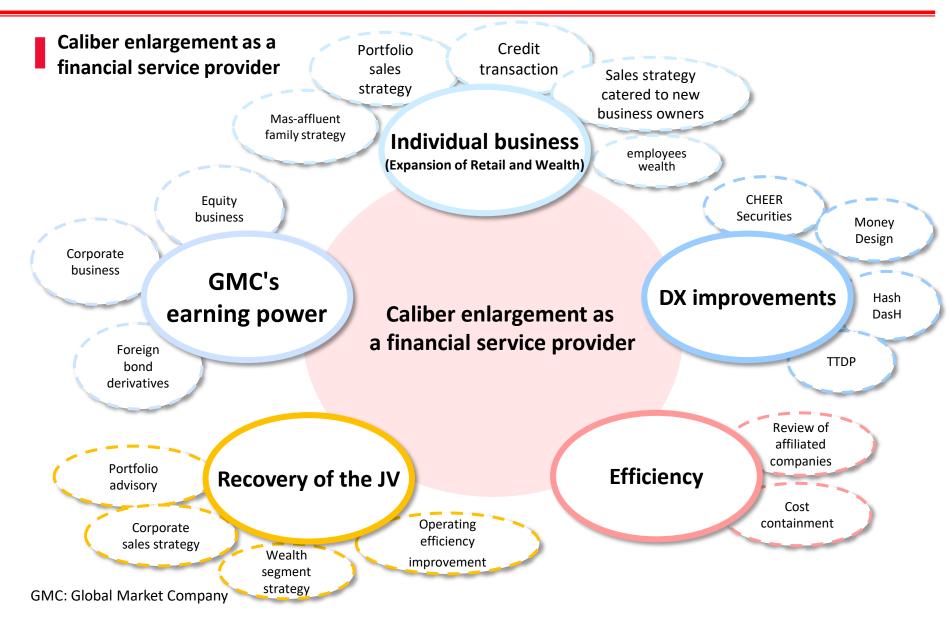
## **Ⅲ. Progress of Medium-Term Management Plan** | KGI、KPI



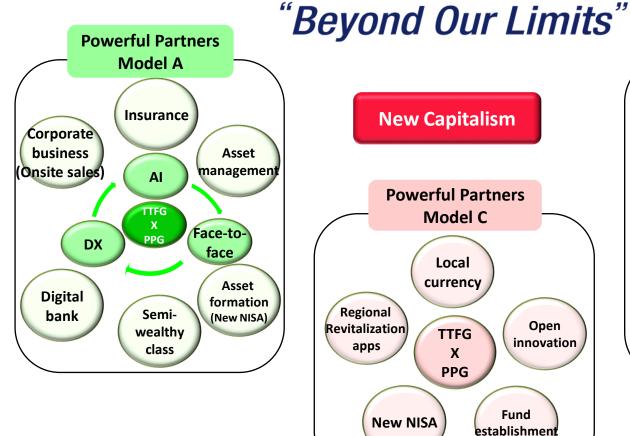
 $extbf{IV}$ . Taking on New Era  $\sim$  To Reach the New World  $\sim$ 

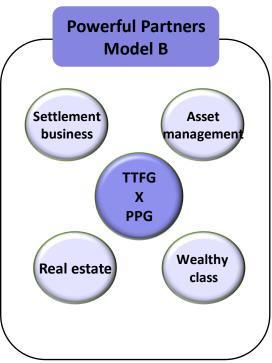


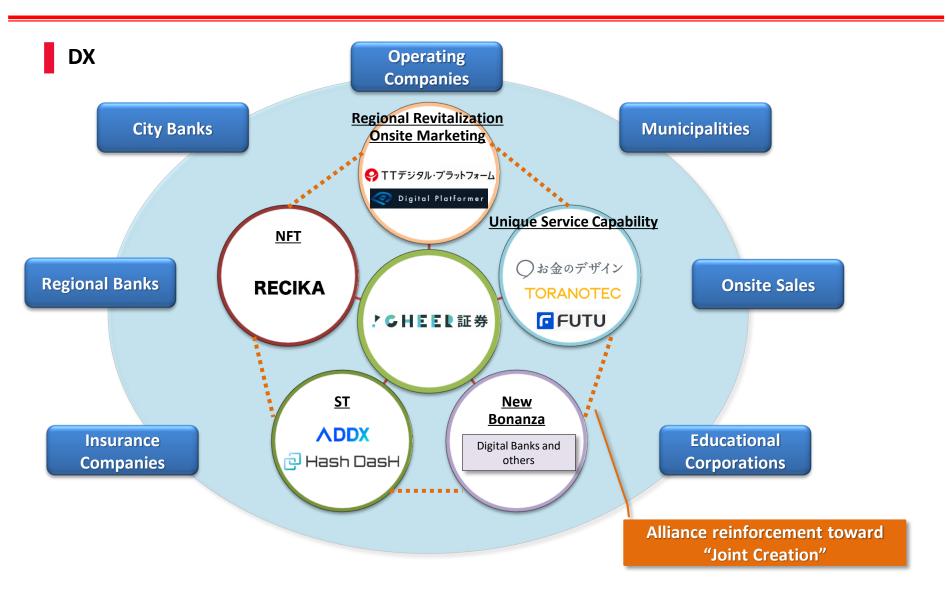




## Alliance with Powerful Partners









**V**. Capital Policy

#### **V** . Capital Policy

#### Group capital (as of September 30, 2023)

Consolidated net assets 186.4 billion yen

Capital in use 131.2 billion yen **Core Securities business** 123.8 billion yen Digital business: 7.4 billion yen **Disposable capacity** 55.2 billion yen Capital Enhancement

Capital reinforcement measures

Investment company (Recovery through listing and sale) TTSC and JV (Capital recovery through dividends) Affiliated companies (Capital recovery through consolidation, etc.)

**Dividend policy** 

<Dividend policy>

- (i) Dividend payout ratio based on consolidated net income attributable to the parent company shall be 50% or higher
- (ii) Annual dividends shall be 24 yen or more

Either (i) or (ii) of the above, whichever may result in higher payment, shall be the dividend basis.

These policies will remain effective until the end of the current medium-term management plan (which is the end of the fiscal year ending in March 2027).

**Investment Policy** 

## Financial Summary (Consolidated)

(Millions of yen)

	FYE Ma	ır. 2022	FYE Ma	r. 2023	FYE Mar. 2024	YoY
	AprSep.	OctMar.	AprSep.	OctMar.	AprSep.	% Change AprSep.
Operating Revenue	40,543	40,432	38,636	34,746	43,474	13%
Net Operating Revenue	39,428	38,821	36,600	32,997	42,203	15%
SG&A Expenses	33,773	34,594	33,819	32,619	34,961	3%
<b>Operating Profit</b>	5,654	4,226	2,781	378	7,242	160%
Non-Operating Income	1,614	1,727	1,223	2,996	1,225	0%
Non-Operating Expenses	155	88	362	670	210	-42%
<b>Ordinary Profit</b>	7,113	5,866	3,641	2,704	8,256	127%
Extraordinary Profit	8,495	89	54	123	247	357%
Extraordinary Losses	2,854	882	377	45	396	5%
Profit Before Income Taxes	12,754	5,073	3,317	2,781	8,107	144%
Income Taxes - Current & Deferred	2,457	1,666	1,357	2,032	2,419	78%
Profit attributable to non-controlling interests	386	167	1,145	-389	1,062	-7%
Profit Attributable to Owners of Parent	9,910	3,240	814	1,138	4,625	468%

<sup>•</sup> Extraordinary Profit for the 1st Qtr. of FYE March 2022 includes profit from negative goodwill realization due to the acquisition of ACE Securities



## Financial Summary (Consolidated)

 $({\sf Millions}\, {\sf of}\, {\sf yen})$ 

	FYE Mar. 2022		FYE Ma	r. 2023	FYE Mar. 2024	YoY
	AprSep.	OctMar.	AprSep.	OctMar.	AprSep.	% Change AprSep.
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## **Commission Received (Consolidated)**

(Millions of yen)

	FYE Ma	r. 2022	FYE Ma	r. 2023	FYE Mar. 2024	YoY
	AprSep.	OctMar.	AprSep.	OctMar.	AprSep.	% Change Apr.–Sep.
Brokerage Commission Commission for Underwriting,	7,035	6,894	5,546	6,212	8,322	50%
Secondary Distribution & Solicitation	747	586	681	431	500	-26%
Fee for Offering, Secondary Distribution & Solicitation	5,470	4,469	3,092	3,807	4,351	41%
Other Fees Received	5,894	6,477	6,357	6,799	7,208	13%
Commission Received	19,147	18,427	15,678	17,250	20,383	30%

#### Other Fees Received (Consolidated) 内訳

(Millions of yen)

	FYE Ma	r.2022	FYE Ma	r.2023	FYE Mar.2024	YoY
	AprSep.	OctMar.	AprSep.	OctMar.	AprSep.	% Change AprSep.
Beneficiary Certificate (Investment Trust Brokerage Commission)	2,907	2,943	2,740	2,591	2,852	4%
Commission on the Outstanding WRAP Accounts Balance	291	319	353	379	437	24%
Insurance fee	1,699	1,994	2,111	2,439	2,552	21%
Consulting fee (M&A etc.)	331	277	274	331	444	62%
Others	664	943	878	1,058	920	5%
Total Other fees received	5,894	6,477	6,357	6,799	7,208	13%



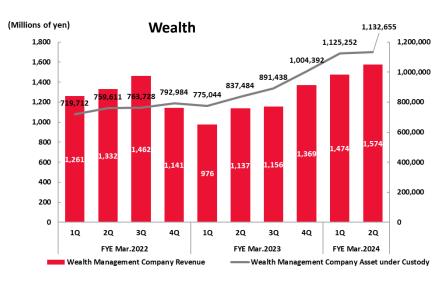
## **Net Trading Income (Consolidated)**

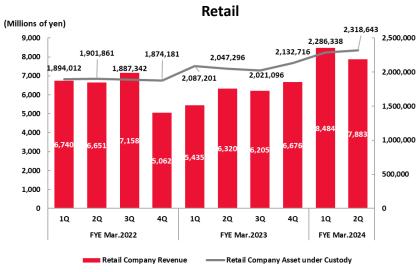
	FYE Ma	ar.2023	FYE Mar.2024	YoY
(Millions of yen)	AprSep.	OctMar.	AprSep.	% Change AprSep.
Stocks	10,883	6,943	12,673	16%
Japanese Equities & Equity Swap	2,560	1,242	1,136	-56%
Foreign Equities	4,903	5,582	9,899	102%
Others (Funds etc.)	3,419	118	1,637	-52%
Bonds & Forex	9,898	8,876	8,346	-16%
Japanese Government Bond	338	2,101	1,340	296%
Public and Corporate Bonds	591	709	543	-8%
Foreign Bonds, Forex, and Derivative	8,967	6,066	6,462	-28%
Total Net Trading Income	20,781	15,820	21,019	1%

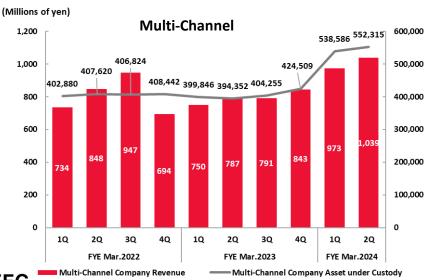
<sup>\*</sup> Equity Swap is now grouped under "Stocks" taken out from "Bonds & Forex" unlike in the previous format.

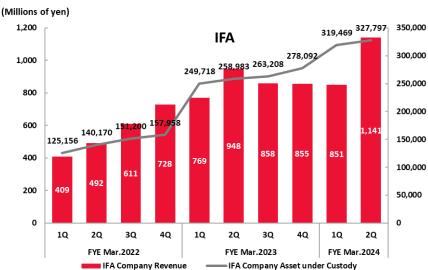


#### Tokai Tokyo Securities - Revenue and Asset Under Custody of Each Company



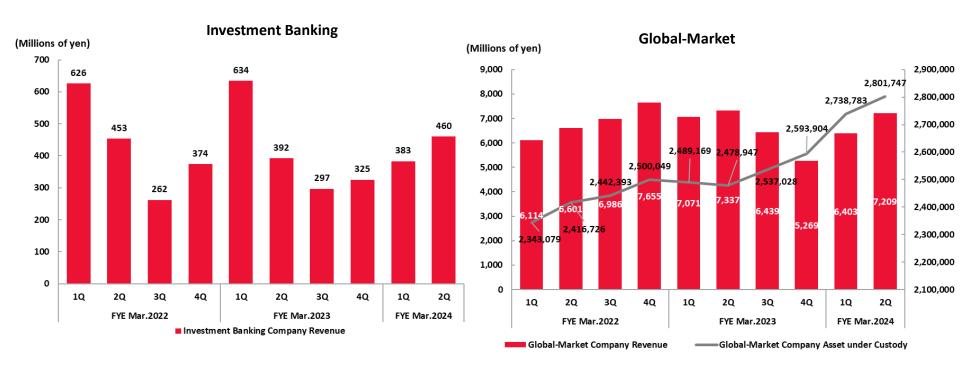






TOKAI TOKYO FINANCIAL HOLDINGS, INC.

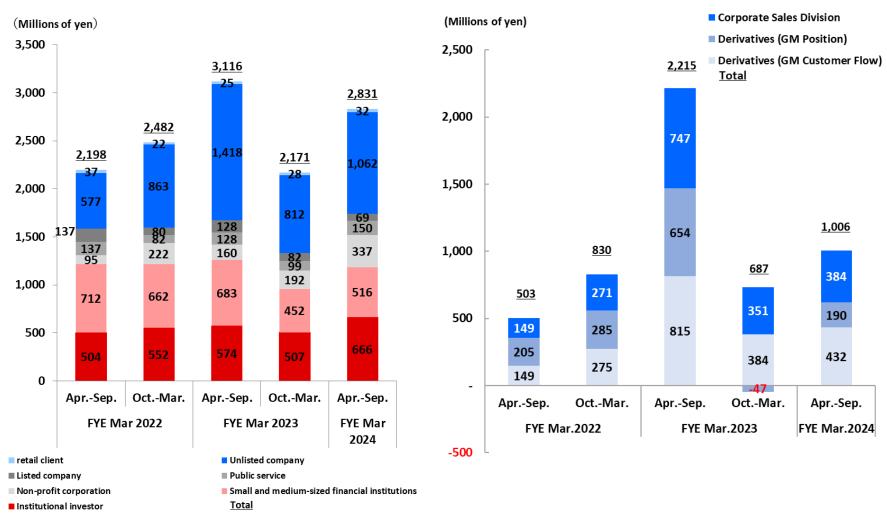
## **Tokai Tokyo Securities - Revenue and Asset Under Custody of Each Company**





#### **Corporate Sales Division\* Revenue: Trend by customer**

#### Trend of derivative trading revenue





#### **Investment Banking Company Trend of Operating Revenue**

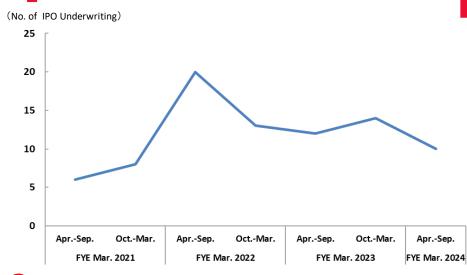


# IPO Ranking $\sim$ No. Of Issues Underwritten $\sim$ Apr. 2023 - Sep. 2023

Rank	Underwriter	No. of Issues	Amount (Millions of yen)	Share (%)	
1	Nomura	24	50,934	23.7	
2	SMBC Nikko	30	40,483	18.8	
3	Daiwa	22	35,679	16.6	
4	MUMSS	14	23,033	10.7	
5	SBI	47	22,902	10.7	
6	Mizuho	24	21,294	9.9	
7	Rakuten	32	6,987	3.3	
8	Goldman Sachs	2	4,769	2.2	
9	Tokai Tokyo	10	1,614	0.8	
10	Okasan	23	1,578	0.7	

\*Derived from Capital Eye's data

#### **IPO Underwriting**



# Straight Bond Ranking $\sim$ Total Underwritten Face Value $\sim$ Apr. 2023 - Sep. 2023

Rank	Underwriter	No. of Issues	Amount (Millions of yen)	Share (%)	
1	Mizuho	219	1,975,981	25.0	
2	MUMSS	175	1,582,332	20.1	
3	SMBC Nikko	205	1,436,513	18.2	
4	Nomura	202	1,346,168	17.1	
5	Daiwa	171	1,143,833	14.5	
6	SBI	12	99,294	1.3	
7	Okasan	29	87,252	1.1	
8	Tokai Tokyo	33	59,840	0.8	
9	Shinkin	25	57,116	0.7	
10	Goldman Sachs	10	55,791	0.7	

Merived from Refinitiv's data



## JVs' Revenue Breakdown by Product

	FYE Ma	r. 2022	FYE Ma	r. 2023	FYE Mar. 2024	YoY % Change
	AprSep.	OctMar.	AprSep.	OctMar.	AprSep.	AprSep.
Domestic Stocks	2,476	2,453	2,087	2,750	3,754	80%
Foreign Stocks	2,924	2,517	1,166	1,366	2,809	141%
Domestic Bonds	60	59	60	171	94	56%
Foreign Bonds · Structured Bonds	4,987	4,346	4,066	897	729	-82%
Foreign Bonds	285	356	379	643	725	91%
Structured Bonds	4,701	3,989	3,686	253	3	-100%
Investment Trust	5,717	5,357	4,700	5,434	6,260	33%
Other	233	256	221	158	210	-5%
Total Revenue	16,399	14,990	12,303	10,778	13,858	13%



#### **Assets under Custody**

(Billions of yer						
Jun. 2023	Sep. 2023					

	Jun. 2021	Sep. 2021	Dec. 2021	Mar. 2022	Jun. 2022	Sep. 2022	Dec. 2022	Mar. 2023	Jun. 2023	Sep. 2023
→ Stocks	3,059	3,203	3,164	3,238	3,384	3,384	3,484	3,711	4,145	4,246
Foreign	175	167	181	175	175	173	153	195	247	260
Domestic	2,883	3,035	2,982	3,062	3,208	3,210	3,330	3,516	3,897	3,986
Foreign Domestic  Bonds Foreign Domestic  Investment Trusts Other  Tokai Takas Sacurities	1,072	1,100	1,119	1,177	1,224	1,276	1,299	1,337	1,368	1,386
6 Foreign	368	381	397	427	453	484	492	528	547	539
Domestic	704	718	722	750	771	792	807	809	821	847
Investment Trusts	1,311	1,275	1,316	1,273	1,352	1,311	1,288	1,340	1,435	1,436
Other	56	62	65	58	55	61	61	59	76	80
Tokai Tokyo Securities	5,501	5,641	5,666	5,748	6,016	6,033	6,133	6,450	7,025	7,150
ACE Securities (Tokai Tokyo Securities)	472	470	468	442						
Maruhachi Securities	199	200	201	197	186	181	181	193	218	224
YM Securities	341	342	342	332	320	313	314	325	361	366
Hamagin TT Securites	541	551	551	550	532	558	570	598	662	674
Nishi-Nippon City TT Securites	306	312	315	317	306	311	316	334	361	368
Senshu Ikeda TT Securities Hokuhoku TT Securities Tochigin TT Securites	140	145	148	152	155	163	172	186	212	225
Hokuhoku TT Securities	206	215	221	227	219	219	218	230	249	253
हूं Tochigin TT Securites	134	139	137	142	138	142	140	147	161	164
Juroku TT Securities	179	187	188	186	182	188	185	197	212	214
JV Securities Total	1,851	1,893	1,905	1,911	1,857	1,898	1,918	2,021	2,221	2,268
Group Total	8,024	8,205	8,241	8,299	8,060	8,113	8,233	8,664	9,465	9,643

- JV Securities (equity method affiliates): YM Securities, Hamagin Tokai Tokyo Securities, Nishi-Nippon City Tokai Tokyo Securities, Senshu Ikeda Tokai Tokyo Securities, Hokuhoku Tokai Tokyo Securities, Tochigin Tokai Tokyo Securities, and Juroku Tokai Tokyo Securities
- Figures above are stated as of the end of respective months.



## The Profile of the Group

On Prime of Tokyo Stock Exchange, **Premier Market of Nagoya Stock ■** Stock Listing **Exchange** (Code 8616) ■ Net Equity 186 Billion Yen 9,643 Billion Yen **Trading Expertise** Assets in (Group Total) Custody 7,150 Billion Yen (Tokai Tokyo Securities) ■ Market 126 Billion Yen **Capitalization** ■ Number of **2,899** (Group Total ) **Employees\* 64 Branches** (Tokai Tokyo Securities) **62 Outlets** (JV Operations) ■ Network

(As of September 30, 2023)

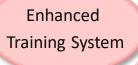
**TTFG** 

Regional Banks Strategy 7 JV Securities Operations

**Brand Strength** in Tokai Region



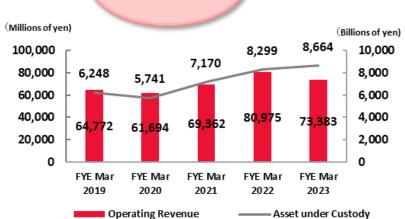
Wealth Business



High

Advanced Digitalization

Diverse **Business Portfolio** 



\* Not including Investment Advisors, Asset Advisers, and Temporary and Dispatched Staffs

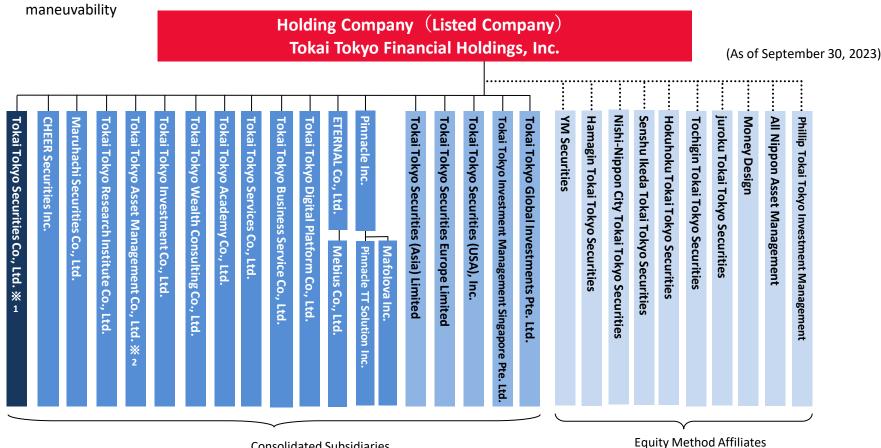
**5 Outlets** (Maruhachi Securities)

TOKAI TOKYO FINANCIAL HOLDINGS, INC.

#### The Profile of the Group

#### Transition Made to Holding Company Structure Effective April 1, 2009

Speedup decision-making process and drive forward implementation of regional and alliance strategies by separating group management from day-to-day business execution of securities company with an aim to secure organizational flexibility and



Consolidated Subsidiaries

Apr. 2010, Tokai Tokyo Securities (surviving company) and Toyota Financial Services Securities Corporation merged. Sept. 2019, Tokai Tokyo Securities (surviving company) and Takagi Securities merged. May 2022, Tokai Tokyo Securities (surviving company) and ACE Securities merged.

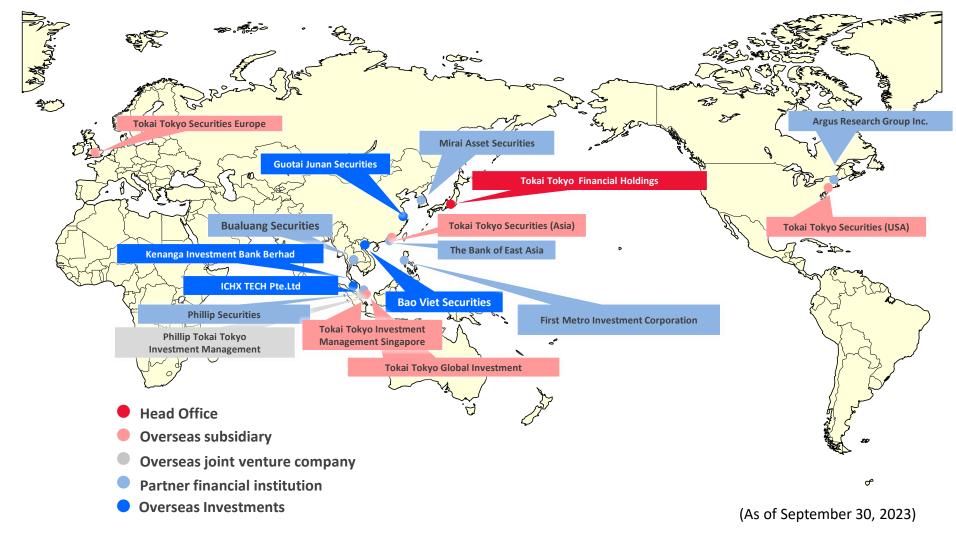
Jan. 2011 Tokai Tokyo Finance & Real Estate (surviving company) and Tokai Tokyo Investment Management merged and changed the trading name to



TOKAI TOKYO FINANCIAL HOLDINGS, INC.

#### **Overseas Network**

#### **Overseas Network**





## Inquiries to be directed to:

- Corporate Communications Department,
   Tokai Tokyo Financial Holdings, Inc.
- TEL: +81-3-3517-8618 FAX: +81-3-3517-8314
- E-mail: fh\_ir@tokaitokyo-fh.jp

This material is intended to provide information regarding the Company's most recent operational result but NOT to solicit investment in securities issued by the Company.