

To our shareholders:

Eigo Nosaka, President & CEO
Treasure Factory Co., LTD.
3-32-6 Umejima, Adachi-ku, Tokyo

Notice of Convocation of the 21st Ordinary General Meeting of Shareholders

You are cordially invited to attend the 21st Ordinary General Meeting of Shareholders of the Company.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting Shareholders first, then exercise your voting rights by indicating approval or disapproval of each agenda item on the enclosed voting rights exercise form, and return it so that it reaches us no later than 5:00 p.m. on Thursday, May 26, 2016.

- 1. Date and time:** 10:00 a.m., Friday, May 27, 2016
- 2. Venue:** Sky Studio on the 21st floor of Art Center of Tokyo
1-4-1 Senju, Adachi-ku, Tokyo
- 3. Matters constituting the purpose of the meeting:**
 - Matters to report:** Reports on contents of the Business Report for the 21st period (from March 1, 2015 to February 29, 2016) and Financial Statements
 - Matters for resolution:**
 - Agenda Item No. 1:** Dividend of Surplus
 - Agenda Item No. 2:** Partial Amendments to the Articles of Incorporation
 - Agenda Item No. 3:** Election of One Director
 - Agenda Item No. 4:** Election of One Auditor
 - Agenda Item No. 5:** Election of One Substitute Auditor

If you attend the meeting in person, please submit the enclosed voting rights exercise form to the receptionist.

If any revisions are made to the Reference Documents for the General Meeting of Shareholders, Business Report and Financial Statements are made, such revisions will be posted on the Internet at the Company's website (URL: <http://www.treasurefactory.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Agenda Item No. 1: Dividend of Surplus

The Company proposes to pay 7.5 yen per share as the year-end dividend for the 21st period in order to reward shareholders' support.

Matters concerning year-end dividend

- 1) Dividend asset
Cash
- 2) Matters concerning allocation of dividend to shareholders and total amount
7.5 yen per common share of the Company
Total dividend: 83,063,017 yen
- 3) Effective date of dividend of surplus
May 30, 2016

Agenda Item No. 2: Partial Amendments to the Articles of Incorporation

1. Reason for proposing amendments

Following an increase in the number of employees with the future expansion of business and to further enhance operational efficiency, the Company will relocate its head office functions from Adachi-ku, Tokyo to Chiyoda-ku, Tokyo. Accordingly, we propose an amendment to Article 3 (Location of the Head Office) of the Articles of Incorporation. Pursuant to the supplementary provision, the amendment shall take effect on July 2, 2016, and the supplementary provision shall be eliminated after the effective date.

2. Details of amendments

Details of amendments are as follows.

(Underlined part indicates amendments)

Current Articles of Incorporation	Proposed Amendments
(Location of the Head Office) Article 3 The Company shall have its head office in Adachi-ku, Tokyo. (New)	(Location of the Head Office) Article 3 The Company shall have its head office in <u>Chiyoda-ku</u> , Tokyo. <u>Supplementary provision</u> <u>The amendment to Article 3 (Location of the Head Office) shall take effect on the date of the relocation of the head office on July 2, 2016. The supplementary provision shall be eliminated after the effective date.</u>

Agenda Item No. 3: Election of One Director

We propose that one Director be newly elected to strengthen the management system and enhance corporate governance.

The Director candidate is as follows.

Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Significant concurrent positions)	Number of Company's shares held
Kumiko Miyamoto (March 1, 1970)	April 2000 Registered as attorney Joined Torikai Law Office January 2008 Became Partner April 2011 External Auditor of Misawa & Co., Ltd. (incumbent) January 2016 Established Wadakura Gate Law Office as Managing Partner (Incumbent)	0 share

Notes:

1. Ms. Kumiko Miyamoto is a newly appointed Director candidate.
2. There are no special conflicts of interest between the Company and the Director candidate.
3. Details of matters concerning External Director candidates
 - (1) Ms. Kumiko Miyamoto is an External Director candidate. If the election of Ms. Miyamoto is approved, the Company will designate her as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange and register her as such with the exchange.
 - (2) The Company proposes the election of Ms. Miyamoto as an External Director in the expectation that she will be able to leverage her specialized knowledge and experience, etc. as an attorney for the management of the Company. Ms. Miyamoto has no experience of corporate management, other than serving as an outside officer in the past. However, based on the above reasons, the Company has determined that she can appropriately execute the duties as External Director.
 - (3) Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with External Directors to limit their liability for damages; provided, however, that limit of the liability provided for in Article 423, Paragraph 1 of the said act shall be the greater of 2 million yen and the amount stipulated by laws and regulations. If the election of Ms. Miyamoto is approved, the Company will conclude the said agreement with her.

Agenda Item No. 4: Election of One Auditor

The term of office of Auditor Eitaro Konno will expire at the close of this Ordinary General Meeting of Shareholders.

Accordingly, the Company proposes that one Auditor be elected.

The Board of Corporate Auditors has consented to this agenda item.

The Auditor candidate is as follows.

Name (Date of birth)	Brief career summary, position at the Company (Significant concurrent positions)		Number of Company's shares held
Eitaro Konno (June 30, 1959)	April 1992	Joined Asahi-Shinwa Kaikeisha (currently, KPMG AZSA LLC)	0 share
	March 1995	Registered as certified public accountant	
	December 1996	Established Konno CPA Office (currently, Nozomi Tax Service)	
	April 2000	Representative Director of FP Fielding Co., Ltd. (currently, Nozomi Capital Management Co., Ltd.)	
	October 2006	Representative Partner of BDO Toyo & Co. (incumbent)	
	May 2007	Elected Director of BDO Toyo & Co.	
	May 2008	Elected Auditor of the Company (incumbent)	
	September 2012	Assumed Director status of BDO Toyo & Co.	
	September 2013	Established Nozomi Real Estate Co., Ltd. as Representative Director (incumbent)	
	August 2014	Elected Director of BDO Toyo & Co. (incumbent)	

(Notes)

1. There are no special conflicts of interest between the Company and the Auditor candidate.
2. Details of matters concerning an External Auditor candidate
 - (1) Mr. Eitaro Konno is an External Auditor candidate.
 - (2) The Company proposes that Mr. Konno be elected as External Auditor in the expectation that he will be able to leverage his specialized knowledge and experience, etc., as a certified public accountant for the management of the Company. There are no conflicts of interest between him and the Company. Mr. Konno is well-versed in the audit operations of corporations based on his experience, including as Director of BDO Toyo & Co. The Company, therefore, has determined that he can appropriately execute the duties as External Auditor of the Company.
 - (3) His tenure as External Auditor will be eight years at the close of this Ordinary General Meeting of Shareholders.
 - (4) Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Konno to limit his liability for damages; provided, however, that the limit of liability provided for in Article 423, Paragraph 1 of the said act shall be the greater of 2 million yen and the amount stipulated by laws and regulations. If the election of Mr. Konno is approved, the Company will continue the said agreement with him.
 - (5) The Company has registered Mr. Konno as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange. If his reelection is approved, he will remain as an Independent Officer of the Company.

Agenda Item No. 5: Election of One Substitute Auditor

The Company proposes that one Substitute Auditor be elected to prepare for a case in which the number of Auditors may fall short of the number stipulated by laws and regulations.

The result of the election of the Substitute Auditor shall be invalidated by a resolution of the Board of Directors with the consent of the Board of Corporate Auditors only if the resolution is adopted before the Substitute Auditor assumes the office.

The Board of Corporate Auditors has consented to this agenda item.

The Substitute Auditor candidate is as follows.

Name (Date of birth)	Brief career summary (Significant concurrent positions)		Number of Company's shares held
Akira Noguchi (July 29, 1951)	June 1977	Joined Nakamura Home Electronics Sales Co., Ltd.	0 share
	December 1984	Established a home electronics sales and repair shop	
	September 1990	Established Keiyo Techno Limited (currently, Keiyo Techno Co., Ltd.) and assumed the position of President	
	August 2002	Reorganized Keiyo Techno Limited into Keiyo Techno Co., Ltd. and assumed the position of President (incumbent)	

(Notes)

1. The Substitute Auditor candidate has assumed the position of the President of Keiyo Techno Co., Ltd., with which the Company has a business transaction relationship involving interior finish work and building equipment installation work, etc.
2. Details of matters concerning the Substitute Outside Auditor
 - (1) Mr. Akira Noguchi is the Substitute Outside Auditor candidate.
 - (2) The Company proposes that Mr. Noguchi be elected in the expectation that he will be able to reflect his extensive experience and wide range of knowledge as a corporate manager in the audit operations of the Company.
 - (3) Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Outside Auditors to limit their liability for damages; provided, however, that the limit of liability provided for in Article 423, Paragraph 1 of the said act shall be the greater of 2 million yen and the amount stipulated by laws and regulations. If the election of Mr. Noguchi is approved, the Company will conclude the said agreement with him.