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Securities identification code: 6332

June 8, 2016

To our shareholders:

Kazuhiko Yamada

President & CEO

Representative Director

Tsukishima Kikai Co., Ltd.

3-5-1, Harumi, Chuo-ku, Tokyo

NOTICE OF THE 154TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 154th Ordinary General Meeting of Shareholders of Tsukishima Kikai Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail.

Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach the Company no later than 6 p.m. Friday, June 24, 2016 (Japan Standard Time).

Meeting Details

- 1. Date and time:** Monday, June 27, 2016 at 10:00 a.m. (Japan Standard Time)
(Reception desk opens at 9:00 a.m.)
- 2. Venue:** Hotel Mariners' Court Tokyo
Meeting room “Hakuho” on the 4th floor
4-7-28, Harumi, Chuo-ku, Tokyo, Japan
(Please refer to the map to the hall for the General Meeting of Shareholders at the end of this notice.)
- 3. Purposes:**
Items to be reported:
 1. Business Report and Consolidated Financial Statements for the 154th Term (from April 1, 2015 to March 31, 2016), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Statutory Auditors.
 2. Non-Consolidated Financial Statements for the 154th Term (from April 1, 2015 to March 31, 2016)**Items to be resolved:**
 - Proposal 1:** Partial amendments to the Articles of Incorporation
 - Proposal 2:** Election of eight (8) Directors
 - Proposal 3:** Election of one (1) substitute Statutory Auditor

Other matters related to this notice

- If you attend the meeting in person, please submit the enclosed voting form at the reception when you arrive. In addition, please bring this Notice of the Ordinary General Meeting of Shareholders with you in order to conserve resources.
- Pursuant to the Company's Articles of Incorporation, if you are exercising your voting rights by proxy, please select a shareholder with voting rights as your proxy. Only one (1) proxy may be used.
- If it becomes necessary to amend the Reference Documents for the General Meetings of Shareholders, Business Reports, Consolidated Financial Statements or Non-Consolidated Financial Statements, any such amendments will be posted on the Company's website.

Company website: <http://www.tsk-g.co.jp>

Matters Concerning Disclosure on the Internet

Of the documents that should be provided with this Notice of the Ordinary General Meeting of Shareholders, Consolidated Statement of changes in Net Assets, Notes to the Consolidated Financial Statements, Non-consolidated Statement of changes in Net Assets and Notes to the Non-Consolidated Financial Statements are provided to shareholders on the Company's website pursuant to the laws, regulations, and provisions in Article 15 of the Articles of Incorporation.

Therefore, the Appendix to this notice is a part of the audit by the Statutory Auditors and Accounting Auditor during preparation of the Audit Report.

Company website: <http://www.tsk-g.co.jp>

Reference Documents for the General Meeting of Shareholders

Proposal 1: Partial amendments to the Articles of Incorporation

1. Reason for proposal

The Act for Partial Revision of the Companies Act (Act No. 90 of 2014) was enforced on May 1, 2015, allowing companies to enter into limited liability agreements with Directors who are not Executive Directors, etc. and Statutory Auditors. Accordingly, the Company will make partial amendments to the provisions of Paragraph 2, Article 28 (Release of Liability of Directors) and Paragraph 2, Article 36 (Release of Liability of Statutory Auditors) of the current Articles of Incorporation, to change the scope of corporate officers with whom limited liability agreements are formed and, further, to set the maximum amount of liability at the amount stipulated in applicable laws and regulations. The consent of each Statutory Auditor has been obtained to the proposed amendments to Paragraph 2, Article 28 (Release of Liability of Directors) of the Articles of Incorporation.

2. Details of the amendments

The details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendments
<p>(Release of Liability of Directors)</p> <p>Article 28. (Omitted)</p> <p>2) The Company and <u>an Outside Director</u> may enter into a contract for the purpose of limiting such Director's liability under Article 423, Paragraph 1 of the Companies Act, as far as the requirements for such limitation stipulated in laws and regulations are satisfied; provided, however, that <u>the amount of such liability shall be a predetermined amount but not less than Japanese Yen 9,500,000 or the sum of the amounts referred to as "minimum liability amount" stipulated by laws and regulations, whichever is the greater.</u></p>	<p>(Release of Liability of Directors)</p> <p>Article 28. (Not amended)</p> <p>2) The Company and a <u>Director (excluding anyone who is an Executive Director, etc.)</u> may enter into a contract for the purpose of limiting such Director's liability under Article 423, Paragraph 1 of the Companies Act, as far as the requirements for such limitation stipulated in laws and regulations are satisfied; provided, however, that <u>the amount of such liability shall be the sum of the amounts referred to as "minimum liability amount" stipulated by laws and regulations.</u></p>

Current Articles of Incorporation	Proposed amendments
<p>(Release of Liability of Statutory Auditors)</p> <p>Article 36. (Omitted)</p> <p>2) The Company and <u>an Outside Statutory Auditor</u> may enter into a contract for the purpose of limiting such Statutory Auditor's liability under Article 423, Paragraph 1 of the Companies Act, as far as the requirements for such limitation stipulated in laws and regulations are satisfied; provided, however, that <u>the amount of such liability shall be a predetermined amount not less than Japanese Yen 9,500,000 or the sum of the amounts referred to as "minimum liability amount" stipulated by laws and regulations, whichever is the greater.</u></p>	<p>(Release of Liability of Statutory Auditors)</p> <p>Article 36. (Not amended)</p> <p>2) The Company and <u>a Statutory Auditor</u> may enter into a contract for the purpose of limiting such Statutory Auditor's liability under Article 423, Paragraph 1 of the Companies Act, as far as the requirements for such limitation stipulated in laws and regulations are satisfied; provided, however, that <u>the amount of such liability shall be the sum of the amounts referred to as "minimum liability amount" stipulated by laws and regulations.</u></p>

Proposal 2: Election of eight (8) Directors

As the term of office will expire for all nine (9) Directors at the conclusion of this meeting, the Company proposes election of eight (8) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Kazuhiko Yamada (January 1, 1947) [Reappointment] Attendance at 13 out of 13 board of directors meetings	April 1969 Joined the Company. April 1998 Executive Officer(Riji) of the Company June 2000 Director of the Company June 2002 Managing Director of the Company June 2003 Senior Managing Director, Representative Director of the Company June 2005 President & CEO, Representative Director of the Company (present position)	75,610
Reasons for nomination as candidate for Director Since his appointment as President & CEO and Representative Director, Kazuhiko Yamada has pursued company-wide operational reforms, and has developed the environmental and energy business and expanded the overseas business to build a foundation for the Company's sustainable growth. Given his strong discernment, and abundant experience and achievements, we ask that his reappointment as Director be approved.			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p>Kikuo Makishima (October 19, 1946)</p> <p>[Reappointment] Attendance at 9 out of 9 board of directors meetings (After appointment in June 2015)</p>	<p>April 1969 Joined the Company.</p> <p>April 1998 Executive Officer(Riji) of the Company</p> <p>June 2000 Director of the Company</p> <p>June 2002 Managing Director of the Company</p> <p>June 2004 President and Representative Director, SUN ECO THERMAL Co., Ltd.</p> <p>December 2006 Representative Director and Vice President, Tsukishima Kankyo Engineering Ltd.</p> <p>June 2007 President and Representative Director, Tsukishima Kankyo Engineering Ltd.</p> <p>June 2011 President & CEO, Representative Director, Tsukishima Kankyo Engineering Ltd.</p> <p>April 2015 Representative Director, Chairman, Tsukishima Kankyo Engineering Ltd. (present position) Senior Managing Executive Officer and Corporate General Manager, Industrial Business Division of the Company (present position)</p> <p>June 2015 Representative Director of the Company (present position)</p>	24,200
<p>Reasons for nomination as candidate for Director</p> <p>Kikuo Makishima has been involved in management as a Representative Director of subsidiaries of the Company and in positions of responsibility for industry-related business in general over many years. Given his strong discernment, and abundant experience and achievements, we ask that his reappointment as Director be approved.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Kazuo Nakajima (September 28, 1952) [Reappointment] Attendance at 13 out of 13 board of directors meetings	<p>April 1975 Joined the Company.</p> <p>June 2003 Senior General Manager, Cost Engineering Dept. of the Company</p> <p>June 2005 Executive Officer of the Company</p> <p>October 2008 Managing Executive Officer of the Company</p> <p>June 2009 Director, Executive Officer and Corporate General Manager, Technology Management Division of the Company</p> <p>January 2011 Corporate General Manager, Engineering Division of the Company (present position)</p> <p>April 2013 Director, Managing Executive Officer of the Company</p> <p>October 2014 Corporate General Manager, Technology Management Division of the Company (present position)</p> <p>April 2015 Director, Senior Managing Executive Officer and Corporate General Manager, Research & Development Division of the Company (present position)</p>		27,200
<p>Reasons for nomination as candidate for Director</p> <p>Kazuo Nakajima has been involved in management in positions of responsibility in the technology division working on design, manufacturing, procurement, quality control, etc. over many years. Given his strong discernment, and abundant experience and achievements, we ask that his reappointment as Director be approved.</p>				

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p>Torahiko Maki (October 28, 1951)</p> <p>[Reappointment] Attendance at 13 out of 13 board of directors meetings</p>	<p>April 1974 Joined Chiyoda Corporation.</p> <p>August 2000 General Manager, licensing Dept. Chiyoda Corporation</p> <p>May 2001 Joined the Company.</p> <p>October 2002 Senior General Manager, Legal & I.P. Dept. of the Company</p> <p>April 2003 Executive Officer of the Company</p> <p>June 2007 Managing Executive Officer of the Company</p> <p>June 2008 Director, Executive Officer and Corporate General Manager, Administration Division of the Company</p> <p>January 2011 Director, Executive Officer and Corporate General Manager, Corporate Planning and Research & Development Division of the Company</p> <p>April 2013 Director, Executive Officer and Corporate General Manager, Corporate Planning Division of the Company</p> <p>April 2014 Corporate General Manager, Corporate Planning and Administration Division of the Company (present position)</p> <p>April 2015 Director, Managing Executive Officer of the Company (present position)</p>	24,800
<p>Reasons for nomination as candidate for Director</p> <p>Torahiko Maki has been involved with management in positions of responsibility in administrative divisions in general, such as intellectual property, legal and general affairs. Given his strong discernment, and abundant experience and achievements in addition to his expertise mentioned above, we ask that his reappointment as Director be approved.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p>Akihiko Watanabe (April 21, 1955)</p> <p>[Reappointment] Attendance at 13 out of 13 board of directors meetings</p>	<p>November 1988 Joined the Company.</p> <p>August 2002 General Manager, Sapporo Sales Branch of the Company</p> <p>June 2007 Representative Director, Vice President and Executive Vice President, Tsukishima Technology Maintenance Service Co., Ltd.</p> <p>April 2008 President & CEO, Representative Director, Tsukishima Technology Maintenance Service Co., Ltd.</p> <p>April 2010 Director, Tsukishima Technology Maintenance Service Co., Ltd. Executive Officer of the Company</p> <p>June 2010 Director, Executive Officer and Deputy Corporate General Manager, Environmental Business Division of the Company</p> <p>April 2013 Corporate General Manager, Environmental Business Division of the Company (present position) Deputy Corporate General Manager, Corporate Planning Division of the Company</p> <p>April 2015 Director, Managing Executive Officer of the Company (present position)</p>	18,500
<p>Reasons for nomination as candidate for Director</p> <p>Akihiko Watanabe has been involved in management as a Representative Director of subsidiary of the Company and in positions of responsibility in the environmental business in general. Given his strong discernment, and abundant experience and achievements, we ask that his reappointment as Director be approved.</p>			
6	<p>Masashi Teranishi (February 6, 1947)</p> <p>[Reappointment] [Outside Director Candidate] Attendance at 13 out of 13 board of directors meetings</p>	<p>April 1969 Joined The Sanwa Bank.</p> <p>June 1995 Director, The Sanwa Bank</p> <p>June 1998 Managing Director of The Sanwa Bank</p> <p>June 1999 Senior Managing Director of The Sanwa Bank</p> <p>January 2002 President & CEO, UFJ Bank, Ltd.</p> <p>June 2002 Director, UFJ Holdings, Inc.</p> <p>July 2004 Corporate Advisor Emeritus, UFJ Bank, Ltd.</p> <p>December 2005 Corporate Advisor of the Company</p> <p>January 2006 Corporate Advisor Emeritus, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (present position)</p> <p>June 2008 Outside Statutory Auditor, Nitto Denko Corporation (present position)</p> <p>June 2011 Outside Director of the Company (present position)</p>	6,000
<p>Reasons for nomination as candidate for Director</p> <p>Masashi Teranishi has made points and shared opinions that have been valuable for the Group's management, based on his long career working for financial institutions and his impressive knowledge about finance. Accordingly, we ask that his reappointment as Outside Director be approved.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Hisao Shigekane (January 6, 1951) [Reappointment] [Outside Director Candidate] Attendance at 13 out of 13 board of directors meetings	<p>April 1974 Joined Fuji Electric Manufacturing Co., Ltd.</p> <p>June 2004 Director, Fuji Electric Device Technology Co., Ltd.</p> <p>June 2006 Managing Director, Fuji Electric Device Technology Co., Ltd.</p> <p>April 2008 Vice President, Fuji Electric Device Technology Co., Ltd.</p> <p>June 2008 President and Representative Director, Fuji Electric Device Technology Co., Ltd. Director, Fuji Electric Holdings Co., Ltd. (currently Fuji Electric Co., Ltd.)</p> <p>June 2009 Senior Executive Officer and Director, Fuji Electric Co., Ltd.</p> <p>April 2011 Senior Managing Executive Officer and Director, Fuji Electric Co., Ltd.</p> <p>April 2012 Executive Vice President and Director, Fuji Electric Co., Ltd.</p> <p>June 2012 Executive Vice President and Elected Corporate Director, Fuji Electric Co., Ltd.</p> <p>April 2014 Elected Corporate Director, Fuji Electric Co., Ltd.</p> <p>June 2014 Outside Director of the Company (present position) Outside Director, Fujitec Co., Ltd. (present position) Special Corporate Advisor, Fuji Electric Co., Ltd. (present position)</p>	900
<p>Reasons for nomination as candidate for Director</p> <p>Hisao Shigekane has made points and shared opinions that have been valuable for the Group's management, based on his impressive experience and knowledge of corporate management built up during a long career in the manufacturing industry. Accordingly, we ask that his reappointment as Outside Director be approved.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Bunyu Futamura (January 9, 1947) [Reappointment] [Outside Director Candidate] Attendance at 9 out of 9 board of directors meetings (After appointment in June 2015)	<p>April 1972 Joined Nippon Steel Corporation.</p> <p>June 2001 Director, Nippon Steel Corporation</p> <p>April 2006 Managing Director, Nippon Steel Corporation</p> <p>June 2006 Managing Executive Officer, Nippon Steel Corporation</p> <p>April 2007 Executive Vice President, Nippon Steel Corporation</p> <p>June 2007 Executive Vice President and Representative Director, Nippon Steel Corporation</p> <p>April 2009 Director, Nippon Steel Corporation</p> <p>June 2009 President and Representative Director, Nippon Steel Chemical Co., Ltd. (currently NIPPON STEEL & SUMIKIN CHEMICAL CO., LTD.)</p> <p>June 2013 Senior Advisor and Director, NIPPON STEEL & SUMIKIN CHEMICAL CO., LTD.</p> <p>April 2014 Senior Advisor, NIPPON STEEL & SUMIKIN CHEMICAL CO., LTD.</p> <p>June 2015 Outside Director of the Company (present position) Outside Director, DAISO CO., LTD. (currently OSAKA SODA CO., LTD.) (present position)</p>	1,900
<p>Reasons for nomination as candidate for Director</p> <p>Bunyu Futamura has made points and shared opinions that have been valuable for the Group's management, based on his impressive experience and knowledge of corporate management built up during a long career in the manufacturing industry. Accordingly, we ask that his reappointment as Outside Director be approved.</p>			

Notes:

1. There is no conflict of interest between any of the candidates and the Company.
2. Masashi Teranishi, Hisao Shigekane, and Bunyu Futamura are Outside Director candidates.
3. Masashi Teranishi, Hisao Shigekane, and Bunyu Futamura will have served in their positions five years, two years and one year, respectively, as of the conclusion of this general meeting of shareholders.
4. All of the candidates for Outside Director meet the Criteria for Assessing the Independence of Outside Directors that the Company has established, and they have been reported to the Tokyo Stock Exchange as independent officers as stipulated by the Tokyo Stock Exchange.
5. The Company has a limited liability agreement with Masashi Teranishi, Hisao Shigekane, and Bunyu Futamura which limits their liabilities; the limit of such liability shall be the higher amount of either a predetermined amount of nine million and five hundred thousand (9,500,000) yen, or the minimum total liability stipulated by laws and regulations. In the event that the aforementioned three individuals are reappointed, on the condition that Proposal 1: Partial amendments to the Articles of Incorporation is approved, the Company plans to enter into a limited liability agreement with the three individuals that will limit their liabilities to the minimum total liability stipulated by laws and regulations.

Reference

Criteria for Assessing the Independence of Independent Outside Directors

Augmenting the criteria for independence stipulated by the Tokyo Stock Exchange, the Company has established the following criteria for assessing the independence of Outside Directors.

1. The individual is not a business executor for the Company or a Group company (Director, Statutory Auditor, Executive Officer, or other employee) and was not in the past as well.
2. The individual is not an important business executor (Director, Statutory Auditor, Accounting Advisor, Operating Officer, Executive Officer, or other important employee) of a major shareholder of the Company (a shareholder holding 10% or more of the voting rights).
3. The individual is not an important business executor of a company in which the Company is a major shareholder.
4. The individual is not a major business partner (a business partner whose payments made or amount received in transactions with the Company in the most recent fiscal year exceed 2% of the Company's non-consolidated total sales; in the event of a financial institution, a business partner whose loans to the Company do not exceed 2% of the Company's total assets in the most recent fiscal year) nor its business executor.
5. The Company is not a major business partner for the individual (a business partner whose payments made or amount received in transactions with the Company in the most recent fiscal year exceed 2% of the counterparty's non-consolidated total sales) nor is the individual's business executor.
6. The individual is not a legal expert, accounting or tax expert, consultant, or research and education specialist and does not belong to such a corporation or group that has received a large sum (in the most recent fiscal year, 10 million yen or more in the case of individuals and an amount equivalent to more than 2% of the corporation's or group's non-consolidated sales in the case of a corporation or group) in compensation or contributions from the Company.
7. The individual does not have any family relationships (family relationships of the third degree or a relative living with the individual) with business executors of the Company or Group companies.
8. In addition to the above, there are no doubts as to the independence of the candidate as an independent Outside Director and no rational reason to determine that the individual would pose a conflict of interest with general shareholders.

Proposal 3: Election of one (1) substitute Statutory Auditor

The Company proposes that one (1) substitute Statutory Auditor be elected to prepare for a case where the number of Statutory Auditors falls below the number stipulated by laws and regulations.

The Board of Statutory Auditors has given its consent to this proposal.

The candidate for substitute Statutory Auditor is as follows:

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Takeshi Odagi (September 14, 1942)	April 1970 Completed Judicial Apprenticeship Training program. Registered as an attorney, Joined ISHI Law Office April 1980 Partner of ISHI Law Office (present position) September 1986 Statutory Auditor, Invesco MIM Investment Advisory Co., Ltd. November 1990 Statutory Auditor, Invesco MIM Investment Trust Management Co., Ltd. June 2002 Outside Statutory Auditor, Snow Brand Milk Products Co., Ltd. (currently MEGMILK SNOW BRAND Co., Ltd.) June 2011 Outside Statutory Auditor, TOKYO ROPE MFG. CO., LTD. (present position)	-
Reasons for nomination as candidate for substitute Statutory Auditor Takeshi Odagi is a candidate for substitute Outside Statutory Auditor because, as an attorney, he is well-versed in corporate legal affairs, and we expect that his high level of expertise will be reflected in our audit system. Other than serving as Outside Statutory Auditor in the past, he does not have experience with corporate management, but for the reasons stated above we believe that he can fulfill his responsibilities satisfactorily as an Outside Statutory Auditor.		

Notes:

1. There is no conflict of interest between Takeshi Odagi and the Company.
2. Takeshi Odagi is a candidate for the position of substitute Outside Statutory Auditor.
3. If Takeshi Odagi becomes an Outside Statutory Auditor, the Company plans to enter into a limited liability agreement with Takeshi Odagi. The limit of the liability based on the agreement is the minimum total liability stipulated by laws and regulations subject to the approval of the Proposal 1, Partial Amendments to the Articles of Incorporation.