

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 7313)
June 2, 2017

To Shareholders with Voting Rights:

Michio Inoue
President
TS TECH CO., LTD.
3-7-27, Sakae-cho, Asaka-shi, Saitama, Japan

NOTICE OF THE 71st ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially invited to attend the 71st Annual General Meeting of Shareholders of TS TECH CO., LTD. (the "Company"). The meeting will be held as described below.

If you will not be able to attend the meeting on the scheduled date, you may exercise your voting rights by mail or electromagnetic methods (via the Internet, etc.). In which case, please review the reference materials enclosed for the Annual General Meeting of Shareholders and exercise the voting rights no later than 17:30 on Thursday, June 22, 2017.

1. **Date and time** Friday, June 23, 2017 at 10:00 a.m., Japan time
(Reception is scheduled to start from 9:00 a.m.)
2. **Place** Ballroom Fuji on the 3rd floor of Hotel Metropolitan
1-6-1, Nishi-Ikebukuro, Toshima-ku, Tokyo, Japan
(See the access map at the end of this document for the location of the venue.)
3. **Agenda of the Meeting**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements for the Company's 71st Fiscal Year (April 1, 2016 - March 31, 2017) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements.
 2. Non-Consolidated Financial Statements for the Company's 71st Fiscal Year (April 1, 2016 - March 31, 2017)

Proposals to be resolved:

- | | |
|-------------|---|
| Proposal 1: | Appropriation of Surplus |
| Proposal 2: | Partial Revision of the Articles of Incorporation |
| Proposal 3: | Election of One (1) Auditors |
| Proposal 4: | Election of One (1) Substitute Auditor |

-
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - In the event that the Reference Documents for the Annual General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website.
 - When voting rights are exercised more than once via the Internet, etc., the last vote will be treated the valid exercise of the voting rights. The same shall apply when the voting form is reissued and resubmitted in writing. However, where votes are exercised duplicate both via the Internet, etc. and in writing, the voting rights exercised via the Internet shall be treated as the validly exercised vote, irrespective of the time and date of arrival of such vote in writing.
 - If there is no indication of approval or disapproval on each of the proposals (or an abstention from voting), it will be treated as the intent to approve.

Japanese: <http://www.tstech.co.jp>

English: <http://www.tstech.co.jp/english>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company regards distribution of profits to shareholders as one of its most important management priorities as it strives to improve its corporate value through business development from long-term and global perspectives.

With respect to the dividend, the basis is to take into consideration the trends in consolidated financial results and the internal reserve to strengthen the consolidated business structure. In addition, the general reserve is proposed as follows, taking into consideration factors such as internal reserve for stable and ongoing corporate growth.

1. Matters concerning the year-end dividend
 - (1) Matters concerning allotment of dividends to shareholders and the total amount thereof
Dividend per share of the Company's common stock: 35 yen (cash)
Total amount: 2,379,928,250 yen
 - (2) Effective date of payment of dividend
June 26, 2017

2. Matters concerning appropriation of surplus
 - (1) Item of increased surplus and the amount thereof
General reserve: 3,000,000,000 yen
 - (2) Item of decreased surplus and the amount thereof
Retained earnings brought forward: 3,000,000,000 yen

Proposal 2: Partial Revision in Articles of Incorporation

(1) Reason for Revision

The Act for Partial Revision of the Pharmaceutical Affairs Law (Act No. 84, 2013) was enforced on November 25, 2014. As a result of changes in regulations governing medical equipment, the Company proposed to make the necessary revision in Article 2 (Purpose) of the current Articles of Incorporation of the Company.

(2) Content of Revisions

The details of revisions are as follows:

(Portions to be revised are underlined.)

Current Articles of Incorporation	Proposed Revision
<p>(Purpose) Article 2 The Company shall be organized to engage in the following business activities:</p> <p>1. ~ 2. (Articles omitted)</p> <p>3. Manufacture, sales, and export/import of parts for medical and healthcare machinery, and machinery for hygiene;</p> <p>4.~ 10. (Articles omitted)</p>	<p>(Purpose) Article 2 The Company shall be organized to engage in the following business activities:</p> <p>1. ~ 2. (Remain unchanged)</p> <p>3. Manufacture, sales, and export/import of <u>medical equipment,</u> parts for medical and healthcare machinery, and machinery for hygiene;</p> <p>4. ~ 10. (Remain unchanged)</p>

Proposal 3: Election of One (1) Auditors

The term of office for Auditor Masao Uzawa will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of One (1) Auditors.

With respect to the submission of this proposal, the consent of the Board of Auditors has been obtained.

The candidates for Auditor are as follows:

Name (Date of birth)	Career summary, positions, at the Company, and significant positions currently held at other corporations		Number of shares of the Company held
Akihiro Miyota (December 19, 1957)	April 1976	Joined the Company	8,736 shares
	April 2006	Development and Engineering Division, Model LPL Department General Manager of the Company	
	April 2008	Operating Officer of the Company, Development and Engineering Division, Deputy Executive General Manager of the Company	
	April 2010	Operating Officer of the Company Executive Vice President of TS TECH NORTH AMERICA, INC. (Current TS TECH AMERICAS, INC.)	
	April 2015	Managing Officer of the Company (incumbent)	

(Notes)

1. No material conflict of interest exists between Mr. Akihiro Miyota and the Company.
2. Mr. Akihiro Miyota is a new auditor candidate.

Proposal 4: Election of One (1) Substitute Auditor

In order to ensure continuity in audit operations in the event that the number of Auditors falls below the number required by laws and regulations, it is proposed to elect Mr. Kazunori Wasemoto as a Substitute Outside Auditor.

In addition, the appointment may be rescinded based upon a resolution by the Board of Directors, provided that it occurs only prior to his assumption of office and with the consent of the Board of Auditors.

The Board of Auditors has given its advance consent to the submission of this proposal.

The candidate for Substitute Auditor is as follows:

Name (Date of birth)	Career summary and significant concurrent positions		Number of shares of the Company held
Kazunori Wasemoto (July 6, 1962)	April 1996	Registered as an Attorney Joined Iida & Kuriu Patent and Law Office (currently Haru Law Office)	—
	October 2000	Partner of Iida & Kuriu Patent and Law Office	
	August 2010	Hayasaka & Wasemoto Law Office (to present)	
	June 2014	Outside Director, Yamada Corporation (to present)	

(Notes)

1. No material conflict of interest exists between Mr. Kazunori Wasemoto, the candidate, and the Company.
2. Mr. Kazunori Wasemoto is a candidate for Substitute Outside Auditor and meets the requirements for an Independent Auditor stipulated by Tokyo Stock Exchange, Inc.
3. Mr. Kazunori Wasemoto possesses professional views as an attorney and a range of knowledge and experience, and accordingly the Company proposes his election as a Substitute Outside Auditor. Although he has not been engaged in corporate management other than serving as an Outside Director or an Outside Auditor, based upon the reasons listed above, the Company believes that he is capable of successfully fulfilling his responsibility as an Outside Auditor if he assumes office as an Outside Auditor.
4. If Mr. Kazunori Wasemoto assumes office as an Auditor, pursuant to the provisions of the Articles of Incorporation of the Company, the Company will enter into an agreement with him to limit his liability for damages as stipulated by Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. The amount of liability pursuant to the agreement is limited to the minimum liability amount stipulated by Article 425, Paragraph 1 of the same Act.