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Securities Code: 7246

June 5, 2019

Dear Shareholders,

Tetsushi Mino  
Representative Director  
**PRESS KOGYO CO., LTD.**  
1-1-1 Shiohama, Kawasaki-ku,  
Kawasaki-shi, Kanagawa

## Notice of the 117th Annual Shareholders' Meeting

You are cordially invited to attend the 117th Annual Shareholders' Meeting of Press Kogyo Co., Ltd. (the "Company") to be held on June 27, 2019 as detailed below.

### Details

1. Date and Time: Thursday, June 27, 2019, at 10:00 a.m.
2. Place: Conference Room of the Company's Head Office  
1-1-1 Shiohama, Kawasaki-ku, Kawasaki-shi, Kanagawa
3. Purpose of the Meeting  
Matters to be reported:
  1. Business Report, Consolidated Financial Statements and Audit Reports of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee for the 117th Fiscal Year (from April 1, 2018 to March 31, 2019)
  2. Non-Consolidated Financial Statements for the 117th Fiscal Year (from April 1, 2018 to March 31, 2019)

### Matters to be resolved:

- Proposal 1: Appropriation of Surplus
- Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal 3: Payment of Bonuses to Officers

## Reference Documents for the Shareholders' Meeting

### Proposal 1: Appropriation of Surplus

Regarding the year-end dividends for the 117th fiscal year, after taking into comprehensive consideration the performance for the current fiscal year and future capital demands among other factors, in accordance with the capital policy of the Company, we propose to pay as described below.

(1) Type of dividend property:

We will pay in cash.

(2) Item concerning allocation of dividend property and its total amount:

We propose the year-end dividend of 7.5 yen per common share of the Company (total amount of dividends: 824,261,655 yen). Since the interim dividend in the amount of 6.5 yen per share has been distributed, the annual dividend for the current fiscal year would be 14 yen per share.

(3) Effective date of dividend of surplus:

We propose the effective date of dividend to be June 28, 2019.

### (Reference: 1) Capital policy of the Company

Fundamental policy of Press Kogyo Group is to aim for sustainable growth and increased corporate value over the mid- to long-term through business activities, while maintaining the necessary shareholders' equity level and providing sustainable and stable returns to shareholders.

1. Maintenance of necessary shareholders' equity level

Financial soundness shall be ensured by comprehensively taking into consideration growth investment, response capability toward operating risk, maintenance of ratings, etc.

2. Dividend policy

Dividend amount for each period shall be determined by comprehensively taking into consideration the performance and capital demands among other factors, after setting the consolidated dividend payout ratio of 20% as the mid-term target. Frequency of dividend payments shall be twice a year in principle.

3. Acquisition of treasury stock, etc.

Changes in the business environment shall be responded with flexibility, and financial measures leading to increased corporate value such as acquisition or cancelation of treasury stocks shall be implemented.

### (Reference: 2) Change in dividends per share

(Unit: yen)

	114th fiscal year (Fiscal year ended March 31, 2016)	115th fiscal year (Fiscal year ended March 31, 2017)	116th fiscal year (Fiscal year ended March 31, 2018)	117th fiscal year (current) (Fiscal year ended March 31, 2019)
Interim dividends per share	5.00	5.00	6.00	6.50
Year-end dividends per share	6.00	6.00	6.00	7.50 (planned)
Annual dividends per share	11.00	11.00	12.00	14.00 (planned)
Consolidated dividend payout ratio	21.3%	22.7%	22.3%	20.3% (planned)

## Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

All six (6) Directors (excluding Directors who are Audit & Supervisory Committee Members, hereinafter referred to as “Director(s)”) will retire from office due to expiration of their terms of office at the conclusion of this Shareholders’ Meeting. In addition, Director Mr. Hiroshige Kakudo retired from office by resignation on December 31, 2018.

Accordingly, we propose the election of seven (7) Directors.

Also, after a review by the Audit & Supervisory Committee, they have expressed the opinion that each candidate in this proposal is qualified.

The candidates for Director are as follows:

No.	Name	Reelected/ Newly appointed	Position and areas of responsibility in the Company	Significant concurrent positions outside the Company	Attendance at meetings of the Board of Directors
1	Tetsushi Mino	Reelected	Representative Director, President & CEO In charge of Internal Audit Dept.		18/18 (100.0%)
2	Satoru Murayama	Reelected	Representative Director, Executive Vice President & CTO Overseeing of Engineering & Development Division and Manufacturing Division		18/18 (100.0%)
3	Kazuhiko Onami	Reelected	Director, Senior Executive Managing Officer & CFO In charge of Corporate Administration Division		18/18 (100.0%)
4	Yasuhiko Ikeda	Reelected	Director, Senior Executive Managing Officer In charge of Corporate Planning Division Overseeing of Overseas Operations		18/18 (100.0%)
5	Takashi Nakayama	Reelected	Director, Executive Managing Officer In charge of Business Development and Administration Division	Chairman of PM CABIN MANUFACTURING CO., LTD.  Chairman of PK MANUFACTURING (SUZHOU) CO., LTD.  Chairman of PRESS KOGYO MINI CABIN (SUZHOU) CO., LTD.	14/14 (100.0%)
6	Noriaki Endo	Reelected	Director, Executive Managing Officer In charge of Engineering & Development Division		18/18 (100.0%)
7	Noboru Masuda	Newly appointed	Executive Managing Officer In charge of Manufacturing Division		

Note: As candidate Mr. Nakayama was appointed at the 116th Annual Shareholders’ Meeting held on June 28, 2018, the total number of meetings shown in his attendance at meetings of the Board of Directors reflects the number of meetings held after his appointment.

No.	Name (Date of birth)	Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
1 Reelected	Tetsushi Mino (April 24, 1957)  Attendance at meetings of the Board of Directors 18/18 (100.0%)	<p>April 1980 Joined the Company</p> <p>April 2009 Executive Officer of the Company</p> <p>April 2012 Senior Executive Officer of the Company</p> <p>April 2013 Executive Managing Officer of the Company</p> <p>June 2013 Director, Executive Managing Officer of the Company</p> <p>June 2017 Director, Senior Executive Managing Officer of the Company</p> <p>June 2018 Representative Director, President &amp; CEO of the Company (to the present)</p> <p><i>Responsibilities</i> In charge of Internal Audit Dept.</p>	55,000
2 Reelected	Satoru Murayama (October 9, 1956)  Attendance at meetings of the Board of Directors 18/18 (100.0%)	<p>April 1980 Joined the Company</p> <p>April 2009 Executive Officer of the Company</p> <p>April 2012 Senior Executive Officer of the Company</p> <p>April 2013 Executive Managing Officer of the Company</p> <p>June 2013 Director, Executive Managing Officer of the Company</p> <p>June 2017 Director, Senior Executive Managing Officer of the Company</p> <p>June 2018 Representative Director, Senior Executive Managing Officer of the Company</p> <p>April 2019 Representative Director, Executive Vice President of the Company (to the present)</p> <p><i>Responsibilities</i> Overseeing of Engineering &amp; Development Division and Manufacturing Division</p>	54,800
3 Reelected	Kazuhiko Onami (September 10, 1955)  Attendance at meetings of the Board of Directors 18/18 (100.0%)	<p>April 1982 Joined the Company</p> <p>April 2010 Executive Officer of the Company</p> <p>April 2013 Senior Executive Officer of the Company</p> <p>April 2014 Executive Managing Officer of the Company</p> <p>June 2016 Director, Executive Managing Officer of the Company</p> <p>June 2018 Director, Senior Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i> In charge of Corporate Administration Division</p>	47,700

No.	Name (Date of birth)	Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
4 Reelected	Yasuhiko Ikeda (September 14, 1953)  Attendance at meetings of the Board of Directors 18/18 (100.0%)	<p>April 1977 Joined the Company</p> <p>April 2008 Executive Officer of the Company</p> <p>April 2010 Senior Executive Officer of the Company</p> <p>April 2011 Executive Managing Officer of the Company</p> <p>June 2012 Director, Executive Managing Officer of the Company</p> <p>April 2016 Director, Senior Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i></p> <p>In charge of Corporate Planning Division</p> <p>Overseeing of Overseas Operations</p> <p><i>Reasons for nomination as candidate for Director</i></p> <p>Mr. Ikeda has experience mainly in the Overseas Operation and Management Planning Department of the Company and has deep knowledge and achievements in the Company's overseas business and overall management. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p>	70,800
5 Reelected	Takashi Nakayama (October 30, 1956)  Attendance at meetings of the Board of Directors 14/14 (100.0%)	<p>April 1980 Joined the Company</p> <p>April 2009 Executive Officer of the Company</p> <p>April 2012 Senior Executive Officer of the Company</p> <p>April 2013 Executive Managing Officer of the Company</p> <p>June 2018 Director, Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i></p> <p>In charge of Business Development and Administration Division</p> <p><i>Significant concurrent positions outside the Company</i></p> <p>Chairman of PM CABIN MANUFACTURING CO., LTD.</p> <p>Chairman of PK MANUFACTURING (SUZHOU) CO., LTD.</p> <p>Chairman of PRESS KOGYO MINI CABIN (SUZHOU) CO., LTD.</p> <p><i>Reasons for nomination as candidate for Director</i></p> <p>Mr. Nakayama has experience mainly in the Sales and Purchasing Department of the Company and has deep knowledge and achievements in the Company's sales, purchasing business and overall management through his involvement in the management of a Chinese subsidiary for many years. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p>	58,500
6 Reelected	Noriaki Endo (March 4, 1957)  Attendance at meetings of the Board of Directors 18/18 (100.0%)	<p>April 1975 Joined the Company</p> <p>April 2010 Executive Officer of the Company</p> <p>April 2012 Senior Executive Officer of the Company</p> <p>April 2014 Executive Managing Officer of the Company</p> <p>June 2016 Director, Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i></p> <p>In charge of Engineering &amp; Development Division</p> <p><i>Reasons for nomination as candidate for Director</i></p> <p>Mr. Endo has experience mainly in the Design and Factory Department of the Company and has deep knowledge and achievements in the Company's development and manufacturing business. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and continues to nominate him as a candidate for Director.</p>	46,300

No.	Name (Date of birth)	Career summary, position, areas of responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
7 Newly appointed	Noboru Masuda (April 13, 1959)	<p>April 1982 Joined the Company</p> <p>April 2008 General Manager of Tool &amp; Machinery Engineering Dept. of the Company</p> <p>October 2009 Plant Manager of Kawasaki Plant of the Company</p> <p>October 2012 Plant Manager of Fujisawa Plant of the Company</p> <p>April 2015 Executive Officer of the Company</p> <p>April 2017 Senior Executive Officer of the Company</p> <p>April 2018 Executive Managing Officer of the Company (to the present)</p> <p><i>Responsibilities</i></p> <p>In charge of Manufacturing Division</p>	19,200
		Mr. Masuda has experience mainly in the Tool & Machinery Engineering and Factory Department of the Company and has deep knowledge and achievements in the Company's tool & machinery and manufacturing business. Based on such experience and considerable insight, the Company has judged that he is able to make decisions relating to execution of important business and supervise the management, and nominates him as a candidate for Director.	

Note: Candidate Mr. Nakayama is Chairman of PM CABIN MANUFACTURING CO., LTD., PK MANUFACTURING (SUZHOU) CO., LTD., and PRESS KOGYO MINI CABIN (SUZHOU) CO., LTD. The Company has a business relationship with them regarding sales of parts, lending funds, etc. There are no other special interests between any of the other candidates and the Company.

### **Proposal 3: Payment of Bonuses to Officers**

Taking into consideration the performance of the current fiscal year, among other factors, we propose to pay “Bonuses to officers” at the amount of 120 million yen to six (6) Directors (excluding Directors who are Audit & Supervisory Committee Members, hereinafter referred to as “Director(s)”) in office as of the end of the current fiscal year.

Note that the Company plans to entrust the decision of individual amounts to be paid to each Director to the discretion of the Board of Directors.

Regarding the amount of remuneration to be paid to Directors, a resolution that this amount should not exceed 400 million yen per year (provided that this amount does not include the employee salary portion) was passed at the 114th Annual Shareholders’ Meeting held on June 29, 2016. We request that shareholders approve this proposal in a separate frame from the aforementioned annual remuneration amount.

Also, after a review by the Audit & Supervisory Committee, they have expressed the opinion that this proposal is appropriate.