

To: Shareholders

TBK Co., Ltd.

4-21-1 Minami Naruse, Machida-shi, Tokyo
Takaaki Kishi
President

**NOTICE OF CONVOCATION OF
THE 83rd ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

You are cordially invited to attend the 83rd Ordinary General Meeting of Shareholders of TBK Co., Ltd (the “Company” or “TBK”). The Meeting will be held as follows:

If you are unable to attend the Meeting in person, you may exercise your voting right in writing. Please take a moment to review the attached Reference Materials for the General Meeting of Shareholders and send us the enclosed voting form by return mail, indicating your votes for or against the proposals, to arrive by no later than 5:15 p.m. on Wednesday, June 19, 2019.

1. Time and Date:
10:00 a.m., Thursday, June 20, 2019
2. Venue:
Best Western Rembrandt Hotel Tokyo-Machida
3-2-9 Haramachida, Machida-shi, Tokyo
“*Sango-no-Ma* (Coral Hall)” on the 1st Basement level
(Please see the “Guide Map to the Venue of the General Meeting of Shareholders” at the end of this notice for directions to the venue.)
3. Agenda for the Meeting
Items to be Reported:
 1. Reports on the Business Report and the Consolidated Financial Statements for the 83rd business term (April 1, 2018 to March 31, 2019) and the results of audits on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Report on the Non-Consolidated Financial Statements for the 83rd business term (April 1, 2018 to March 31, 2019)

Items to be Resolved:

Item 1: Election of Six (6) Directors

Item 2: Election of One (1) Substitute Audit & Supervisory Board Member

Item 3: Introduction of Share Compensation Plan with respect to Directors

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If you plan to attend the Meeting in person, please submit the enclosed voting form at the reception desk. Further, please bring this “Notice of Convocation” with you, in order to reduce paper usage.

Of the documents required to be provided upon the making of this Notice, the Notes to the Consolidated Financial Statements and Notes to the Non-Consolidated Financial Statements are not contained in the documents attached hereto as they are instead available on the Company’s website at http://www.tbk-jp.com/index_en.htm in accordance with the laws and regulations and Article 16 of the Company’s Articles of Incorporation. Accordingly, the documents attached hereto are merely portions of the Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Audit & Supervisory Board and the Accounting Auditor for preparation of the Audit Report and the Accounting Audit Report, respectively.

Any revision of the Reference Materials for the General Meeting of Shareholders, the Business Report, and the Consolidated and Non-Consolidated Financial Statements will be notified on the Company’s website at http://www.tbk-jp.com/index_en.htm.

From this Notice of Convocation of the 83rd Ordinary General Meeting of Shareholders, the years shall be represented using the Gregorian calendar instead of the name of the Japanese era.

Reference Materials for the General Meeting of Shareholders

Item 1: Election of Six (6) Directors

The term of office for all of the current six (6) Directors will expire at the closing of this Ordinary General Meeting of Shareholders. Accordingly, it is proposed that six (6) Directors be elected.

The candidates for Directors are as follows:

Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Concurrent Positions)	Number of Shares of the Company Owned
1	Takaaki Kishi (July 1, 1953)	October 1977: Joined TBK June 2008: Executive Officer, General Manager of Quality Assurance Division and responsible for Quality Control Division, TBK October 2009: Executive Officer and General Manager of Sales Division, TBK June 2012: Director, Executive Officer, General Manager of Sales Division No. 1 and responsible for Sales Division No. 2, TBK April 2013: Director, Managing Executive Officer, General Manager of Sales Division No. 1 and Head of Domestic Business Unit, TBK April 2014 to Present: President, TBK	31,400 Shares
	(Reason for Election) Mr. Takaaki Kishi has served as President of the Company, executing the Board's resolutions and operating the Company's businesses. Since his assumption of office as President in April 2014, he has shown a wealth of experience and knowledge through his activities such as striving for the expansion of sales. Considering that he is qualified to promote the Group's management and reinforce its corporate governance, he is nominated as a candidate for Director.		
2	Kenji Yamada (May 29, 1955)	April 2010: Joined TBK August 2010: Executive Officer and General Manager of General Affairs Division, TBK June 2013: Director, Executive Officer, General Manager of General Affairs Division and responsible for Operation Audit Office April 2016: Director, Managing Executive Officer, General Manager of General Affairs Division and Head of Planning & Control Unit, TBK April 2017: Director, Managing Executive Officer and Head of Planning & Control Unit, TBK April 2019 to Present: Director, Managing Executive Officer, Head of Planning & Control	22,800 Shares

Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Concurrent Positions)	Number of Shares of the Company Owned
		Unit and responsible for Business Strategy Promotion Office, TBK	
	(Reason for Election) Through his responsibilities in the Business Planning Unit and Risk Compliance Unit of the Company and in the banking industry, Mr. Kenji Yamada has shown a wealth of experience, achievements and knowledge regarding management, finance and compliance. Considering that he is qualified to promote the Group's management and reinforce its corporate governance, he is nominated as a candidate for Director.		
3	Satoshi Azuhata (April 14, 1955)	March 1974: Joined Tokyo Seiko Co., Ltd. April 2014: Executive Officer and General Manager of Production Control Division, TBK April 2015: Executive Officer, General Manager of Production Control Division and responsible for Sales Unit, TBK July 2015: Executive Officer and responsible for Sales Unit and Production Control Division, TBK April 2016: Executive Officer and responsible for Domestic Sales Unit and Production Control Division, TBK June 2016: Director, Executive Officer, and responsible for Domestic Sales Unit and Production Control Division, TBK April 2018: Director, Managing Executive Officer, and responsible for Domestic and Overseas Sales Unit and Production Control Division, TBK October 2018 to Present: Director, Managing Executive Officer, Head of Domestic and Overseas Sales Unit and responsible for Production Control Division, TBK	16,400 Shares
	(Reason for Election) Mr. Satoshi Azuhata has broad experience in the Sales Unit and Production Control Unit and he has shown his experience, achievements and knowledge relating to sales and production control through his contribution to innovating core systems for production control. Considering that he is qualified to expand the Group's sales and improve production efficiency, he is nominated as a candidate for Director.		
4	Tsutomu Sato (September 1, 1959)	April 1980: Joined TBK April 2015: Executive Officer, Manager of Fukushima Plant, General Manager of Manufacturing Division, responsible for Preparation for Production Office, TBK	10,500 Shares

Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Concurrent Positions)	Number of Shares of the Company Owned
		<p>April 2016: Executive Officer, Manager of Fukushima Plant, General Manager of Manufacturing Division, Head of Domestic Plants, responsible for Preparation for Production Office, TBK</p> <p>April 2017: Executive Officer, Manager of Fukushima Plant, Head of Domestic Plants, and responsible for Quality Unit and Preparation for Production Office</p> <p>June 2017: Director, Executive Officer, Manager of Fukushima Plant, Head of Domestic Plants, and responsible for Quality Unit, Engineering Unit and Preparation for Production Office</p> <p>January 2018: Director, Executive Officer, Manager of Fukushima Plant, General Manager of Manufacturing Division, Head of Domestic and Overseas Plants, Head of Domestic and Overseas Engineering Unit and responsible for Domestic and Overseas Quality Unit and Preparation for Production Office</p> <p>April 2019 to Present: Director, Executive Officer, Manager of Fukushima Plant, General Manager of Manufacturing Division, Head of Overseas Plants, Head of Domestic and Overseas Engineering Unit and responsible for Domestic and Overseas Quality Unit and Preparation for Production Office</p>	
	<p>(Reason for Election)</p> <p>Mr. Tsutomu Sato has broad experience in the Manufacturing Unit and Engineering Unit and he has shown his experience, achievements and knowledge regarding manufacturing and engineering through his service as Manager of the Fukushima Plant. Considering that he is qualified to enhance the group's productivity and quality, he is nominated as a candidate for Director.</p>		
5	Hiroshi Takahashi (February 2, 1947)	<p>April 1969: Joined the Bank of Yokohama, Ltd. ("Bank of Yokohama")</p> <p>June 1997: Director, Bank of Yokohama</p> <p>June 1999: Managing Executive Officer, Bank of Yokohama</p> <p>June 2000: Director, Kyosan Electric Manufacturing Co., Ltd. ("Kyosan")</p> <p>June 2001: Managing Director, Kyosan</p> <p>June 2004: Director and Managing Executive</p>	7,700 Shares

Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Concurrent Positions)	Number of Shares of the Company Owned
6		Officer, Kyosan June 2009: Full-Time Audit & Supervisory Board Member, Mikuni Corp. September 2009: Outside Director, Kudo Corporation June 2014 to Present: Director, TBK	
	(Reason for Election) Mr. Hiroshi Takahashi has made and provided appropriate proposals and advice for the Group by supervising the execution of duties by Directors from an independent standpoint based on a wealth of experience and achievements and broad knowledge and insights into the business management, etc. of banks and business companies. Considering that he will greatly contribute to reinforcing the functions of the Board of Directors and corporate governance, he is nominated as a candidate for Outside Director.		
6	Masayuki Yamazaki (September 16, 1947)	April 1970: Joined Taiyo Bank Limited June 1998: Director, the Sakura Bank, Limited April 2001: Managing Director, the Wakashio Bank, Ltd. March 2003: Representative Director and President, SMBC Loan Administration and Operations Service Co., Ltd. April 2011: Director, Tokyo Women's Medical University June 2013: Outside Audit & Supervisory Board Member, Iwasaki Electric Co., Ltd. June 2015 to Present: Director, TBK	4,400 Shares
	(Reason for Election) Mr. Masayuki Yamazaki has made and provided appropriate proposals and advice for the Group by supervising the execution of duties by Directors from an independent standpoint based on a wealth of experience and achievements and broad knowledge and insights into the business management, etc. of banks and business companies. Considering that he will greatly contribute to reinforcing the functions of the Board of Directors and corporate governance, he is nominated as a candidate for Outside Director.		

- (Notes)
1. None of the candidates have any special interest in the Company.
 2. Messrs. Hiroshi Takahashi and Masayuki Yamazaki are candidates for Outside Directors.
 3. Mr. Hiroshi Takahashi will have been an Outside Director of the Company for five (5) years at the closing of this Ordinary General Meeting of Shareholders.

4. Mr. Masayuki Yamazaki will have been an Outside Director of the Company for four (4) years at the closing of this Ordinary General Meeting of Shareholders.
5. The Company has entered into an agreement with Messrs. Hiroshi Takahashi and Masayuki Yamazaki which limits their liability under Article 427, Paragraph 1 of the Companies Act. The said agreement limits their liability for damages to either JPY 1,000,000 or the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act, whichever is higher. If the reappointments of Messrs. Hiroshi Takahashi and Masayuki Yamazaki are approved, the Company will continue the said agreement with them.
6. The Company has registered Messrs. Hiroshi Takahashi and Masayuki Yamazaki as Independent Officers, as prescribed by the Tokyo Stock Exchange.

Item 2: Election of One (1) Substitute Audit & Supervisory Board Member

The term of office of the Substitute Audit & Supervisory Board Member who was elected at the 82nd Ordinary General Meeting of Shareholders will expire at the start of this Ordinary General Meeting of Shareholders. Accordingly, in the case of a vacancy in the number of company auditors as prescribed by the laws and regulations, it is proposed that a Substitute Audit & Supervisory Board Member be elected.

This Item has been approved by the Audit & Supervisory Board.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Concurrent Positions)	Number of Shares of the Company Owned
Hiroaki Katayama (October 26, 1951)	<p>July 1985: Joined TBK</p> <p>December 2006: Managing Director, TBKK (Thailand) Co., Ltd.</p> <p>June 2008: Executive Officer and General Manager of R&D Division No.1, TBK</p> <p>June 2010: Director, Executive Officer, General Manager of R&D Administration Division and responsible for R&D Unit, TBK</p> <p>April 2013: Director, Managing Executive Officer, Head of International Business Unit and responsible for R&D Unit, TBK</p> <p>April 2018: Director, Advisor, TBK</p> <p>June 2018 to Present: Advisor, TBK</p>	27,700 Shares

- (Notes)
1. The candidate has no special interest in the Company.
 2. If Mr. Hiroaki Katayama is elected to the office of a Substitute Audit & Supervisory Board Member, the Company will enter into an agreement with

Mr. Hiroaki Katayama under Article 427, Paragraph 1 of the Companies Act, which limits his liability for damages to either JPY 1,000,000 or the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act, whichever is higher.

Item 3: Introduction of Share Compensation Plan with respect to Directors

1. Reasons for Proposal

This Item is to ask for your approval for the introduction of a new share compensation plan called the “Board Benefit Trust (BBT)” (the “Plan”) with respect to the Company’s Directors (including Outside Directors; unless otherwise specified, the same shall apply hereinafter in this Item) and Executive Officers (together with directors, the “Directors, etc.”).

The Plan will be introduced after adjusting (such as decreasing) part of the current amount of monetary compensation, and as a substitute thereof. By further clarifying the link between the compensation of the Directors, etc. and the value of the Company’s shares, and having the Directors, etc. share with our shareholders not only the benefits of a rise but also the risks of a decline in share prices, the Plan aims to increase awareness of Directors (excluding Outside Directors) and Executive Officers to contribute to the improvement of business results and the enhancement of corporate value over the medium to long term, and to motivate the Outside Directors to enhance the social evaluation of the Company through ensuring the soundness of the Company’s management, as well as the Company’s social reliability. In light of these purposes, the Company deems the contents of this Item to be reasonable.

This Item is to ask for your approval with respect to the amount of compensation, etc., in order to provide a new form of share compensation to the Company’s Directors, separate from the amount of compensation for Directors (within 350 million yen per year, excluding employee salaries) as approved at the 77th Ordinary General Meeting of Shareholders held on June 20, 2013. The details of the Plan will be decided by the Board of Directors within the framework specified in 2. below.

If Item 1 is approved as originally proposed, the number of Directors subject to the Plan will be six (6) (including two (2) Outside Directors).

Since the Plan comprehensively provides not only for the compensation of Directors but also for the compensation of Executive Officers, the explanation specified in “2. Amount of Compensation, etc., and Reference Information Regarding the Plan” relates to the plan which combines both of them.

2. Amount of Compensation, etc., and Reference Information Regarding the Plan

(1) Overview of the Plan

The Plan is a share compensation plan in which the Company’s shares will be acquired through a trust (the trust set up under the Plan shall hereinafter be referred to as the “Trust”) using money contributed by the Company as a financial source, and such shares shall be distributed to the Directors, etc., through the Trust in accordance with the Share Benefit Regulations for Officers prescribed by the Company.

Persons subject to the Plan	Directors (including Outside Directors) and Executive Officers
Maximum amount of money contributed by the Company to the Trust (as specified in (2) below)	720 million yen for five (5) business years (among which, the amount for Directors shall be 420 million yen (including 10 million yen for Outside Directors))
Trust's method of acquiring the Company's Shares (as specified in (3) below)	Acquisition through the stock market or the acquisition of Company's disposal of treasury shares
Timing for distribution of the Company's Shares (as specified in (5) below)	In principle, upon retirement of the relevant Director, etc.

(2) Amount to be Entrusted (Amount of Compensation, etc.)

On the condition that this Item is approved, the Company will introduce the Plan targeting the five (5)-business-year period from the business year ending at the end of March 2020 to the business year ending at the end of March 2024 (the "Initial Target Period"; the Initial Target Period and each period of five (5) business years which starts after such Initial Target Period shall each be referred to as a "Target Period") and each subsequent Target Period, and will contribute the following money to the Trust as financial source for the Trust's acquisition of the Company's shares in order to distribute such shares to the Directors, etc.

First, upon setting up of the Trust (planned for August 2019), the Company will contribute funds up to 720 million yen (among which, the amount for Directors shall be 420 million yen (including 10 million yen for Outside Directors)) to the Trust as necessary capital source for the Initial Target Period.

After the Initial Target Period, during the period until the Plan is terminated, the Company will additionally contribute up to 720 million yen (among which, the amount for Directors shall be 420 million yen (including 10 million yen for Outside Directors)) to the Trust for each Target Period, in principle; provided, however, that, upon making such additional contribution, if there are any Company's shares (excluding those corresponding to the number of points granted to the Directors, etc., with respect to each immediately preceding Target Periods and that have not been distributed to the Directors, etc.) and/or any money remaining in the trust assets (collectively, "Residual Shares, etc."), the total of the amount of such Residual Shares, etc., (with respect to the Company's shares, book value of the last day of the immediately preceding Target Period) and the amount of such additional contribution of cash shall be up to 720 million yen (among which, the amount for Directors shall be 420 million yen (including 10 million yen for Outside Directors)).

During any Target Period, including the Initial Target Period, the Company may contribute funds to the Trust more than once to the extent until the aggregate amount of contributions in the relevant Target Period reaches the respective maximum amount as specified above.

(3) Acquisition Method of the Company's Shares and Number of Shares to be Acquired

The Trust will acquire the Company's shares, using the funds contributed pursuant to (2) above as financial resource, through the stock market or by acquisition of the Company's disposal of treasury shares, and the Company will not issue new shares.

For your reference, if the Company's shares are acquired at the closing price as of May 10, 2019, the maximum number of shares which may be acquired using 720 million yen as financial resource, which is the maximum amount of funds which may be contributed by the

Company to acquire the shares to be distributed to the Directors, etc. with respect to the Initial Target Period, is approximately 1,860,000 shares.

(4) Method for Calculating Number of Company's Shares to be Distributed to Directors, etc.

For each business year, Directors (excluding Outside Directors) and Executive Officers will receive the number of points which is determined by taking into consideration their respective positions, performance achievement levels, etc., pursuant to the Share Benefit Regulations for Officers, and Outside Directors will receive the number of points which is determined by taking into consideration their respective positions pursuant to the Share Benefit Regulations for Officers.

With regard to the points granted to the Directors, etc., one (1) point will be converted into one (1) common share of the Company when the Company's shares are distributed as specified in (5) below; provided, however, that, if any share split, allotment of shares without contribution or consolidation of shares, etc., is performed with respect to the Company's shares after this Item is approved, the Company will make a reasonable adjustment according to the ratio, etc. thereof, with respect to the upper limit of the number of points and/or the number of granted points, or the conversion ratio.

In principle, the number of points held by a Director, etc., which serves as a basis for distribution of the Company's shares as specified in (5) below shall be calculated by multiplying the number of points which have been granted to the relevant Director, etc., up to the time of resignation by the coefficient prescribed for the respective reason for resignation (which shall not be more than 1) (such calculated points shall hereinafter be referred to as the "Fixed Number of Points").

(5) Distribution of Company's Shares

In the event that a Director, etc. resigns and satisfies the beneficiary requirements set forth in the Share Benefit Regulations for Officers, such Director, etc. will, by performing the prescribed beneficiary determination procedures, receive the distribution of the Company's shares from the Trust after resignation, in the number corresponding to the Fixed Number of Points as determined pursuant to (4) above, in principle.

(6) Exercise of Voting Rights

In accordance with the instructions from the trust administrator, the voting rights relating to the Company's shares in the Trust account shall not be exercised uniformly. This approach is intended to ensure the neutrality to the Company's management in respect of the exercise of voting rights relating to the Company's shares in the Trust account.

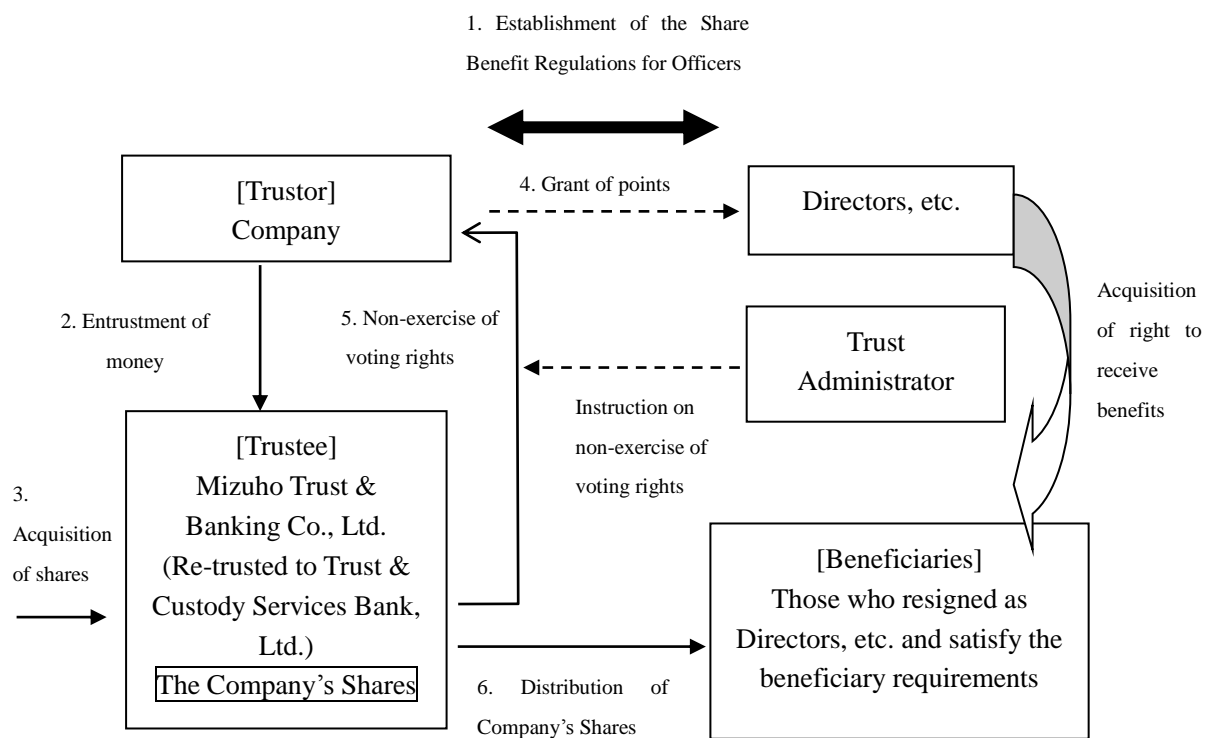
(7) Handling of Dividends

Dividends relating to the Company's shares in the Trust account will be received by the Trust and used to acquire the Company's shares and/or pay trust fees to the Trust's trustee, etc. In the event of the Trust being terminated, dividends and the like which are remaining in the Trust will be paid to the Directors, etc. in office at that moment, on a pro rata basis according to the number of points retained by each of such Directors, etc., pursuant to the provisions of the Share Benefit Regulations for Officers.

(8) Handling upon Termination of the Trust

The Trust will terminate in the event of an occurrence such as the delisting of the Company's shares or abolition of the Share Benefit Regulations for Officers. Among the residual assets of the Trust upon the Trust's termination, it is planned that all of the Company's shares will be acquired by the Company at no cost and cancelled by a resolution of the Board of Directors. Any money among the residual assets of the Trust upon the Trust's termination will be paid to the Company, after deducting therefrom the amount to be paid to the Directors, etc., pursuant to (7) above.

[Reference: Structure of the Plan]



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