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(Stock Exchange Code 6013)
June 3, 2020

To Shareholders with Voting Rights:

Hiroaki Nanjo
President and CEO
TAKUMA CO., LTD.
2-2-33, Kinrakuji-cho, Amagasaki, Hyogo,
Japan

**NOTICE OF CONVOCAION OF
THE 116TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.
Please be informed that the 116th Annual General Meeting of Shareholders of TAKUMA CO., LTD.
(the “Company”) will be held for the purposes as described below.

In order to prevent the spread of coronavirus disease (COVID-19), we would like to ask all our shareholders to refrain from attending this General Meeting of Shareholders, and exercise your voting rights in advance in the following methods as much as possible.

[Exercise of Voting Rights by Mail]

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:00 p.m. on Wednesday, June 24, 2020 Japan time.

[Exercise of Voting Rights via the Internet, etc.]

Please see the “Guide to Exercising Voting Rights via the Internet, etc.” on page 3, and input your vote for or against the proposals on the designated website by 5:00 p.m. Wednesday, June 24, 2020 Japan time. The website is available only in Japanese.

- 1. Date and Time:** Thursday, June 25, 2020 at 10:00 a.m. Japan time
(Reception beings at 9:20 a.m. Japan time)
- 2. Place:** Main Meeting Room, 1st Floor, Head Office of the Company
2-2-33, Kinrakuji-cho, Amagasaki, Hyogo, Japan
- 3. Agenda of the Meeting:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 116th Fiscal Year (April 1, 2019 - March 31, 2020)
 2. The results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements for the Company’s 116th Fiscal Year
 - Matters for resolution:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Six (6) Directors (excluding Audit & Supervisory Committee Members)
 - Proposal 3:** Election of Four (4) Directors who are Audit & Supervisory Committee Members

- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ On the day of the meeting, representatives of the Company will be dressed in light attire (“Cool Biz”).
- ◎ On the day of the meeting, in order to prevent the spread of COVID-19, our officers and operation staff will be wearing masks. We appreciate your understanding to this response. For our shareholders, we would like to seek your cooperation to prevent the spread of the disease by wearing your mask, etc.
In addition, before entering the venue, we will place hand sanitizer for disinfection and take temperatures of the shareholders who seem to be in poor physical condition. We request your cooperation to this matter.
Please kindly note, that for shareholders who may not cooperate in wearing mask at the venue and disinfecting your hand, and those who seem to be in poor physical condition may be requested not to enter the venue from the perspective of preventing the spread of COVID-19.
- ◎ Should the Reference Documents for the General Meeting of Shareholders, the Business Report and the Consolidated Financial Statements and Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company’s website (<https://www.takuma.co.jp/>).

Guide to Exercising Voting Rights via the Internet, etc.

1. Exercising voting rights via the Internet, etc.

(1) By using “Smart Voting”

- (i) Please scan the QR code^{*1} printed along the right side of the attached Voting Rights Exercise Form by smartphones, etc.^{*2}, access to the “Smart Voting” website as designated by the Company and follow the on-screen instructions to enter your vote for or against the proposals (no need to enter voting rights exercise code (ID) and password).
- (ii) Exercising your voting rights using “Smart Voting” is limited to one time.
If you wish to revise your vote after exercising your voting rights by “Smart Voting, please follow the instruction (2) described below.

(2) By entering voting rights exercise code (ID) and password

Please access “Voting Rights Exercise Website” (URL below) designated by the Company, login with the voting rights exercise code and password printed along the right side of the attached Voting Rights Exercise Form, and follow the on-screen instructions. To ensure security, you are required to change the password upon the initial login.

<https://soukai.mizuho-tb.co.jp/>

- (3) The exercise deadline is 5:00 p.m. on Wednesday, June 24, 2020, Japan time. We suggest that you exercise your voting rights ahead of time.
- (4) In the event that voting rights are exercised both by mail and via the Internet, etc., the vote cast via the Internet, etc. shall be deemed valid. If votes are cast multiple times via the Internet, etc., the most recent vote cast shall be deemed valid.
- (5) The password (including those changed by the shareholder) is valid only for this meeting. A new password will be issued at the time of the next general meeting of shareholders.
- (6) Expenses associated with connecting to the Internet, etc. shall be borne by the shareholder.

(Attention)

- The password is a method to confirm the identity of the person voting. The Company will never ask for your password.
- If the password is mistaken a certain number of times, it will become locked and unusable. In the event of a lock, please follow the on-screen instructions.
- Although the Voting Rights Exercise Website has been tested to function with general Internet connection devices, it may not be available depending on the device used.

(Reference)

If an application has been made in advance, shareholders may use the “Electronic Voting System Platform” for institutional investors managed by ICJ, Inc.

2. Inquiries

For any inquiries, please contact the Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd. (below), the shareholder registry administrator.

- (1) For inquiries regarding how to use “Smart Vote” and “Voting Rights Exercise Website”
Toll-free (within Japan): 0120-768-524 (Weekdays, 9:00 to 21:00)
- (2) For all other inquiries regarding the administration of shares
Toll-free (within Japan): 0120-288-324 (Weekdays, 9:00 to 17:00)

*1. “QR code” is a registered trademark of DENSO WAVE INCORPORATED.

*2. Requires application (or feature) to be implemented in order to scan QR code.

Reference Documents for the General Meeting of Shareholders

Proposals and references

Proposal 1: Appropriation of Surplus

In comprehensive consideration of business results, etc., the Company proposes to pay year-end dividends for the fiscal year under review as follows.

Items related to the year-end dividend

(1) Type of dividend property

Cash

(2) Items related to the allocation of dividend property to shareholders and its total amount

18 yen per common share

Total amount of 1,460,557,908 yen

(3) Effective date of distribution of surplus

June 26, 2020

Additionally, if this Proposal is approved as originally proposed, annual dividends, including interim dividends, will be 31 yen per share.



Proposal 2: Election of Six (6) Directors (excluding Audit & Supervisory Committee Members)


The terms of office of all six (6) Directors (excluding Audit & Supervisory Committee Members) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of six (6) Directors (excluding Audit & Supervisory Committee Members) is proposed.

Additionally, upon considering this Proposal, the Audit & Supervisory Committee has reported that the procedures and content related to its determination are appropriate.

The candidates for Director (excluding Audit & Supervisory Committee Members) are as follows.

No.	Name	Posts, responsibility in the Company and significant concurrent positions	Attendance at Board of Directors meetings (Fiscal 2019)
1	Takaaki Kato Re-election	Director & Chairman Executive Officer	17 out of 17 meetings (100%)
2	Hiroaki Nanjo Re-election	President and Representative Director & Chief Executive Officer	17 out of 17 meetings (100%)
3	Kengo Numata Re-election	Director & Executive Vice President Executive Manager of Corporate Planning & Administration Division	17 out of 17 meetings (100%)
4	Tsuyohito Nishiyama Re-election	Director & Senior Managing Executive Officer Executive Manager of Corporate Marketing Group and Executive Manager of Business Administration Division	17 out of 17 meetings (100%)
5	Hideki Takeguchi Re-election	Director & Senior Managing Executive Officer Executive Manager of Engineering Group and Executive Manager of Management Center	17 out of 17 meetings (100%)
6	Koji Tanaka Re-election	Director & Executive Officer Executive Manager of Compliance & CSR Promotion Division and Executive Manager of Corporate Services Division	17 out of 17 meetings (100%)

No.	Name (Date of birth)	Career summary, posts, responsibility in the Company and significant concurrent positions	Number of Company's shares owned
1	 Takaaki Kato (Jan. 26, 1954) <u>Re-election</u>	April 1977 Joined the Company April 2008 Executive Officer of the Company Executive Manager of Corporate Planning & Administration Division June 2008 Director & Executive Officer of the Company April 2011 Director & Managing Executive Officer of the Company April 2013 President and Representative Director & Chief Executive Officer April 2019 Director & Chairman Executive Officer (up to the present)	29,688 shares
[Reasons for nomination as a candidate for Director] Mr. Takaaki Kato has mainly been engaged in the corporate planning division and the marketing division. He currently serves as Chairman Executive Officer after supervising the overall management as Chief Executive Officer. He possesses abundant experience and knowledge regarding operations and management of the Company. The Company proposes his re-appointment as a candidate for Director with the expectation that he would play an appropriate role in determining important matters at the Board of Directors and management supervision utilizing this experience and knowledge.			
2	 Hiroaki Nanjo (Nov. 21, 1959) <u>Re-election</u>	April 1982 Joined the Company April 2009 General Manager of Environmental Engineering Department 1, Project Center, Engineering Group September 2010 General Manager of Energy Engineering Department 1, Project Center, Engineering Group April 2013 Executive Officer of the Company Deputy Executive Manager of Project Center, Engineering Group and General Manager of Energy Engineering Department 1 April 2014 Executive Manager of Project Center, Engineering Group June 2015 Director & Executive Officer of the Company April 2016 Director & Managing Executive Officer of the Company Executive Manager of Engineering Group and Executive Manager of Management Center April 2018 Director & Senior Managing Executive Officer April 2019 President and Representative Director & Chief Executive Officer (up to the present)	19,745 shares
[Reasons for nomination as a candidate for Director] Mr. Hiroaki Nanjo has mainly been engaged in the Planning Technology Division, and currently supervises the overall management as Chief Executive Officer, after serving as a Director & Senior Managing Executive Officer and Executive Manager of the Engineering Group. He possesses abundant experience and knowledge regarding operations and management of the Company. The Company proposes his re-appointment as a candidate for Director with the expectation that he would play an appropriate role in determining important matters at the Board of Directors and management supervision utilizing this experience and knowledge.			

No.	Name (Date of birth)	Career summary, post, responsibility in the Company and significant concurrent positions	Number of Company's shares owned	
3	 Kengo Numata (Dec. 22, 1955) <u>Re-election</u>	April 1978 April 2004 January 2006 March 2006 May 2009 June 2009	Joined The Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Bank, Ltd.) General Manager of the Nihonbashi Branch, Mizuho Bank, Ltd. Left Mizuho Bank, Ltd. Managing Director of Mizuho Capital Co., Ltd. Left Mizuho Capital Co., Ltd. Executive Officer of TAKUMA Co., Ltd. Deputy Executive Manager of Energy & Waste Treatment Plant Division, Corporate Marketing Group and Executive Manager of Tokyo Office	21,647 shares
		April 2011	Managing Executive Officer of the Company Executive Manager of Business Administration Division, Corporate Marketing Group and Executive Manager of Tokyo Office	
		June 2011	Director & Managing Executive Officer of the Company	
		April 2012	Deputy Executive Manager of Corporate Marketing Group, Executive Manager of Business Administration Division and Executive Manager of Tokyo Office	
		April 2013	Director & Senior Managing Executive Officer of the Company Executive Manager of Corporate Marketing Group, Executive Manager of Business Administration Division and Executive Manager of Tokyo Office	
		April 2017	Executive Manager of Corporate Marketing Group, Executive Manager of Business Administration Division, Executive Manager of Environmental Plant Division and Executive Manager of Tokyo Office	
		April 2018	Director & Executive Vice President (up to the present)	
		April 2019	Executive Manager of Corporate Planning & Administration Division and Executive Manager of Tokyo Office	
		June 2019	Executive Manager of Corporate Planning & Administration Division (up to the present)	
		[Reasons for nomination as a candidate for Director] Mr. Kengo Numata currently serves as an Executive Vice President and Executive Manager of Corporate Planning & Administration Division who supervises finance and formulation and implementation of corporate plans, after serving as Executive Manager of the Business Administration Division and Executive Manager of the Corporate Marketing Group. He possesses abundant experience and knowledge regarding operations and management of the Company. The Company proposes his re-appointment as a candidate for Director with the expectation that he would play an appropriate role in determining important matters at the Board of Directors and management supervision utilizing this experience and knowledge.		

No.	Name (Date of birth)	Career summary, post, responsibility in the Company and significant concurrent positions	Number of Company's shares owned
4	 Tsuyohito Nishiyama (Apr. 23, 1961) <u>Re-election</u>	April 1985 Joined the Company April 2012 General Manager of Project Administration Department 1, Business Administration Division, Corporate Marketing Group April 2014 General Manager of Corporate Planning Department, Corporate Planning & Administration Division April 2015 Executive Officer of the Company Deputy Executive Manager of Corporate Planning & Administration Division and General Manager of Corporate Planning Department April 2016 Executive Manager of Corporate Planning & Administration Division June 2016 Director & Executive Officer of the Company April 2018 Director & Managing Executive Officer April 2019 Director & Senior Managing Executive Officer (up to the present) Executive Manager of Corporate Marketing Group and Executive Manager of Business Administration Division (up to the present)	11,608 shares
[Reasons for nomination as a candidate for Director] Mr. Tsuyohito Nishiyama has mainly been engaged in the Business Administration Division, the Marketing Division and the Corporate Planning & Administration Division, and currently serves as a Senior & Managing Executive Officer and Executive Manager of Corporate Marketing Group that supervises overall marketing. He possesses abundant experience and knowledge regarding operations and management of the Company. The Company proposes his re-appointment as a candidate for Director with the expectation that he would play an appropriate role in determining important matters at the Board of Directors and management supervision utilizing this experience and knowledge.			

No.	Name (Date of birth)	Career summary, post, responsibility in the Company and significant concurrent positions		Number of Company's shares owned
5	 Hideki Takeguchi (Mar. 4, 1962) <u>Re-election</u>	April 1985 April 2012 April 2014 April 2015 April 2016 June 2016 April 2018 April 2019	Joined the Company Deputy General Manager of Environmental Engineering Department 1, Project Center, Engineering Group General Manager of Environmental Engineering Department 1, Project Center, Engineering Group Executive Officer of the Company Deputy Executive Manager of Project Center, Engineering Group and General Manager of Environmental Engineering Department 1 Executive Manager of Project Center, Engineering Group Director & Executive Officer of the Company Director & Managing Executive Officer Director & Senior Managing Executive Officer (up to the present) Executive Manager of Engineering Group and Executive Manager of Management Center (up to the present)	11,695 shares
[Reasons for nomination as a candidate for Director] Mr. Hideki Takeguchi has mainly been engaged in the Planning Technology Division, and currently serves as a Director & Senior Managing Executive Officer and Executive Manager of Engineering Group that supervises the overall technology. He possesses abundant experience and knowledge regarding operations and management of the Company. The Company proposes his re-appointment as a candidate for Director with the expectation that he would play an appropriate role in determining important matters at the Board of Directors and management supervision utilizing this experience and knowledge.				
6	 Koji Tanaka (Jun. 15, 1962) <u>Re-election</u>	April 1986 April 2009 August 2011 April 2014 April 2017 June 2017 April 2018	Joined the Company Deputy General Manager of European Operations Department, Corporate Planning & Administration Division General Manager of Corporate Planning Department, Corporate Planning & Administration Division General Manager of Human Resources Department, Corporate Services Division Executive Officer of the Company Executive Manager of Compliance & CSR Promotion Division, Executive Manager of Corporate Services Division and General Manager of Legal Affairs Department Director & Executive Officer (up to the present) Executive Manager of Compliance & CSR Promotion Division and Executive Manager of Corporate Services Division (up to the present)	7,410 shares
[Reasons for nomination as a candidate for Director] Mr. Koji Tanaka has mainly been engaged in the Information Systems Division and Corporate Planning & Administration Division, and currently serves as an Executive Officer and Executive Manager of Compliance & CSR Promotion Division and Corporate Services Division that supervises neutral divisions such as CSR, human resources, and general affairs. He possesses abundant experience and a wide range of knowledge regarding operations and management of the Company. The Company proposes his re-appointment as a candidate for Director with the expectation that he would play an appropriate role in determining important matters at the Board of Directors and management supervision utilizing this experience and knowledge.				

(Notes)

1. There are no special interests between the candidates and the Company.
2. The number of Company shares owned by candidates for Director includes holdings as part of the Takuma Executive Shareholder Association.


Proposal 3: Election of Four (4) Directors who are Audit & Supervisory Committee Members


The terms of office of four (4) Directors who are Audit & Supervisory Committee Members out of five (5) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of four (4) Directors who are Audit & Supervisory Committee Members is proposed.


This proposal has gained approval from the Audit & Supervisory Committee.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows.

No.	Name	Posts, responsibility in the Company and significant concurrent positions	Attendance at Board of Directors meetings (Fiscal 2019)	Attendance at Audit & Supervisory Committee meetings (Fiscal 2019)
1	Yasushi Enomoto Re-election	Director (Standing Audit & Supervisory Committee Member)	17 out of 17 meetings (100%)	12 out of 12 meetings (100%)
2	Osamu Iwahashi Re-election Outside Independent	Director (Audit & Supervisory Committee Member) Executive Director of Public Interest Incorporated Foundation Japan Police Scholarship Association	17 out of 17 meetings (100%)	12 out of 12 meetings (100%)
3	Yoshiaki Ito Newly nominated Outside Independent	Representative of Ito Certified Public Accountant Office Outside Director of NAIGAI TRANS LINE LTD.	-	-
4	Tetsuya Kaneko Newly nominated Outside Independent	Standing Auditor of Yushu Building Co., Ltd.	-	-

No.	Name (Date of birth)	Career summary, post, responsibility in the Company and significant concurrent positions	Number of Company's shares owned
1	 Yasushi Enomoto (November 3, 1961) Re-election	April 1984 Joined the Company April 2008 Deputy General Manager of Accounting Department, Corporate Planning & Administration Division July 2009 Deputy General Manager of Accounting Department, Corporate Planning & Administration Division and Deputy General Manager of European Operations Department April 2013 Deputy General Manager of Auditing Division June 2013 General Manager of Auditing Division June 2016 Director (Standing Audit & Supervisory Committee Member) (up to the present)	6,185 shares
[Reasons for nomination as a candidate for Director] Mr. Yasushi Enomoto has mainly been engaged in the Finance and Accounting Division, the Information Systems Division and supporting operations for the audits of Audit & Supervisory Board Members. He currently serves as Standing Audit & Supervisory Committee Member. He possesses abundant experience and knowledge regarding the operations of the Company and also possesses abundant experience and knowledge regarding the audits/supervision. The Company proposes his re-appointment as a candidate for Director who is an Audit & Supervisory Committee Member with the expectation that he would conduct appropriate audits and supervision utilizing this experience, knowledge, and expertise in finance and accounting.			

No.	Name (Date of birth)	Career summary, post, responsibility in the Company and significant concurrent positions	Number of Company's shares owned
2	 <p>Osamu Iwahashi (May 4, 1949) Re-election Outside Independent</p>	<p>April 1974 Joined the National Police Agency</p> <p>March 1985 First Secretary, Embassy of Japan in Thailand</p> <p>August 1995 Chief Constable of Kumamoto Prefectural Police</p> <p>August 1999 Director General for Crisis Management Policy Coordination of Cabinet Security and Crisis Management Office, Cabinet Secretariat</p> <p>June 2004 Director General of Commissioner-General's Secretariat, National Police Agency</p> <p>March 2005 Director General of Kinki Regional Police</p> <p>October 2006 Joined ALL NIPPON AIRWAYS CO., LTD. (currently ANA HOLDINGS, INC.) Senior Advisor</p> <p>September 2007 SANKO MARKETING FOODS CO., LTD. Outside Corporate Auditor</p> <p>June 2012 External Auditor of the Company</p> <p>November 2013 Retired from ANA HOLDINGS, INC.</p> <p>December 2013 Executive Director of Public Interest Incorporated Foundation Japan Police Scholarship Association (up to the present)</p> <p>June 2016 Director of the Company (Audit & Supervisory Committee Member) (up to the present)</p> <p>September 2019 Resigned from SANKO MARKETING FOODS CO., LTD. Outside Corporate Auditor</p>	1,497 shares
<p>[Reasons for nomination as a candidate for Outside Director]</p> <p>Mr. Osamu Iwahashi has served in many important positions in the National Police Agency, and in addition to possessing abundant experience and a high level of insight regarding various types of risk management, has served for many years as an External Auditor and Director who is an Audit & Supervisory Committee Member of listed companies, including the Company, and possesses knowledge regarding finance and accounting from his experience participating in audit and supervisory operations</p> <p>The Company proposes his re-appointment as a candidate for Outside Director who is an Audit & Supervisory Committee Member with the expectation that he would strengthen the corporate governance of the Company by conducting neutral, objective audits and providing advice and supervision of the management of the Company as a whole, utilizing this experience and knowledge.</p> <p>Additionally, although he has not been directly involved in corporate management in the past, the Company has judged that he can appropriately execute the duties of Outside Director who is an Audit & Supervisory Committee Member due to the above reasons.</p>			

No.	Name (Date of birth)	Career summary, post, responsibility in the Company and significant concurrent positions	Number of Company's shares owned
3	 <p>Yoshiaki Ito (June 20, 1953) Newly nominated Outside Independent</p>	<p>October 1985 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>July 2001 Partner, Showa Ota & Co.</p> <p>July 2008 Senior Partner, Showa Ota & Co.</p> <p>June 2014 Retired from Showa Ota & Co.</p> <p>July 2014 Representative, Ito Certified Public Accountant Office (up to the present)</p> <p>March 2015 Outside Director, NAIGAI TRANS LINE LTD. (up to the present)</p>	0 shares
<p>[Reasons for nomination as a candidate for Outside Director]</p> <p>Mr. Yoshiaki Ito has engaged in audit business, IPO support and consulting business, etc. for listed companies for many years while he was serving at Showa Ota & Co. (currently Ernst & Young ShinNihon LLC). After serving as Senior Partner at Showa Ota & Co., he has been also serving as Outside Director of a listed company for many years, and possesses abundant experience and expert knowledge on finance and accounting as well as abundant experience and knowledge on audit and supervision.</p> <p>The Company proposes his appointment as a new candidate for Outside Director who is an Audit & Supervisory Committee Member with the expectation that he would strengthen the corporate governance of the Company by conducting neutral, objective audits and providing advice and supervision of the management of the Company as a whole, utilizing this experience and knowledge.</p> <p>Additionally, although he has not been directly involved in corporate management in the past, the Company has judged that he can appropriately execute the duties of Outside Director who is an Audit & Supervisory Committee Member due to the above reasons.</p>			

No.	Name	Posts, responsibility in the Company and significant concurrent positions
1	Yasushi Enomoto	Director (Standing Audit & Supervisory Committee Member)
2	Osamu Iwahashi Outside Independent	Director (Audit & Supervisory Committee Member) Executive Director of Public Interest Incorporated Foundation Japan Police Scholarship Association
3	Tomomi Fujita Outside Independent	Director (Audit & Supervisory Committee Member) Partner of Innoventier Outside Auditor of TAIYO YUDEN CO., LTD. Vice President of Licensing Executives Society JAPAN Assistant Lecturer of Kyoto University Law School
4	Yoshiaki Ito Outside Independent	Representative of Ito Certified Public Accountant Office Outside Director of NAIGAI TRANS LINE LTD.
5	Tetsuya Kaneko Outside Independent	Standing Auditor of Yushu Building Co., Ltd.