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(Stock Exchange Code 5445)  
June 4, 2019

**To Shareholders with Voting Rights:**

Tsunebumi Yoshihara  
President  
Tokyo Tekko Co., Ltd.  
520 Yokokura Shinden, Oyama City,  
Tochigi Prefecture

**NOTICE OF  
THE 91st 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 91st Annual General Meeting of Shareholders of Tokyo Tekko Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by following the instructions described hereinafter, no later than 6:00 p.m. on Wednesday, June 26, 2019, Japan time.

- 1. Date and Time:** Thursday, June 27, 2019 at 10:00 a.m. Japan time
- 2. Place:** Hall on the fourth floor of Oyama Works of the Company located at 520 Yokokura Shinden, Oyama City, Tochigi Prefecture
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company's 91st Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits by the Accounting Auditor and the Audit Committee of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company's 91st Fiscal Year (April 1, 2018 - March 31, 2019)

**Proposals to be resolved:**

- Proposal:** Election of 5 Directors (excluding Directors who are Audit Committee Members)
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.tokyotekko.co.jp>).
  - Of the documents required to be provided to shareholders with this Notice of convocation, the information related to the items required to be described or presented in the Notes to the Consolidated Financial Statements and the Notes to the Non-Consolidated Financial Statements will be posted on the Company's website (<http://www.tokyotekko.co.jp>), in accordance with laws and regulations and Article 16 of the Articles of Incorporation of the Company, and are thus not included in this Notice of convocation.
- The Consolidated Financial Statements and the Non-Consolidated Financial Statements audited by the Audit Committee in preparing the Audit Report, and by the Accounting Auditor in preparing the Accounting Audit Report, include the items required to be presented in the Notes to the Consolidated Financial Statements and the Notes to the Non-Consolidated Financial Statements, as well as the matters described in the documents attached to this Notice of convocation.

## **Guide to Exercising Voting Rights**

Voting rights are an important right for shareholders. Please review the Reference Documents for the General Meeting of Shareholders on pages 4 to 6, and exercise your voting rights. The following three methods are available to exercise voting rights.

### **Exercising Voting Rights by Attending the Meeting**

Please submit the enclosed Voting Rights Exercise Form at the reception desk. Also, please bring the Notice of the 91st Annual General Meeting of Shareholders (this document) with you.

### **Date and Time of the Meeting**

**Thursday, June 27, 2019 at 10:00 a.m. Japan time.**

### **Exercising Voting Rights in Writing**

Please indicate your approval or disapproval on the enclosed Voting Rights Exercise Form and return it to arrive by the voting deadline.

If you have not indicated approval or disapproval of the proposal, the Company will treat your vote as having had the intention of approving the proposal.

### **Voting Deadline**

**Arrival by Wednesday, June 26, 2019 at 6:00 p.m. Japan time**

### **Exercising Voting Rights via the Internet, etc.**

(Please see the following page for details)

Please access the website designated by the Company for exercising voting rights and enter your approval or disapproval by the voting deadline following the guidance on screen.

Voting Right Exercise Website:

**<https://www.web54.net>**

\*If you have a smartphone, etc., with a barcode-reading function, you can access the website for exercising voting rights by scanning the “QR Code” shown to the right. For further instructions, please see the owner’s manual or operating instructions of your smartphone, etc.

### **Voting Deadline**

**Entered by Wednesday, June 26, 2019 at 6:00 p.m. Japan time**

## **Guide to Exercising Voting Rights via the Internet, etc.**

**Voting Deadline: Entered by Wednesday, June 26, 2019 at 6:00 p.m. Japan time**

Please access the website designated by the Company for exercising voting rights and use the “voting right exercise code” and “password” on the enclosed Voting Rights Exercise Form, and enter your approval or disapproval by the voting deadline above following the guidance on screen.

**Voting Right Exercise Website: <https://www.web54.net>**

- If a voting right is exercised both in writing and via the Internet, we will consider the Internet vote to be the valid vote. If a voting right is exercised multiple times via the Internet, or via both personal computer and smartphone, etc., we will consider the last vote to be the valid vote.
- Please note that the expenses for Internet providers and telecommunication carriers (including Internet access fee) for accessing the voting right exercise website shall be borne by the shareholder.
- The website may be unavailable depending on the user environment such as the Internet connection and the model of smartphone, etc.

For inquiries with regard to exercising voting rights via the Internet, please contact:

**Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Business Website Support  
Tel: 0120-652-031 (Hours: 9:00 - 21:00 Japan time)**

- For other inquiries, please contact:
  - i. Shareholders who have accounts at securities firms  
Please inquire with the security firm of your account.
  - ii. Shareholders who do not have accounts at securities firms (shareholders with special accounts)  
Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Business Center  
Tel: 0120-782-031 (Hours: 9:00 - 17:00 Japan time, excluding Saturdays, Sundays and holidays)

### **Handling of Passwords and Voting Right Exercise Codes**

- (1) Passwords are important information to identify shareholders. Please keep them in a safe place in the same manner as seals and personal identification numbers.
- (2) If a password is entered incorrectly a certain number of times, it will become invalid. Should you need to have your password reissued, please follow the guidance on screen.
- (3) The voting right exercise code indicated on the Voting Rights Exercise Form is valid only for this year's Annual General Meeting of Shareholders.

### **Using Electronic Voting Platform (for Institutional Investors):**

Institutional investors can exercise their voting rights by electronic means via the Electronic Voting Platform for institutional investors operated by ICJ, Inc.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

**Proposal:** Election of 5 Directors (excluding Directors who are Audit Committee Members)

The terms of office of all 5 Directors (excluding Directors who are Audit Committee Members) will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the Company proposes the election of 5 Directors (excluding Directors who are Audit Committee Members).

The candidates for Directors (excluding Directors who are Audit Committee Members) are as follows:

No.	Name	Positions and responsibilities at the Company	Attendance at Board of Directors meetings in fiscal year 2019
1	Tsunebumi Yoshihara [Reappointment]	President	19/19 (100%)
2	Takao Shibata [Reappointment]	Director Managing Officer in charge of administrative divisions	19/19 (100%)
3	Yoshinari Tanaka [Reappointment]	Director Chief Risk Officer (CRO), Managing Officer in charge of business divisions and quality assurance	19/19 (100%)
4	Tatsuya Mukasa [Reappointment]	Director Senior Corporate Officer deputy in charge of business divisions and General Manager, General Planning & Policy Division	14/14 (100%)
5	Takeshi Katada [Reappointment]	Director, Senior Adviser	19/19 (100%)

(Note) The attendance rate of Mr. Tatsuya Mukasa is for Board of Directors meetings held after his appointment as Director on June 28, 2018.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Tsunebumi Yoshihara (May 15, 1947)  [Reappointment]	May 1973 January 1976 February 1981 February 1985 June 1988 June 1992 [Significant concurrent positions] Director General, Yoshihara Ikuieikai	28,428
		[Reasons for selection as a candidate for Director] Mr. Tsunebumi Yoshihara has spearheaded the corporate management of the Company as Director for many years and has been contributing to enhancing the corporate value. He has long years of experience in the steel industry, as well as abundant experience and extensive insight as a corporate manager. Hereafter, he is anticipated to further contribute to enhancing the corporate value, and the Company has continued to select him as a candidate for Director.	
2	Takao Shibata (September 5, 1958)  [Reappointment]	October 2008 May 2010 July 2011 June 2012 June 2016 June 2018	1,200
		[Reasons for selection as a candidate for Director] Mr. Takao Shibata has abundant experience and extensive insight gained through long years of domestic and overseas experience in the banking industry, as well as through serving in important posts at general affairs, accounting, finance and human resources divisions of the Company. Hereafter, he is anticipated to further contribute to enhancing the corporate value, and the Company has continued to select him as a candidate for Director.	
3	Yoshinari Tanaka (January 21, 1963)  [Reappointment]	April 1988 June 2007 April 2010 July 2014 July 2016 June 2017 June 2018	2,400
		[Reasons for selection as a candidate for Director] Mr. Yoshinari Tanaka has served in important posts at manufacturing, quality control, planning, and the Threaded Rebar Products Business Group divisions of the Company for many years, and has abundant experience and achievements. Hereafter, he is anticipated to further contribute to enhancing the corporate value, and the Company has continued to select him as a candidate for Director.	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	
4	Tatsuya Mukasa (July 12, 1964)  [Reappointment]	April 1987 July 2007 February 2012 July 2014 July 2015 June 2018	Joined the Company General Manager, Sales Division, Threaded Rebar Products Business Group General Manager, Engineering Division, Threaded Rebar Products Business Group Corporate Officer; Assistant to Officers in charge of Overseas Business; Deputy Division Director, Threaded Rebar Products Business Group and General Manager, Engineering Division Corporate Officer; Division Director, Threaded Rebar Products Business Group Appointed to Director; Senior Corporate Officer deputy in charge of business divisions and General Manager, General Planning & Policy Division (current)	300
		[Reasons for selection as a candidate for Director] Mr. Tatsuya Mukasa has served in important posts within the Threaded Rebar Products Business Group, planning, and overseas business division of the Company for many years, and has abundant experience and proven track records. Hereafter, he is anticipated to further contribute to enhancing the corporate value, and the Company has continued to select him as a candidate for Director.		
5	Takeshi Katada (February 9, 1944)  [Reappointment]	June 1994 April 1997 June 1997 June 2002 June 2007 June 2010 June 2012 June 2018 [Significant concurrent positions] President, Tohoku D-bar Steel Co., Ltd. President, Tokyo D-bar Sales Co., Ltd.	General Manager, Ginza Branch, Sakura Bank Advisor, the Company Appointed to Managing Director in charge of D-bar Selling Division and Purchase Division Appointed to Senior Managing Director; Assistant to President; in charge of business divisions Appointed to Representative Director, Senior Managing Director, Executive Managing Officer (supervising business execution) Appointed to Vice President, Executive Vice President (supervising business execution) Appointed to Chairperson Appointed to Director, Senior Adviser (current)	4,400
		[Reasons for selection as a candidate for Director] Mr. Takeshi Katada has engaged in the management of the Company as Director for many years, and is capable of drawing on his abundant experience and extensive insight on corporate management to enhance the corporate value of the Company. Accordingly, the Company has continued to select him as a candidate for Director.		

(Note) There are no special interests between the candidates and the Company.