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(Stock Exchange Code 5445)

June 2, 2020

To Shareholders with Voting Rights:

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

NOTICE OF
THE 92nd 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 92nd 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 24, 2020, Japan time.

- 1. Date and Time:** **Thursday, June 25, 2020 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 92nd Fiscal Year (April 1, 2019 - March 31, 2020) 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 92nd Fiscal Year (April 1, 2019 - March 31, 2020)

Proposals to be resolved:

Proposal 1: Election of 5 Directors (excluding Directors who are Audit Committee Members)

Proposal 2: Election of 5 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 7, 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 92nd Annual General Meeting of Shareholders (this document) with you.

Date and Time of the Meeting

Thursday, June 25, 2020 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 24, 2020 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 24, 2020 at 6:00 p.m. Japan time

Guide to Exercising Voting Rights via the Internet, etc.

Voting Deadline: Entered by Wednesday, June 24, 2020 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 1: 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	18/18 (100%)
2	Takao Shibata [Reappointment]	Director Managing Officer in charge of administrative divisions	18/18 (100%)
3	Yoshinari Tanaka [Reappointment]	Director Chief Risk Officer (CRO), Managing Officer in charge of business divisions and quality assurance	18/18 (100%)
4	Tatsuya Mukasa [Reappointment]	Director Senior Corporate Officer deputy in charge of business divisions and General Manager, General Planning & Policy Division	18/18 (100%)
5	Tadashi Kakinuma [New appointment]	Corporate Officer General Affairs & Human Resources Division	- / - (- %)

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 Ikuueikai	Joined the Company General Manager, Sales Division Appointed to Director; General Manager, Sales Division Appointed to Managing Director; Head, Sales Headquarters Appointed to Vice President Appointed to President (current)	28,428
		<p>[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.</p>		
2	Takao Shibata (September 5, 1958) [Reappointment]	October 2008 May 2010 July 2011 June 2012 June 2016 June 2018	Manager, Business Department 1, General Research Division, The Japan Research Institute, Limited Joined the Company; General Manager in charge of General Affairs & Accounting Division Corporate Officer; General Manager, General Affairs & Accounting Division Appointed to Director; Corporate Officer; General Manager, General Affairs & Accounting Division Appointed to Director; Senior Corporate Officer in charge of IR, general affairs & accounting and internal audit; General Manager, General Affairs & Accounting Division Appointed to Director; Managing Officer in charge of administrative divisions (current)	1,500
		<p>[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.</p>		
3	Yoshinari Tanaka (January 21, 1963) [Reappointment]	April 1988 June 2007 April 2010 July 2014 July 2016 June 2017 June 2018	Joined the Company General Manager, Oyama Works, D-bar Business Group General Manager, General Planning & Policy Division Corporate Officer in charge of quality assurance; General Manager, General Planning & Policy Division Senior Corporate Officer in charge of quality assurance and affiliated companies; General Manager, General Planning & Policy Division Appointed to Director; Chief Risk Officer (CRO), Senior Corporate Officer in charge of production, quality assurance, general planning & policy and affiliated companies Appointed to Director; Chief Risk Officer (CRO), Managing Officer in charge of business divisions and quality assurance (current)	2,400
		<p>[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.</p>		

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	Joined the Company	300
		July 2007	General Manager, Sales Division, Threaded Rebar Products Business Group	
February 2012	General Manager, Engineering Division, Threaded Rebar Products Business Group			
July 2014	Corporate Officer; Assistant to Officers in charge of Overseas Business; Deputy Division Director, Threaded Rebar Products Business Group and General Manager, Engineering Division			
July 2015	Corporate Officer; Division Director, Threaded Rebar Products Business Group			
		June 2018	Appointed to Director; Senior Corporate Officer deputy in charge of business divisions and General Manager, General Planning & Policy Division (current)	
[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	Tadashi Kakinuma (October 14, 1968) [New appointment]	April 1991	Joined the Company	700
		April 2008	Manager, Operations Section, Sales Division, Threaded Rebar Products Business Group	
July 2012	General Manager, Hachinohe Works, Tohoku D-bar Business Group			
July 2015	Deputy Division Director, Environmental Recycling Business Group and General Manager, Hachinohe Works			
July 2017	Corporate Officer; General Manager, Human Resources Division			
		July 2018	Corporate Officer; General Manager, General Affairs & Human Resources Division (current)	
[Reasons for selection as a candidate for Director] Mr. Tadashi Kakinuma has served in important posts within manufacturing, the Threaded Rebar Products Business Group and the general affairs and human resources divisions of the Company for many years, and has abundant experience and proven track records. He has strived to enhance the corporate value of the Company. Hereafter, he is anticipated to further contribute to enhancing the corporate value, and the Company has judged him appropriate as a new candidate for Director.				

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

Proposal 2: Election of 5 Directors who are Audit Committee Members

The terms of office of all 5 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 who are Audit Committee Members.

The Audit Committee has given its consent to this proposal.

The candidates for 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 2020	Attendance at Audit Committee meetings in fiscal year 2020
1	Tomoyoshi Nakashima [Reappointment]	Director (Audit Committee Member)	18/18 (100%)	19/19 (100%)
2	Kazuya Sawada [Reappointment] [Outside Director]	Director (Audit Committee Member)	18/18 (100%)	19/19 (100%)
3	Hiroshi Sonobe [Reappointment] [Outside Director]	Director (Audit Committee Member)	18/18 (100%)	19/19 (100%)
4	Satoru Fujiwara [Reappointment] [Outside Director]	Director (Audit Committee Member)	18/18 (100%)	19/19 (100%)
5	Kosuke Kataoka [New appointment] [Outside Director]		-/ (-)%	-/ (-)%

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	
1	Tomoyoshi Nakashima (August 13, 1961) [Reappointment]	April 2014 September 2016 July 2017 June 2018	Manager, Global Advisory Department, Sumitomo Mitsui Banking Corporation Joined the Company; Associate Officer, Assistant to Officers in charge of sales and purchase; General Manager, Marketing & Sales Promotion Division, Threaded Rebar Products Business Group Corporate Officer; Assistant to Officers in charge of Overseas Business; General Manager, General Planning & Policy Division Appointed to Director (Audit Committee Member) (current)	1,300
		[Reasons for selection as a candidate for Director who is Audit Committee Member] Mr. Tomoyoshi Nakashima has abundant experience and extensive insight gained through long years of domestic and overseas experience in the banking industry, as well as through serving as a manager of operations related to corporate planning and sales promotion of the Company. Accordingly, the Company deems him well qualified for the role of auditing and supervising management and has continued to select him as a candidate for Director who is Audit Committee Member.		
2	Kazuya Sawada (January 18, 1961) [Reappointment] [Outside Director]	April 1992 April 1996 April 2005 September 2011 June 2012 June 2014 April 2016 June 2016 August 2018	Registered as attorney at law Joined Baba & Sawada Law Office (current) Professor, Keio University Law School Appointed to Outside Auditor, ARFLEX JAPAN LTD. (current) Appointed to Corporate Auditor, the Company Appointed to Director Professor, Keio University Law School Appointed to Director (Audit Committee Member), the Company (current) Appointed to Outside Auditor, PROPERST CO.,LTD. (current)	0
		[Significant concurrent positions] Outside Auditor, ARFLEX JAPAN LTD. Outside Auditor, PROPERST CO.,LTD. [Reasons for selection as a candidate for Outside Director who is Audit Committee Member] Mr. Kazuya Sawada has abundant experience and deep insight gained through his long years of experience as an attorney at law, and the Company has continued to select him as a candidate for Outside Director who is Audit Committee Member, anticipating that he will reflect his expertise on the management of the Company. The Company believes that he could adequately perform his duties as Outside Director due to the above reasons, although he has never been directly involved in corporate management.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Hiroshi Sonobe (February 12, 1965) [Reappointment] [Outside Director]	<p>April 1994 Registered as attorney at law</p> <p>April 1994 Joined Suda Kiyoshi Law Office</p> <p>October 2001 Established Hayashi, Sonobe & Fujigasaki Law Office (currently Hayashi and Sonobe Law Office) (current)</p> <p>March 2010 Appointed to Outside Auditor, Japan Property Management Co., Ltd.</p> <p>March 2013 Appointed to Outside Auditor, LEGS COMPANY, LTD.</p> <p>June 2014 Appointed to Corporate Auditor, the Company</p> <p>March 2016 Appointed to Outside Director, PALTEK CORPORATION</p> <p>March 2016 Appointed to Outside Director (Audit Committee Member), Japan Property Management Co., Ltd. (current)</p> <p>June 2016 Appointed to Outside Auditor, Care Service Co., Ltd. (current)</p> <p>June 2016 Director (Audit Committee Member), the Company (current)</p> <p>March 2017 Appointed to Outside Director, LEGS COMPANY, LTD. (current)</p> <p>March 2019 Appointed to Audit & Supervisory Board member, PALTEK CORPORATION (current)</p> <p>[Significant concurrent positions] Outside Director (Audit Committee Member), Japan Property Management Co., Ltd. Outside Director, LEGS COMPANY, LTD. Outside Auditor, Care Service Co., Ltd. Audit & Supervisory Board member, PALTEK CORPORATION</p>	0
<p>[Reasons for selection as a candidate for Outside Director who is Audit Committee Member] Mr. Hiroshi Sonobe has abundant experience and deep insight gained through his long years of experience as an attorney at law, and the Company has continued to select him as a candidate for Outside Director who is Audit Committee Member, anticipating that he will reflect his expertise on the management of the Company. The Company believes that he could adequately perform his duties as Outside Director due to the above reasons, although he has never been directly involved in corporate management.</p>			
4	Satoru Fujiwara (April 27, 1966) [Reappointment] [Outside Director]	<p>October 1989 Joined Chuo Shinko Audit Corporation</p> <p>March 1993 Registered as certified public accountant</p> <p>February 1997 Established Fujiwara Certified Public Accountant Office (current)</p> <p>March 1998 Registered as certified public tax accountant</p> <p>April 2001 Appointed to Outside Auditor, Admiral Systems Inc. (currently ASJ INC.)</p> <p>September 2006 Appointed to Outside Auditor, Japan Housing Service Co., Ltd.</p> <p>June 2015 Appointed to Outside Director (Audit Committee Member), ASJ INC.</p> <p>June 2018 Appointed to Director (Audit Committee Member) (current)</p>	0
<p>[Reasons for selection as a candidate for Outside Director who is Audit Committee Member] Mr. Satoru Fujiwara has specialized knowledge related to finance and accounting and abundant experience gained through his long years of experience as a certified public accountant. The Company has continued to select him as a candidate for Outside Director who is Audit Committee Member, anticipating that he will reflect his expertise on the management of the Company. The Company believes that he could adequately perform his duties as Outside Director due to the above reasons, although he has never been directly involved in corporate management.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Kosuke Kataoka (July 23, 1977) [New appointment] [Outside Director]	October 2000 Joined ChuoAoyama Audit Corporation (currently PricewaterhouseCoopers Aarata LLC) April 2004 Registered as certified public accountant January 2007 Joined Milestone Turnaround Management Co., LTD. November 2008 Joined PwC Advisory Co., Ltd. (currently PwC Advisory LLC) July 2018 Established Kataoka Certified Public Accountant Office (current) Partner, CPA Partners Co., Ltd. (current) June 2019 Appointed to Outside Director, WATT MANN CO., LTD. (current) March 2020 Appointed to Auditor, Fun Group Inc. (current) [Significant concurrent positions] Partner, CPA Partners Co., Ltd. Outside Director, WATT MANN CO., LTD. Auditor, Fun Group Inc.	0
[Reasons for selection as a candidate for Outside Director who is Audit Committee Member] Mr. Kosuke Kataoka has specialized knowledge related to finance and accounting and abundant experience gained through his long years of experience as a certified public accountant. The Company has selected him as a new candidate for Outside Director who is Audit Committee Member, anticipating that he will reflect his expertise on the management of the Company. The Company believes that he could adequately perform his duties as Outside Director due to the above reasons, although he has never been directly involved in corporate management.			

(Note)

- 1 There are no special interests between the candidates and the Company.
- 2 The Company has entered into a liability limitation agreement with Messrs. Tomoyoshi Nakashima, Kazuya Sawada, Hiroshi Sonobe and Satoru Fujiwara in accordance with the Company's Articles of Incorporation. The outline of this liability limitation agreement is to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated in Article 425, Paragraph 1 of the same Act as long as they performed their duties in good faith and without gross negligence.
If their election is approved, the Company will renew the agreement with them. In addition, the Company will enter into the same liability limitation agreement with Mr. Kosuke Kataoka, if his election is approved.
- 3 Mr. Kazuya Sawada served as Outside Auditor of the Company for two years and then as Outside Director of the Company for two years. He currently serves as Outside Director who is Audit Committee Member of the Company, and at the conclusion of this year's Annual General Meeting of Shareholders, he will have served as Outside Director who is Audit Committee Member of the Company for four years.
Mr. Hiroshi Sonobe served as Outside Auditor of the Company for two years before being appointed to Outside Director who is Audit Committee Member of the Company. At the conclusion of this year's Annual General Meeting of Shareholders, he will have served as Outside Director who is Audit Committee Member of the Company for four years.
At the conclusion of this year's Annual General Meeting of Shareholders, Mr. Satoru Fujiwara will have served as Outside Director who is Audit Committee Member of the Company for two years.
- 4 The Company has registered Messrs. Kazuya Sawada, Hiroshi Sonobe and Satoru Fujiwara as Independent Officers prescribed by the Tokyo Stock Exchange. If their election is approved, the Company will register them again as Independent Officers. In addition, if the election of Mr. Kosuke Kataoka is approved, the Company will also register him as an Independent Officer.