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(Stock Exchange Code 5445)
June 5, 2018

To Shareholders with Voting Rights:

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

**NOTICE OF
THE 90th 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 90th 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 27, 2018, Japan time.

1. Date and Time: Thursday, June 28, 2018 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 90th Fiscal Year (April 1, 2017 - March 31, 2018) 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 90th Fiscal Year (April 1, 2017 - March 31, 2018)

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

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 10, and exercise your voting rights.

The following two methods are available to exercise voting rights.

Exercising Voting Rights in Writing

Please indicate your approval or disapproval on the enclosed Voting Rights Exercise Form and return it so that it arrives by 6:00 p.m. on Wednesday, June 27, 2018.

Exercising Voting Rights via the Internet, etc.

When exercising voting rights via the Internet, etc., please review [Guide to Exercising Voting Rights via the Internet, etc.] on page 3 and exercise your voting rights by 6:00 p.m. on Wednesday, June 27, 2018.

- 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 via the Internet, etc.

When exercising your voting rights of this year's Annual General Meeting of Shareholders via the Internet, etc., please note the following items beforehand.

1. Voting Right Exercise Website

You can exercise your voting rights via the Internet, etc. only by using the following voting right exercise website specified by the Company. Please note that the website dedicated for mobile phones is not provided.

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

2. Handling of Voting Rights

- (1) When exercising voting rights via the Internet, please use the “voting right exercise code” and “password” on the enclosed Voting Rights Exercise Form, and enter your approval or disapproval following the guidance on screen.
- (2) The deadline for exercising voting rights is 6:00 p.m. on Wednesday, June 27, 2018, the day preceding the Annual General Meeting of Shareholders. Please allow yourself plenty of time to exercise your voting rights.
- (3) 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, etc., we will consider the last vote to be the valid vote.
- (4) 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.

3. 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.

4. Inquiries Concerning Use of Computers, etc.

- (1) For inquiries concerning the use of computers, etc., with regard to exercising voting rights on this website, please contact:
Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Business Website Support
Tel: 0120-652-031 (Hours: 9:00 - 21:00 Japan time)
- (2) 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)

* To 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 8 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) reducing the number of Directors by 3 Directors in order to improve efficiency of the current management structure.

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 2018
1	Tsunebumi Yoshihara [Reappointment]	President	20/20 (100%)
2	Takao Shibata [Reappointment]	Director Senior Corporate Officer in charge of IR, general affairs & accounting and medium-term management plan General Manager, General Affairs & Accounting Division	20/20 (100%)
3	Yoshinari Tanaka [Reappointment]	Director Chief Risk Officer (CRO), Senior Corporate Officer in charge of production, quality assurance, general planning & policy and affiliated companies	15/15 (100%)
4	Tatsuya Mukasa [New appointment]	Corporate Officer Division Director, Threaded Rebar Products Business Group	- / - (-%)
5	Takeshi Katada [Reappointment]	Chairperson	20/20 (100%)

(Note) The attendance rate of Mr. Yoshinari Tanaka is for Board of Directors meetings held after his appointment as Director on June 28, 2017.

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 Ikueikai	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 2017	1,000
		[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 and finance 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	2,400
		[Reasons for selection as a candidate for Director] Mr. Yoshinari Tanaka has served in important posts at manufacturing, quality control and planning 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) [New appointment]	April 1987 July 2007 February 2012 July 2014 July 2015	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 (current)	300
		<p>[Reasons for selection as a candidate for Director] Mr. Tatsuya Mukasa has served in important posts within the Threaded Rebar Products Business Group of the Company for many years, and has abundant experience and proven track records and has contributed to the enhancement of the corporate value of the Company. Hereafter, he is anticipated to further contribute to enhancing the corporate value. Accordingly, the Company deems him well qualified and has selected him as a new candidate for Director.</p>		
5	Takeshi Katada (February 9, 1944) [Reappointment]	June 1994 April 1997 June 1997 June 2002 June 2007 June 2010 June 2012	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 (current)	4,100
		<p>[Significant concurrent positions] President and Representative Director, Tohoku D-bar Steel Co., Ltd.</p> <p>[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.</p>		

(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 4 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 increasing the number of Directors by 1 Director in order to enhance supervisory functions.

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 2018	Attendance at Audit Committee meetings in fiscal year 2018
1	Tomoyoshi Nakashima [New appointment]	Corporate Officer Assistant to Officers in charge of Overseas Business General Manager, General Planning & Policy Division	- / - (-%)	- / - (-%)
2	Kazuya Sawada [Reappointment] [Outside Director]	Director (Audit Committee Member)	19/20 (95%)	12/12 (100%)
3	Hiroshi Sonobe [Reappointment] [Outside Director]	Director (Audit Committee Member)	20/20 (100%)	12/12 (100%)
4	Masahiko Takahara [Reappointment] [Outside Director]	Director (Audit Committee Member)	19/20 (95%)	12 /12 (100%)
5	Satoru Fujiwara [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) [New appointment]	April 2014	Manager, Global Advisory Department, Sumitomo Mitsui Banking Corporation	0
		September 2016	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	
		July 2017	Corporate Officer; Assistant to Officers in charge of Overseas Business; General Manager, General Planning & Policy Division (current)	
[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 selected him as a new candidate for Director who is Audit Committee Member.				
2	Kazuya Sawada (January 18, 1961) [Reappointment] [Outside Director]	April 1992	Registered as attorney at law	0
		April 1996	Joined Baba & Sawada Law Office (current)	
		April 2005	Professor, Keio University Law School	
		September 2011	Appointed to Outside Auditor, ARFLEX JAPAN LTD. (current)	
		June 2012	Appointed to Corporate Auditor, the Company	
		June 2014	Appointed to Director	
		April 2016	Professor, Keio University Law School (current)	
		June 2016	Appointed to Director (Audit Committee Member), the Company (current)	
[Significant concurrent positions] Outside Auditor, ARFLEX JAPAN 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]	April 1994 April 1994 October 2001 March 2010 March 2013 June 2014 March 2016 March 2016 June 2016 June 2016 March 2017 [Significant concurrent positions]	Registered as attorney at law Joined Suda Kiyoshi Law Office Established Hayashi, Sonobe & Fujigasaki Law Office (currently Hayashi and Sonobe Law Office) (current) Appointed to Outside Auditor, Japan Property Management Co., Ltd. Appointed to Outside Auditor, LEGS COMPANY, LTD. Appointed to Corporate Auditor, the Company Appointed to Outside Director, PALTEK CORPORATION (current) Appointed to Outside Director (Audit Committee Member), Japan Property Management Co., Ltd. (current) Appointed to Outside Auditor, Care Service Co., Ltd. (current) Appointed to Director (Audit Committee Member), the Company (current) Appointed to Outside Director, LEGS COMPANY, LTD. (current) Outside Director (Audit Committee Member), Japan Property Management Co., Ltd. Outside Director, LEGS COMPANY, LTD. Outside Director, PALTEK CORPORATION Outside Auditor, Care Service Co., Ltd.	0
[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.				
4	Masahiko Takahara (March 24, 1947) [Reappointment] [Outside Director]	June 1995 August 2001 February 2003 June 2009 June 2015 June 2016	Director; General Manager, Kanda Branch, Sakura Bank Senior Managing Director, YOHWA Co., Ltd. Senior Managing Director, GINSEN CO., LTD. Retired from GINSEN CO., LTD. Appointed to Corporate Auditor, the Company Appointed to Director (Audit Committee Member) (current)	0
[Reasons for selection as a candidate for Outside Director who is Audit Committee Member] Mr. Masahiko Takahara has long years of banking business experience, as well as abundant business experience as a corporate manager of a business corporation. 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.				
5	Satoru Fujiwara (April 27, 1966) [New appointment] [Outside Director]	October 1989 March 1993 February 1997 March 1998 April 2001 September 2006 June 2015	Joined Chuo Shinko Audit Corporation Registered as certified public accountant Established Fujiwara Certified Public Accountant Office (current) Registered as certified public tax accountant Appointed to Outside Auditor, Admiral Systems Inc. (currently ASJ INC.) Appointed to Outside Auditor, Japan Housing Service Co., Ltd. Appointed to Outside Director (Audit Committee Member), ASJ INC.	0
[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 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.				

(Notes) 1. There are no special interests between the candidates and the Company.

2. The Company has entered into a liability limitation agreement with Messrs. Kazuya Sawada, Hiroshi Sonobe and Masahiko Takahara 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 Messrs. Tomoyoshi Nakashima and Satoru Fujiwara, if their 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 two 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 two years.

Mr. Masahiko Takahara served as Outside Auditor of the Company for one year 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 two years.

4. The Company has registered Messrs. Kazuya Sawada, Hiroshi Sonobe and Masahiko Takahara 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. Satoru Fujiwara is approved, the Company will also register him as an Independent Officer.