Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 6617) June 12, 2020

To Shareholders with Voting Rights:

Toshiro Takebe President and Representative Director TAKAOKA TOKO CO., LTD. 5-6-36, Toyosu, Koto-ku, Tokyo, Japan

NOTICE OF CONVOCATION OF THE 8TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.

You are cordially notified of the 8th Annual General Meeting of Shareholders of TAKAOKA TOKO CO., LTD. (the "Company"). The meeting will be held for the purposes as described below.

Recently, we face a situation that requires us to take various measures in response to the spread of the coronavirus disease (COVID-19) infection, with the aim of preventing it. After deliberating on our response to this situation, we have decided to hold the 8th Annual General Meeting of Shareholders at the head office of the Company while implementing appropriate measures to prevent infection. Please note that the meeting venue has been changed from the place we have used in past years, with a focus on the availability, etc. of the venue.

From the viewpoint of preventing the spread of infection, you are kindly requested to refrain from attending the General Meeting of Shareholders and to exercise your voting rights preliminarily in writing or via Internet, etc., insofar as possible.

If you exercise your voting rights preliminarily in writing or via Internet, etc., please kindly review the attached Reference Documents for the General Meeting of Shareholders in the following pages and exercise your voting rights by no later than 5:00 p.m. on Friday, June 26, 2020, Japan time, according to the guidance for exercising voting rights described in pages 4 to 5 (Japanese original version).

1. Date and Time: Monday, June 29, 2020 at 10:00 a.m. Japan time

2. Place: Conference room, 8th floor, TAKAOKA TOKO CO., LTD.

5-6-36 Toyosu, Koto-ku, Tokyo, Japan (TOYOSU PRIME SQUARE)

3. Meeting Agenda:

Matters to be reported: The Business Report, Consolidated Financial Statements and Non-consolidated

Financial Statements for the Company's 8th Fiscal Year (April 1, 2019 - March 31, 2020), and report on results of audits by the Accounting Auditor and the

Board of Auditors of the Consolidated Financial Statements

Proposals to be resolved:

Proposal 1: Distribution of Surplus

Proposal 2: Partial Amendments to the Articles of Incorporation

Proposal 3: Election of 7 Directors (excluding those who are Audit and Supervisory

Committee members)

Proposal 4: Election of 3 Directors who are Audit and Supervisory Committee members **Proposal 5:** Election of 1 Substitute Director who is an Audit and Supervisory Committee

nember

Proposal 6: Amount of Remuneration for Directors (excluding those who are Audit and

Supervisory Committee members)

Proposal 7: Amount of Remuneration for Directors who are Audit and Supervisory

Committee members

Proposal 8: Amount of Performance-linked Stock Compensation for Directors (excluding

those who are Audit and Supervisory Committee members)

(Request)

When attending the meeting, please hand in the enclosed Voting Rights Exercise Form at the reception desk.

(Notes)

- © From among the documents to be provided with this Notice, the following are posted on the Company's website (https://www.tktk.co.jp/) in accordance with laws and regulations as well as the provisions of Article 16 of the Company's Articles of Incorporation, and therefore are not provided herein. Please note that the Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements provided with this Notice are part of the Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements audited by the Accounting Auditor and Auditors during the preparation of their respective Audit Reports.
 - (1) Systems for ensuring that the directors perform their duties in accordance with laws, regulations, and the Article of Incorporation and other systems for ensuring the properness of business activities and the outline of the operation of the systems
 - (2) Consolidated Statements of Changes in Net Assets of the Consolidated Financial Statements
 - (3) Notes to the Consolidated Financial Statements of the Consolidated Financial Statements
 - (4) Non-consolidated Statements of Changes in Net Assets of the Non-consolidated Financial Statements
 - (5) Notes to the Non-consolidated Financial Statements of the Non-consolidated Financial Statements
- Any revisions will be promptly disclosed on the Company's website at https://www.tktk.co.jp/.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Distribution of Surplus

The Company believes that the payment of a stable dividend is a basic prerequisite for meeting shareholder expectations. Therefore, we make it a policy to make continuous dividend payments, while endeavoring to secure a stable management base such as reinforced financial conditions.

With respect to the dividend for the current fiscal year, in consideration of the business results, business environment, and other factors, the Company proposes the following:

1. Type of dividend property

Cash

2. Allocation of dividend property to shareholders and the total amount thereof 25 yen per share for common stock

Total amount of dividend: 405,447,475 yen

3. Effective date of distribution of surplus

June 30, 2020

- (Notes) 1. In accordance with Article 453 of the Companies Act, the total dividend amount is calculated by deducting 58,406 treasury shares from the total number of issued shares.
 - 2. The total annual dividend will be 50 yen per share, inclusive of the interim dividend of 25 yen per share. The total dividend amount will be 810,899,025 yen, inclusive of the total interim dividend amount of 405,451,550 yen.

Proposal 2: Partial Amendments to the Articles of Incorporation

(1) Reasons for the proposal

- (i) We propose that the Company transition into a company with an audit and supervisory committee for the purpose of further improving the corporate value of the Company mainly by promoting flexible decision-making by the Board of Directors and activation of discussion and sufficient fulfillment of the function of the Outside Directors, and by further enhancing the supervisory function over the Board of Directors. Accordingly, we propose necessary amendments for our transition into a company with an audit and supervisory committee, including the establishment of provisions for the audit and supervisory committee and directors who are audit and supervisory committee members, the deletion of provisions for the Auditors and the Board of Auditors, and the establishment of transitional measures concerning exemption from liability of the Auditors before the transition, etc.
- (ii) We propose to delete the provisions for Advisors, as we have decided to abolish the system of Advisors for the purpose of further enhancing corporate governance.
- (iii) A change in the number of articles and other necessary amendments shall be made accordingly.

(2) Amendments

Amendments shall be made as shown below.

Amendments to the Articles of Incorporation in this proposal shall become effective at the conclusion of this General Meeting of Shareholders.

(Amended parts are underlined.)

	(Amended parts are undermied.)		
Current	Proposed amendment		
CHAPTER I. GENERAL PROVISIONS	CHAPTER I. GENERAL PROVISIONS		
Article 13. (Omitted)	Article 13. (Unchanged)		
(Organs)	(Organs)		
Article 4. The Company shall have the	Article 4. The Company shall have the		
following organs in addition to	following organs in addition to		
general meeting of shareholders and	general meeting of shareholders and		
Directors:	Directors:		
(1) Board of Directors;	(1) Board of Directors;		
(2) Auditors;	(2) Audit and Supervisory Committee;		
(3) Board of Auditors; and	and		
<u> </u>	(Deleted)		
(4) Accounting Auditor	(3) Accounting Auditor		
Article 518. (Omitted)	Article 518. (Unchanged)		
, ,			
CHAPTER IV. DIRECTORS AND BOARD OF	CHAPTER IV. DIRECTORS AND BOARD OF		
DIRECTORS	DIRECTORS		
DIRECTORS	DIRECTORS		
(Number of Directors)	(Number of Directors)		
Article 19. The number of Directors of the	Article 19.		
Company shall not exceed ten (10).	1. The number of Directors (excluding		
Company shan not exceed <u>ten</u> (<u>ro</u>).	those who are Audit and Supervisory		
	Committee Members) of the Company		
	shall not exceed eight (8).		
(New establishment)	2. The number of Directors who are		
(110 W establishment)	Audit and Supervisory Committee		
	Members of the Company shall not		
	exceed four (4).		
	OACCCU TOUT (+).		

	Current	Proposed amendment		
	of Directors)	(Election o	of Directors)	
Article 20.		Article 20.		
1.	Directors shall be elected at the	1.	Directors shall be elected at the	
	general meeting of shareholders.		general meeting of shareholders by	
			distinguishing Directors who are	
			Audit and Supervisory Committee	
	(Navy actablishment)	2	Members and other Directors.	
	(New establishment)	<u>2.</u>	Upon resolution in the preceding paragraph, the Company may elect a	
			Director who is a substitute Audit and	
			Supervisory Committee Member in	
			order to prepare for cases where the	
			number of Directors who are Audit	
			and Supervisory Committee Members	
			falls short of the number provided by	
			laws and regulations or by these	
<u>2</u> .	Resolutions for the election of	<u>3</u> .	Articles of Incorporation. Resolutions for the election of the	
<u>2</u> .	<u>Directors</u> shall be adopted by a	<u>J</u> .	above two paragraphs shall be	
	majority vote of the attending		adopted by a majority vote of the	
	shareholders who hold one-third (1/3)		attending shareholders who hold	
	or more of the voting rights of		one-third (1/3) or more of the voting	
	shareholders entitled to exercise		rights of shareholders entitled to	
_	voting rights.		exercise voting rights.	
<u>3</u> .	(Omitted)	<u>4</u> . <u>5.</u>	(Unchanged)	
	(New establishment)	<u>5.</u>	The effective period of the resolution	
			of election of substitute Audit and	
			Supervisory Committee Members shall expire at the beginning of the	
			ordinary general meeting of	
			shareholders held with respect to the	
			last business year ending within two	
			(2) years from the resolution.	
,	Office of Directors)	`	Office of Directors)	
Article 21.		Article 21.		
1.	The term of office of a Director shall	1.	The term of office of a Director	
	expire upon conclusion of the		(excluding a Director who is an Audit	
	ordinary general meeting of shareholders held with respect to the		and Supervisory Committee Member) shall expire upon conclusion of the	
	last business year ending within one		ordinary general meeting of	
	(1) year from his/her election to		shareholders held with respect to the	
	office.		last business year ending within one	
			(1) year from his/her election to	
			office.	
	(New establishment)	<u>2.</u>	The term of office of a Director who	
			is an Audit and Supervisory	
			Committee Member shall expire upon	
			conclusion of the ordinary general meeting of shareholders held with	
			respect to the last business year	
			ending within two (2) years from	
			his/her election to office.	

	Current		Proposed amendment
2. <u>T</u>	The term of office of Directors elected		(Deleted)
<u>tc</u> <u>ir</u> <u>e</u>	o fill a vacancy or as a result of ncrease in number of Directors shall xpire at the same time as incumbent Directors.		
	(New establishment)	<u>3.</u>	The term of office of Directors who are Audit and Supervisory Committee Members elected to fill a vacancy caused by the retirement of another Director who is Audit and Supervisory Committee Member prior to the expiration of term of office shall be the same as the remaining term of office of the retired Director who is Audit and Supervisory Committee Member.
Article 22. (C	•		(Unchanged)
	n of the Meeting of the Board of		ion of the Meeting of the Board of s and Chairperson)
Article 23.	and Chairperson)	Article 23.	* '
	Omitted)	1.	(Unchanged)
,	Omitted)	2.	(Unchanged)
3. N	Notice of convocation of a meeting of	3.	Notice of convocation of a meeting of
	he Board of Directors of the		the Board of Directors of the
	Company shall be sent to each		Company shall be sent to each
	Director and Auditor at least two (2)		Director at least two (2) days prior to
	ays prior to the meeting; provided,		the meeting; provided, however, that
	owever, that in the event of urgency,		in the event of urgency, such period
	uch period may be shortened.	4	may be shortened.
	When the consent of all Directors and Auditors is obtained in advance, a	4.	When the consent of all Directors is obtained in advance, a meeting of the
	neeting of the Board of Directors of		Board of Directors of the Company
	he Company may be held without		may be held without following the
	ollowing the procedures for		procedures for convening a meeting.
	onvening a meeting.		
Article 24. (C		Article 24.	(Unchanged)
	(New establishment)	(Delegation Execution	n of Decisions to Directors on the on of Important Business) The Company may delegate, in whole or in part, decisions on the execution of important business (excluding items stated in Article 399-13, Paragraph 5 of the Companies Act) to Directors by resolution of the Board of Directors pursuant to Article 399-13, Paragraph 6 of the said Act.
Article <u>25</u> . (C	Omitted)	Article 26.	(Unchanged)
(Advisor)			(Deleted)
	The Company may elect several		
_	dvisors by resolution of the Board of		
<u>D</u>	Directors.		

Current	Proposed amendment		
(Director Remuneration, Etc.)	(Director Remuneration, Etc.)		
Article 27. The amount of remuneration, bonuses and any other proprietary benefits to be granted to Directors by the Company in consideration of their performance of duty (hereinafter referred to as "remuneration etc.") shall be determined by resolution of the general meeting of shareholders. Article 28. (Omitted)	Article 27. The amount of remuneration, bonuses and any other proprietary benefits to be granted to Directors by the Company in consideration of their performance of duty (hereinafter referred to as "remuneration etc.") shall be determined by resolution of the general meeting of shareholders by distinguishing such benefits for Directors who are Audit and Supervisory Committee Members from such benefits for other Directors. Article 28. (Unchanged)		
CHAPTER V. AUDITORS AND BOARD OF AUDITORS	(Deleted)		
(Number of Auditors) Article 29. The number of Auditors of the Company shall not exceed four (4).	(Deleted)		
(Election of Auditors)	(Deleted)		
Article 30. 1. Auditors shall be elected at general meetings of shareholders. 2. Resolutions for the election of Auditors shall be adopted by a majority vote of the attending shareholders who hold one-third (1/3) or more of the voting rights of shareholders entitled to exercise voting rights. (Term of Office of Auditors) Article 31. 1. The term of office of an Auditor shall expire upon conclusion of the ordinary general meeting of shareholders held with respect to the last business year ending within four (4) years from his/her election to office. 2. The term of office of an Auditor elected to fill a yearnay due to	(Deleted)		
elected to fill a vacancy due to retirement of an Auditor prior to the expiry of his/her term of office shall be the same as the remaining term of office of the retired Auditor. (Full-Time Auditors) Article 32. Full-Time Auditors shall be elected by resolution of the Board of Auditors.	(Deleted)		

Convocation of the Meetings of Board of Auditors		Current	Proposed amendment
Auditors Article 33. 1. Notice of convocation of a meeting of the Board of Auditors of the Company shall be sent to each Auditor at least two (2) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened, 2. When the consent of all Auditors is obtained in advance, a meeting of the Board of Auditors of the Company may be held without following the procedures for convening a meeting. (Method of Resolution of Board of Auditors) Article 34. Except as otherwise provided by laws and regulations, resolutions of the Board of Auditors shall be adopted by a majority vote of Auditors. (Auditing Standards of Auditors and Regulations of Board of Auditors and Regulations of Board of Auditors) Article 35. Matters concerning the Board of Auditors shall be governed by auditing standards and regulations of the Board of Auditors in addition to laws and regulations and this Articles of Incorporation. (Auditor Remuneration, Etc.) Article 36. Remuneration, etc. of Auditors shall be determined by resolution of the general meeting of shareholders. (Limitation of Liabilities of Auditors) Article 37. 1. Pursuant to the provisions of Article 423. Paragraph 1 of the Companies. Act, the Company may, in the case where Auditors and regulations, in accordance with resolution of the Board of Directors of the Company. 2. Pursuant to the provisions of Article 423. Paragraph 1 of the Companies. Act, the Company may any in the case where Auditors of the Company. 2. Pursuant to the provisions of Article 423. Paragraph 1 of the Companies. Act, the Company may in the case where Auditors of the Company. 2. Pursuant to the provisions of Article 423. Paragraph 1 of the Companies. Act, the Company may any in the case and the action of the Board of Directors of the Company and agreement with each of Auditors.	(Convocati		
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amount permitted by laws and		amount permitted by laws and	
regulations in the case where Auditors		regulations in the case where Auditors	
acted in good faith without gross			
negligence.		negligence.	

Current	Proposed amendment
(New establishment)	CHAPTER V. AUDIT AND SUPERVISORY
	COMMITTEE
(New establishment)	(Full-Time Audit and Supervisory Committee Members)
	Article 29. Full-Time Audit and Supervisory Committee Members shall be elected by resolution of the Audit and
(New establishment)	Supervisory Committee. (Notice of Convocation of the Meeting of Audit and Supervisory Committee)
	Article 30. 1. Notice of convocation of a meeting of the Audit and Supervisory Committee
	of the Company shall be sent to each Audit and Supervisory Committee Member at least two (2) days prior to
	the meeting; provided, however, that in the event of urgency, such period may be shortened.
	2. When the consent of all Audit and Supervisory Committee Members is
	obtained in advance, a meeting of the Audit and Supervisory Committee of the Company may be held without
(New establishment)	following the procedures for convening a meeting. (Method of Resolution of Audit and Supervisory
(2.1	Committee) Article 31. Except as otherwise provided by laws
	and regulations, resolutions of the Audit and Supervisory Committee
	shall be adopted by a majority vote of the attending Audit and Supervisory
	Committee Members who comprise over one-half (1/2) of Audit and Supervisory Committee Members
(New establishment)	Supervisory Committee Members who hold the right to vote. (Regulations of Audit and Supervisory
	Committee) Article 32. Matters concerning the Audit and
	Supervisory Committee shall be governed by regulations of the Audit
	and Supervisory Committee determined by the Audit and
	Supervisory Committee in addition to laws and regulations and this Articles
Article 3843. (Omitted)	of Incorporation. Article 3338. (Unchanged)

Current	Proposed amendment
(New establishment)	SUPPLEMENTARY PROVISIONS
(New establishment)	(Interim Measure for the Release of Auditors from Liabilities Before a Shift to a Company with an Audit and Supervisory Committee) Article 1. With respect to acts prior to the conclusion of the ordinary general meeting of shareholders with respect to the business year ending March 31, 2020, the Company may release Auditors (including former Auditors) from liabilities for damages pursuant to the provisions of Article 423, Paragraph 1 of the Companies Act, to the extent permitted by laws and regulations, in accordance with resolution of the Board of Directors of the Company.

^(*) In consideration of the readability of these Articles of Incorporation, the Company has changed Chinese numerals used for the number of Articles, text, etc. to Arabic numerals and changed the number of Articles resulting from the above changes.

Proposal 3: Election of 7 Directors (excluding those who are Audit and Supervisory Committee members)

The terms of office of all Directors (9 persons) will expire at the conclusion of this General Meeting of Shareholders.

In addition, the Company will transition into a company with an audit and supervisory committee, subject to the approval of the Partial Amendments to the Articles of Incorporation in Proposal 2.

Accordingly, the election of 7 Directors (excluding those who are Audit and Supervisory Committee members) is proposed.

This proposal shall become effective subject to the effectuation of the Partial Amendments to the Articles of Incorporation in Proposal 2.

The candidates are as follows:

(Japanese syllabary order)

No.		Name		Current positions and responsibilities in the Company
1	(New appointment)	Akira Uemura	Outside Director Independent Director	
2	(Reappointment) Yoshinori Kaneko		Outside Director	Director
3	(Reappointment)	Harunobu Kameyama	Outside Director Independent Director	Director
4	(Reappointment)	Toshiro Takebe		President and Representative Director CKO (Chief Kaizen Officer)
5	(Reappointment)	Naoshi Nishikawa		Director and Senior Managing Executive Officer General Manager of International Business Division In charge of Quality Management Division, and Purchasing Management Division
6	(Reappointment)	Takenori Fujii		Director and Managing Executive Officer In charge of Internal Audit Department, Corporate Affairs Department, Employee Relations & Human Resources Department, Finance & Accounting Department and Applied Optics Inspection System Business Division
7	(Reappointment)	Yasuhiro Mishima	Outside Director Independent Director	Director

No.	Name (Date of birth)		Career summary and positions	Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]
1	Akira Uemura (September 19, 1954) <new appointment=""> <outside director=""> <independent director=""></independent></outside></new>	April 2008 April 2009 April 2010 May 2010 June 2019	Executive Officer and General Manager of Industrial Business Division, Hitachi Software Engineering Co., Ltd. (currently Hitachi Solutions, Ltd.) Executive Officer and General Manager of Telecommunications and Industrial Business Division, Hitachi Software Engineering Co., Ltd. (currently Hitachi Solutions, Ltd.) Vice-President Executive Officer, Nippon Securities Technology Co., Ltd. President, Nippon Securities Technology Co., Ltd. Adviser, Nippon Securities Technology Co., Ltd. (to present)	- [-]
	including his years of	s extensive experi service as Preside to ensure the effe	r Outside Director] ience and broad knowledge gained through his career as a corporate ent of Nippon Securities Technology Co., Ltd. We believe that he wil ectiveness of the corporate governance of the Company. We therefore	ll contribute to
2	Yoshinori Kaneko (May 17, 1963) <reappointment> <outside director=""></outside></reappointment>	October 2011 July 2013 July 2015 April 2016 June 2016 June 2017	General Manager of Facilities Department, Saitama Branch, Tokyo Electric Power Company, Incorporated General Manager of Musashino Sub-Branch, Tama Branch, Tokyo Electric Power Company, Incorporated General Manager of Corporate Planning Office, Power Grid Company; Corporate Planning Office, Corporate Management & Planning Unit, Tokyo Electric Power Company, Incorporated Director and Vice President in charge of management reform; General Manager of Business Planning Office, TEPCO Power Grid, Incorporated Director and Vice President in charge of management reform, TEPCO Power Grid, Incorporated Director and Nominating Committee Member of Tokyo Electric Power Company Holdings, Incorporated (to present) Representative Director and President, TEPCO Power Grid,	- [-]
			Incorporated (to present) Director of the Company (to present) current position(s)]	

[Reason for nomination as candidate for Outside Director]

Mr. Yoshinori Kaneko currently serves as Representative Director and President of TEPCO Power Grid, Incorporated. He is acquainted with the present trends of the power industry and has extensive experience and broad knowledge as a corporate manager. For the above reasons, we believe that he will contribute to the Company's efforts to ensure the effectiveness of the corporate governance of the Company. We therefore propose his re-election as an Outside Director. His term of office as an Outside Director of the Company will be 3 years at the conclusion of this General Meeting of Shareholders.

No.	Name (Date of birth)	Career summary		Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]
3	Harunobu Kameyama (May 15, 1959) <reappointment> <outside director=""> <independent director=""></independent></outside></reappointment>	Outside Director	Registered as attorney-at-law (Dai-Ichi Tokyo Bar Association) Opened Kameyama-Harunobu Law Office (currently Kameyama General Law Office) (to present) Auditor of KYORITSU INTERNATIONAL FOUNDATION (to present) Corporate Auditor of Komori Corporation Civil Conciliation Committee Member of Tokyo Summary Court (to present) Director of the Company (to present) Director of Komori Corporation (to present) Corporate Auditor of SOMAR Corporation (to present) rrent position(s)] t Kameyama General Law Office of Komori Corporation e Auditor of SOMAR Corporation	1,100 [-]

[Reason for nomination as candidate for Outside Director]

Mr. Harunobu Kameyama has extensive experience and broad knowledge in legal affairs as an attorney-at-law. We believe that he will contribute to the Company's efforts to ensure the effectiveness of the corporate governance of the Company, and therefore propose his re-election as a Director.

His term of office as Outside Director will be 7 years and 9 months at the conclusion of this General Meeting of Shareholders.

No.	Name (Date of birth)		Career summary and positions	Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]
4	Toshiro Takebe (September 16, 1956) <reappointment></reappointment>	[Responsibilities in CKO (Chief Kaiz *The CKO is in c company-wide ka	niba Toko Meter Systems Co., Ltd. the Company]	5,900 [2,000]

[Reason for nomination as candidate for Director]

Mr. Toshiro Takebe has extensive experience and broad knowledge gained over many years through his acquaintance with the power industry. He also has a personality appropriate for performing duties for the management of the Company. In view of the superb management skills he has cultivated through his experience as President and Representative Director of the Company, he is well qualified to promote the "Medium-term Management Plan 2020" with his strong leadership. Therefore, we propose his re-election as a Director.

No.	Name (Date of birth)		Career summary and positions	Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]
5	Naoshi Nishikawa (April 27, 1956) <reappointment></reappointment>	April 1979 June 2012 July 2012 October 2012 June 2013 June 2015 June 2017 [Responsibilities in In charge of Oua	Joined TAKAOKA ELECTRIC MFG. CO., LTD. Managing Director (Representative Director); General Manager of Oyama Factory, TAKAOKA ELECTRIC MFG. CO., LTD. Managing Director (Representative Director); General Manager of Sales Division, TAKAOKA ELECTRIC MFG. CO., LTD. Director of the Company Representative Director and President of Takaoka Engineering Co., Ltd. Director and Managing Executive Officer of the Company Director and Senior Managing Executive Officer; General Manager of International Business Division (to present) In the Company lity Management Division and Purchasing Management Division	13,800 [2,900]
	with all business area	on as candidate for wa has extensive ex s, including the element of the Comp	Director] Apperience and broad knowledge gained over many years through his sectric equipment business. He also has a personality appropriate for pany. In view of the superb management skills he has cultivated through	performing
6		Relations & Huma Applied Optics Ins	al Audit Department, Corporate Affairs Department, Employee in Resources Department and Finance & Accounting Department, spection System Business Division	6,000 [2,900]

[Reason for nomination as candidate for Director]

Mr. Takenori Fujii has extensive experience and broad knowledge gained over many years through his acquaintance with all business areas, including technology development. He also has a personality appropriate for performing duties for the management of the Company. In view of the superb management skills he has cultivated through his experience, we propose his re-election as a Director.

				Number of
	Name (Date of birth)			
			shares of the	
			Company held	
			[Number of	
No.			other shares to	
140.		Career summary and positions		be distributed
				based on the
				stock
				compensation
				plan]
	Manufaire Minteres	January 1999	General Manager of Molding Department, Tsutsumi Plant,	
	Yasuhiro Mishima (October 11, 1950)	-	Toyota Motor Corporation	
		January 2002	Senior Vice-President of Toyota Motor Thailand Co., Ltd.	
	D	May 2009	Standing Advisor of Futaba Industrial Co. Ltd.	1,300
	<reappointment> <outside director=""> <independent director=""></independent></outside></reappointment>	June 2009	Representative Director and President of Futaba Industrial Co.	[-]
			Ltd.	
		June 2016	Advisor of Futaba Industrial Co. Ltd.	
7			Director of the Company (to present)	

[Reason for nomination as candidate for Outside Director]

Mr. Yasuhiro Mishima has extensive experience and broad knowledge gained through his career as a corporate manager, including his years of service as Representative Director and President of Futaba Industrial Co., Ltd., We believe that he will contribute to the Company's efforts to ensure the effectiveness of the corporate governance of the Company. We therefore propose his re-election as a Director.

His term of office as an Outside Director of the Company will be 4 years at the conclusion of this General Meeting of Shareholders.

(Notes)

- Mr. Yoshinori Kaneko, a candidate for Outside Director, has served as an executive (currently Representative Director and President) of TEPCO Power Grid, Incorporated, a specified associated service provider for the Company with which the Company has a business relationship in the sales of power equipment and equipment, etc. since April 2016. In addition, he once served as a non-executive Director of Toshiba Toko Meter Systems Co., Ltd., which is a subsidiary of the Company.
- 2. Mr. Toshiro Takebe, a candidate for Director, concurrently serves as Chairman of Toshiba Toko Meter Systems Co., Ltd., a company with which the Company has a business relationship in equipment sales, etc.
- 3. No special interests exist between the Company and the candidates for Directors other than 1 and 2 of these Notes.
- 4. The Company has reported to the Tokyo Stock Exchange Mr. Harunobu Kameyama and Mr. Yasuhiro Mishima as independent officers unlikely to have conflicts of interest with the general shareholders in accordance with its regulations. If the election of Mr. Akira Uemura is approved as proposed, the Company will report to the Tokyo Stock Exchange to register him as an independent officer.
- 5. Liability limitation agreements with Directors
 - In accordance with Article 427, Paragraph 1 of the Companies Act, the Company stipulates in its Articles of Incorporation that the Company may conclude liability limitation agreements with its Directors (excluding Executive Directors and the like) and that the maximum amount of liability shall be the amount stipulated by laws and regulations.

The Company has concluded liability limitation agreements with Mr. Yoshinori Kaneko, Mr. Harunobu Kameyama and Mr. Yasuhiro Mishima, candidates for Outside Directors. If their re-election is approved as proposed, the Company will reenter into the same agreements with them. The Company will conclude a liability agreement with Mr. Akira Uemura, candidate for Outside Director, if the election is approved as proposed

Proposal 4: Election of 3 Directors who are Audit and Supervisory Committee members

The Company will transition into a company with an audit and supervisory committee, subject to the approval of the Partial Amendments to the Articles of Incorporation in Proposal 2.

Accordingly, the election of 3 Directors who are Audit and Supervisory Committee members is proposed. The Board of Auditors has previously given its approval to this proposal.

This proposal shall become effective subject to the effectuation of the Partial Amendments to the Articles of Incorporation in Proposal 2.

The candidates are as follows:

(Japanese syllabary order)

No.		Name		Current positions and responsibilities in the Company
1	(New appointment)	Yoshinori Kurosawa		Standing Statutory Auditor
2	(New appointment)	Yuichiro Takada	Outside Director Independent Director	Auditor
3	(New appointment)	Noriaki Taketani	Outside Director	Auditor

				Number of
				shares of the
				Company held
	NT			Number of other
No.	Name	Career summary and positions		shares to be
	(Date of birth)		Career summary and positions	distributed based
				on the stock
				compensation
				plan]
		April 1981	Joined Toko Electric Corporation	pianj
		June 2011	Senior General Manager; General Manager, Saitama Office and	
			General Manager, Purchasing Department, Toko Electric	
		I 2012	Corporation	
		June 2012	Director; General Manager of Saitama Office and Deputy	
			General Manager, Management Integration Preparation Office,	
		0 1 2012	Toko Electric Corporation	
	Yoshinori Kurosawa	October 2012	Director; General Manager, Saitama Office, General Manager,	
			Corporate Affairs Dept. of Saitama Office, and Deputy General	0.204
	(March 8, 1959)		Manager, Management Integration Preparation Office, Toko	9,204
	37	I 2012	Electric Corporation Director; General Manager, Planning Dept. and Deputy General	[-]
	<new appointment=""></new>	June 2013	Manager, Management Integration Preparation Office, Toko	
1			Electric Corporation	
_		April 2014	Managing Executive Officer; General Manager, Corporate	
		April 2014	Planning Dept. of the Company	
		June 2015	Managing Executive Officer; General Manager, Employee	
		Julie 2013	Relations & Human Resources Dept. of the Company	
		June 2016	Standing Statutory Auditor of the Company (to present)	
		June 2010	Standing Statutory Addition of the Company (to present)	
	[Reason for nomination	on as candidate for	r Director who is an Audit and Supervisory Committee member]	
	Mr. Yoshinori Kurosa	awa has extensive	experience and broad knowledge gained over many years through h	nis acquaintance
	with business areas in	cluding Corporate	Planning and has also gained knowledge about auditing in general	through his
	service as Standing St	atutory Auditor of	f the Company since 2016.	-
			erform his duties as a Director who is an Audit and Supervisory Con	nmittee member.
			Director who is an Audit and Supervisory Committee member.	
	* *	April 2008	Senior Managing Executive Officer, in charge of Head Office	
		1	Business Depts. I, II and III, Head Office Business Division,	
			Sumitomo Mitsui Banking Corporation	
	Yuichiro Takada	October 2009	Executive Deputy President, Nikko Cordial Securities Inc.	
	(August 8, 1954)	April 2011	Executive Deputy President, SMBC Nikko Securities Inc.	
		April 2012	Chairman, Sakura Information Systems Co., Ltd.	200
	<new appointment=""></new>	June 2016	Auditor of the Company (to present)	
	<outside director=""></outside>	June 2018	Director, SHIBAURA MECHATRONICS CORPORATION (to	[-]
	<independent< td=""><td>June 2010</td><td>present)</td><td></td></independent<>	June 2010	present)	
^	Director>		presenty	
2	[Significant concurrent position(s)]			
2				
2		-	, SHIBAURA MECHATRONICS CORPORATION	

[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee member] Mr. Yuichiro Takada has experience and broad knowledge gained through his career as a corporate manager, including his years of service as Chairman of Sakura Information Systems Co., Ltd. and has considerable knowledge about finance and accounting gained over many years through his service at financial institutions. We believe that he will appropriately perform his duties as an Outside Director who is an Audit and Supervisory Committee member. We therefore propose his election as an Outside Director who is an Audit and Supervisory Committee member.

No.	Name (Date of birth)		Career summary and positions	Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]
3	Noriaki Taketani (October 13, 1959) <new appointment=""> <outside director=""></outside></new>	- 0	Corporate Management Department, Tokyo Electric Power Company, Incorporated General Manager of Accounting Department, Tokyo Electric Power Company, Incorporated Auditor of the Company Auditor of TAKAOKA ELECTRIC MFG. CO., LTD. Auditor of Toko Electric Corporation Managing Executive Officer; in charge of corporate management, Tokyo Electric Power Company, Incorporated (currently Tokyo Electric Power Company Holdings, Incorporated) Managing Executive Officer; General Manager of Accounting Office, Corporate Management & Planning Unit, Tokyo Electric Power Company Holdings, Incorporated Managing Executive Officer of Tokyo Electric Power Company Holdings, Incorporated Director and Audit Committee Member of Tokyo Electric Power Company Holdings, Incorporated Auditor of the Company (to present) Chairman of TOKYO ELECTRIC POWER SERVICES CO., LTD. (to present)	2,400 [-]

[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee member] Mr. Noriaki Taketani has experience and broad knowledge gained through his service as Director and Audit Committee Member of Tokyo Electric Power Company Holdings, Incorporated and has also acquired considerable knowledge about finance and accounting through the performance of duties as General Manager of Accounting Department of that company. We believe that he will appropriately perform his duties as an Outside Director who is an Audit and Supervisory Committee member. We therefore propose his election as an Outside Director who is an Audit and Supervisory Committee member.

(Notes)

- 1. No special interests exist between the Company and the candidates for Directors.
- 2. Mr. Noriaki Taketani, candidate for Outside Director, was an Auditor of the Company in the past (from June 2013 through June 2014).
- 3. The Company has reported to the Tokyo Stock Exchange Mr. Yuichiro Takada as an independent officer unlikely to have conflicts of interest with the general shareholders in accordance with its regulations.
- 4. Liability limitation agreements with Directors

In accordance with Article 427, Paragraph 1 of the Companies Act, the Company stipulates in its Articles of Incorporation that the Company may conclude liability limitation agreements with its Directors (excluding Executive Directors and the like) and that the maximum amount of liability shall be the amount stipulated by laws and regulations.

The Company will conclude liability limitation agreements with Mr. Yuichiro Takada and Mr. Noriaki Taketani, candidates for Outside Directors if their election is approved as proposed.

Proposal 5: Election of 1 Substitute Director who is an Audit and Supervisory Committee member

The Company will transition into a company with an audit and supervisory committee, subject to the approval of the Partial Amendments to the Articles of Incorporation in Proposal 2.

To prepare for the contingency in which the number of Directors who are Audit and Supervisory Committee members falls below that required by laws and regulations, we propose the election of 1 Substitute Director who is an Audit and Supervisory Committee member.

The Board of Auditors has previously given its approval to this proposal.

This proposal shall become effective subject to the effectuation of the Partial Amendments to the Articles of Incorporation in Proposal 2.

The candidate is as follows:

Name (Date of birth)	Career summary and positions		Number of shares of the Company held [Number of other shares to be distributed based on the stock compensation plan]
	April 1992 April 1997	Registered as attorney-at-law (Dai-Ichi Tokyo Bar Association) Opened Kameyama-Harunobu Law Office (currently Kameyama	
	June 2005	General Law Office) (to present) Auditor of KYORITSU INTERNATIONAL FOUNDATION (to present)	1,100
Harunobu Kameyama (May 15, 1959)	June 2007 April 2010	Corporate Auditor of Komori Corporation Civil Conciliation Committee Member of Tokyo Summary Court (to present)	[-]
<outside director=""></outside>	October 2012	Director of the Company (to present)	
<independent director=""></independent>	June 2013 October 2013	Director of Komori Corporation (to present) Corporate Auditor of SOMAR Corporation (to present)	
_	October 2015	Corporate Auditor of SolviAk Corporation (to present)	
	[Significant concurrent position(s)]		
	Attorney-at-law at Kameyama General Law Office		
	Outside Director of Komori Corporation		
	Outside Corporate Auditor of SOMAR Corporation		

[Reason for nomination as candidate for Substitute Outside Director who is an Audit and Supervisory Committee member] Mr. Harunobu Kameyama has extensive experience and broad knowledge in legal affairs as an attorney-at-law. He has also gained knowledge about auditing in general through his service as Corporate Auditor of SOMAR Corporation. We therefore propose his election as a Substitute Outside Director who is an Audit and Supervisory Committee member.

His term of office as Outside Director of the Company will be 7 years and 9 months at the conclusion of this General Meeting of Shareholders.

(Notes)

- 1. No special interests exist between the Company and the candidate for Director.
- 2. Mr. Harunobu Kameyama will assume the office of Director (excluding that who is an Audit and Supervisory Committee member) if Proposal 3 is approved as proposed. However, if the number of Directors who are Audit and Supervisory Committee members falls below that required by laws and regulations, he will resign as Director and assume the office of Director who is an Audit and Supervisory Committee member.
- 3. The Company has reported to the Tokyo Stock Exchange Mr. Harunobu Kameyama as an independent officer unlikely to have conflicts of interest with the general shareholders in accordance with its regulations.
- 4. Liability limitation agreements with Directors
 - In accordance with Article 427, Paragraph 1 of the Companies Act, the Company stipulates in its Articles of Incorporation that the Company may conclude liability limitation agreements with its Directors (excluding Executive Directors and the like) and that the maximum amount of liability shall be the amount stipulated by laws and regulations.
 - Mr. Harunobu Kameyama, candidate for substitute Outside Director, has concluded a Liability limitation agreement with the Company. If he assumes the office of Director who is an Audit and Supervisory Committee member, the Company will continue the said agreement.

Proposal 6: Amount of Remuneration for Directors (excluding those who are Audit and Supervisory Committee members)

The Company will transition into a company with an audit and supervisory committee, subject to the approval of the Partial Amendments to the Articles of Incorporation in Proposal 2.

The maximum total amount of remuneration for Directors was set, by a resolution of the 5th Annual General Meeting of Shareholders (held on June 26, 2017), at 226 million yen or less (including 20 million yen or less as the maximum total amount of remuneration for Outside Directors) annually, and has not been changed to the present. In accordance with our transition into a company with an audit and supervisory committee, we propose that the current maximum amount to be abolished and that the amount of 180 million yen or less (including 30 million yen or less as the maximum total amount of remuneration for Outside Directors) annually to be set in its place as the new total amount of remuneration for Directors (excluding those who are Audit and Supervisory Committee members), in consideration of the present remuneration, their duties, and the number of Directors (excluding those who are Audit and Supervisory Committee members) (within 8 if the partial amendments to the Articles of Incorporation in Proposal 2 are approved by resolution as proposed).

The present number of Directors (including 3 Outside Directors) is 9, and the number of Directors (excluding the Directors who are Audit and Supervisory Committee members) will be 7 (including 4 Outside Directors) if Proposal 2 and Proposal 3 are approved by resolution as proposed.

This proposal shall become effective subject to the effectuation of the Partial Amendments to the Articles of Incorporation in Proposal 2.

Proposal 7: Amount of Remuneration for Directors who are Audit and Supervisory Committee members

The Company will transition into a company with an audit and supervisory committee, subject to the approval of the Partial Amendments to the Articles of Incorporation in Proposal 2

We propose that the maximum total amount of remuneration for Directors who are Audit and Supervisory Committee members be set at 78 million yen or less annually, in consideration of their duties and the number of Directors who are Audit and Supervisory Committee members (within 4 if the partial amendments to the Articles of Incorporation in Proposal 2 are approved by resolution as proposed)

The number of Directors who are Audit and Supervisory Committee members will be 3 if Proposal 2 and Proposal 4 are approved by resolution as proposed.

This proposal shall become effective subject to the effectuation of the Partial Amendments to the Articles of Incorporation in Proposal 2.

Proposal 8: Amount of Performance-linked Stock Compensation for Directors (excluding those who are Audit and Supervisory Committee members)

(1) Reasons for the Proposal

The introduction of the Performance-linked Stock Compensation plan, the "Board Benefit Trust" (hereinafter referred to as the "Plan") for Directors (excluding Outside Directors) and Executive Officers of the Company was approved at the 5th Annual General Meeting of Shareholders (held on June 26, 2017), and the Plan accordingly has been in effect since. In accordance with our transition into a company with an audit and supervisory committee subject to the approval of the Partial Amendments to the Articles of Incorporation in Proposal 2, we propose that the present framework for remuneration for Directors (excluding Outside Directors) in the Plan to be abolished, and that a new framework for remuneration for Directors (excluding those who are Audit and Supervisory Committee members and Outside Directors) be set in its place, and hereby seek shareholders' approval. Specifically, we seek shareholders' approval of the amount of remuneration for Directors (excluding those who are Audit and Supervisory Committee members and Outside Directors) under the Plan separately from the maximum amount of remuneration for Directors (excluding those who are Audit and Supervisory Committee members) as proposed for approval in Proposal 6. Decisions on the details of the Plan shall be delegated to the Board of Directors within the framework described in the following Paragraph (2).

The contents of the framework for remuneration under the Plan have been decided in comprehensive consideration of the present level of the remuneration paid to Directors, the present maximum amount of trust under the Plan, the current and prospective future trends regarding the number of Directors (excluding those who are Audit and Supervisory Committee members and Outside Directors), and other factors, and we

accordingly believe the framework to be reasonable.

The number of Directors who are covered by the Plan will be 3 if Proposal 2 and Proposal 3 are approved by resolution as proposed.

This proposal shall become effective subject to the effectuation of the Partial Amendments to the Articles of Incorporation in Proposal 2.

(2) Amount of compensation and the like in the Plan and reference information

Under the Plan, money contributed by the Company is used as funds to acquire the Company's shares through a trust ("Trust"), and the Company's shares and money equivalent to the value of the Company's shares converted at market value ("Company Shares and the Like") are to be provided to Directors and the Like (Note 1) through the Trust at the time of their respective retirements.

(Note 1) Directors and the Like shall mean the Directors (excluding Outside Directors) and Executive Officers before the amendment by this proposal, and shall mean Directors (excluding those who are Audit and Supervisory Committee members and Outside Directors) and Executive Officers after the amendment by this proposal. The same shall apply hereinafter.

i. Individuals covered by the Plan	Directors (excluding those who are Audit and Supervisory
1. Individuals covered by the I fair	Committee members and Outside Directors) and Executive
	· ·
	Officers
ii. Maximum amount of trust (amount of compensation, etc.)	65 million yen for Directors in each Applicable Period
	(total of 252 million yen, including compensation for
	Executive Officers, in each Applicable Period)
	(Note 2) The Company contributed the necessary amount of
	money (total of 180 million yen including that for Executive
	Officers) to acquire the Company's shares for the purpose of
	providing the Company shares and the Like to Directors and
	the Like for a period of three fiscal years from the fiscal year
	ended March 2018 to the fiscal year ending March 2020
	("Initial Applicable Period"; Initial Applicable Period and its
	subsequent three fiscal year periods are collectively called
	"Applicable Period") and established the Trust, within the
	limit approved at the 5th Annual General Meeting of
	Shareholders (held on June 26, 2017). The Trust acquired the
	Company's shares with funds contributed by the Company. In
	accordance with our transition into a company with an audit
	and supervisory committee, the Trust shall remain as a trust
	for retired Directors and the Like who fulfill the beneficiary
	requirements as beneficiary.
	(Note 3) With regard to additional contribution in the future;
	if there are residual shares of the Company (excluding the
	Company's shares equivalent to the number of points granted
	to Directors and the Like and not yet provided to Directors
	and the Like with the Company's shares and the Like) and
	money ("Residual Shares and the Like") in the trust assets, the total amount of Residual Shares and the Like (in the case
	of the Company's shares, the book value of the shares on the
	last day of the most recent Applicable Period) and money to
	be paid as additional contribution shall be within the upper
	limit approved at this General Meeting of Shareholders. Any
	decisions by the Company about additional contributions
	shall be disclosed in a timely and proper manner.
	For your reference, the number of shares to be acquired for
	65 million yen (for Directors), the maximum amount of trust in each Applicable Period at the closing price on March 31
	in each Applicable Period, at the closing price on March 31, 2020 (950 yen), is 68,421, and that to be acquired for 252
	million yen (the total, including that for Executive Officers)
	is 265,263.

iii. Method for calculating the number of Company Shares	Points, the number of which is to be determined in
and the Like to be provided	consideration of their respective positions, degrees of
•	achievement and the like, shall be granted every fiscal year
	based on the stock benefit rules for Officers.
	The points granted shall be converted at the rate of one share
	of common stock of the Company for one point when
	Company Shares and the Like are provided in accordance
	with the Item v below.
	(Note 4) If a stock split, gratis allotment of shares or
	consolidation of shares and the like is conducted with respect
	to the Company's shares after this proposal is approved, the
	points granted or the conversion rate shall be reasonably
	adjusted according to the ratio and the like of such change.
iv. Method for acquiring the Company's Shares	The Trust shall acquire the Company's shares through stock
	markets or by purchasing treasury shares the Company has
	disposed of, using the funds contributed as per Item ii above.
	(Note 5) An acquisition of the Company's shares by this Trust
	is not specifically planned at this stage. If the Company
	decides to make an additional contribution to acquire the
	Company's shares using funds from this Trust in the future,
	the details shall be disclosed in a timely and proper manner.
v. Provision of the Company Shares and the Like	If Directors and the Like retire and meet the requirements for
	beneficiaries as prescribed in the stock benefit rules for
	Officers, those Directors and the Like shall, after their
	respective retirements, receive benefits from the Trust in the
	form of Company's shares calculated according to the Item iii
	above, by completing the prescribed procedures for the
	determination of beneficiaries.
	(Note 6) If a Director and the Like meets certain requirements
	set under the stock benefit rules for Officers, the Director and
	the Like shall receive money equivalent to the Company's
	shares converted at market value in lieu of the stock benefit,
	up to a certain portion. The Trust may sell the Company's
	shares to provide such monetary benefit.

Location of the venue for the 8th Annual General Meeting of Shareholders

Place

Conference room, 8th floor, TAKAOKA TOKO CO., LTD.

5-6-36 Toyosu, Koto-ku, Tokyo, Japan (Toyosu Prime Square) TEL: 03-6371-5000 Please be careful not to go to the wrong venue, as the venue is different from that in usual years.



Access to the venue

3-minute walk from Toyosu Station (Exit 6a), Tokyo Metro Yurakucho Line 3-minute walk from Toyosu Station, Yurikamome-line

Please refrain from visiting by car or bicycle, as no parking is available.

株式会社 東光高岳



