

(Translation)

Securities Code 7277
June 10, 2022

To: Shareholders

TBK Co., Ltd.

4-21-1 Minami Naruse, Machida-shi, Tokyo
Kaoru Ogata, CEO

NOTICE OF CONVOCATION OF THE 86th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

This is to inform you of the holding of the 86th Ordinary General Meeting of Shareholders (the “Meeting”) of TBK Co., Ltd. (the “Company” or “TBK”). The Meeting will be held as follows:

From the viewpoint of preventing the spread of COVID-19, we request shareholders to kindly refrain from coming to the venue on the day of this year’s shareholders’ meeting to the extent possible and ask that shareholders instead exercise their voting rights in advance by either of the following methods after reviewing the Reference Materials for the General Meeting of Shareholders set forth below.

[In the case of voting in writing (voting form)]

Please send us the enclosed voting form by return mail, indicating your votes for or against the proposals, to arrive by no later than 5:15 p.m. on Tuesday, June 28, 2022.

[In the case of online voting]

Please access the Company’s designated voting website (<https://evote.tr.mufg.jp/>) and register your votes for or against the proposals in accordance with the instructions on the screen, by no later than 5:15 p.m. on Tuesday, June 28, 2022.

Upon online voting, please make sure to check the “Information Regarding Online Voting” on page 4.

1. Time and Date:

10:00 a.m., Wednesday, June 29, 2022

2. Venue:

Rembrandt Hotel Tokyo-Machida

3-2-9 Haramachida, Machida-shi, Tokyo

“*Sango-no-Ma* (Coral Hall)” on the 1st Basement level

(Please see the “Guide Map to the Venue of the General Meeting of Shareholders” at the end of this notice for directions to the venue.)

3. Agenda for the Meeting

Items to be Reported:

1. Reports on the Business Report and the Consolidated Financial Statements for the 86th business term (April 1, 2021 to March 31, 2022) and the results of audits on the

Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

2. Report on the Non-Consolidated Financial Statements for the 86th business term (April 1, 2021 to March 31, 2022)

Items to be Resolved:

Item 1: Partial Amendment to the Articles of Incorporation

Item 2: Election of Six (6) Directors

Item 3: Election of One (1) Substitute Audit & Supervisory Board Member

4. Determined Matters in Relation to the Convention (Information regarding the Exercise of Voting Rights):

In the event that any voting right is exercised through both the voting form and online voting, only the online vote will be treated as valid.

In the event that any voting right is exercised more than once through online voting, only the latter or last vote exercised will be treated as valid.

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If you plan to attend the Meeting in person, please submit the enclosed voting form at the reception desk. Further, please bring this “Notice of Convocation” with you in order to reduce paper usage.

Of the documents required to be provided upon the making of this Notice, the Notes to the Consolidated Financial Statements and Notes to the Non-Consolidated Financial Statements are not contained in the documents attached hereto as they are instead made available on the Company’s website at <https://www.tbk-jp.com/en/> in accordance with the laws and regulations and Article 16 of the Company’s Articles of Incorporation. Accordingly, the documents attached hereto are merely portions of the Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Audit & Supervisory Board and the Accounting Auditor upon the preparation of the Audit Report and the Accounting Audit Report, respectively.

Any revision of the Reference Materials for the General Meeting of Shareholders, the Business Report, and the Consolidated and Non-Consolidated Financial Statements will be notified on the Company’s website at <https://www.tbk-jp.com/en/>.

Reference Materials for the General Meeting of Shareholders

Item 1: Partial Amendment to the Articles of Incorporation

1. Reasons for Proposal

As the revised provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will come into force on September 1, 2022, a system for providing information materials for the General Meeting of Shareholders in electronic format is to be introduced. Accordingly, it is proposed that the Articles of Incorporations be amended as follows:

- (1) Article 16 (Measures for Providing Information in Electronic Format, etc.), Paragraph 1 in the proposed amendments will be newly established since it is obliged to provide in the Articles of Incorporation to the effect that the Company shall take measures for providing information that constitutes the content of the reference materials for General Meetings of Shareholders, etc. in electronic format;
- (2) Article 16 (Measures for Providing Information in Electronic Format, etc.), Paragraph 2 in the proposed amendments will be newly established to enable the Company to limit the scope of items to be stated in paper-based documents delivered to shareholders who requested the delivery of paper-based documents, among the items with respect to which the Company takes measures for providing information constituting the content of the reference materials for General Meeting of Shareholders, etc. in electronic format, to the scope prescribed by the Ministry of Justice Order;
- (3) Article 16 (Disclosure of Reference Materials for General Meeting of Shareholders, etc. on the Internet and Deemed Provision Thereof) of the current Articles of Incorporation will be deleted as it will become unnecessary after the introduction of the system for providing information materials for General Meeting of Shareholders in electronic format; and
- (4) A supplementary provision will be established concerning the effect of the provisions to be newly established or deleted as stated above. Such supplementary provision will be deleted after the fixed date.

2. Details of Amendments

The details of the amendments are as follows:

(The underlined parts indicate the amended portions)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Disclosure of Reference Materials for General Meeting of Shareholders, etc. on the Internet and Deemed Provision Thereof)</u> <u>Article 16</u> <u>By disclosing information related to the items to be stated or indicated in the Reference Materials for the General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements upon the convention of a General Meeting</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>of Shareholders through using the Internet in accordance with the provisions of the Ministry of Justice Order, the Company may deem such information to have been provided to its shareholders.</u></p> <p>(Newly established)</p>	<p><u>(Measures for Providing Information in Electronic Format, etc.)</u></p> <p><u>Article 16</u></p> <p><u>1. When convening a General Meeting of Shareholders, the Company will take measures for providing information that constitutes the content of the reference materials for the General Meeting of Shareholders, etc. in electronic format.</u></p> <p><u>2. Among the items for which the measures for providing information in electronic format will be taken, the Company shall not be required to include all or part of those items prescribed by the Ministry of Justice Order in the statements of the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the voting rights record date.</u></p>
<p>(Newly established)</p>	<p><u>(Supplementary Provisions)</u></p> <p><u>(Transitional Measures Concerning Provision of Information Materials for General Meeting of Shareholders in Electronic Format)</u></p>
<p>(Newly established)</p>	<p><u>Article 1</u></p> <p><u>1. The deletion of Article 16 (Disclosure of Reference Materials for General Meeting of Shareholders, etc. on the Internet and Deemed Provision Thereof) of the Articles of Incorporation and the new establishment of Article 16 (Measures for Providing Information in Electronic Format, etc.) of the Articles of Incorporation shall become effective</u></p>

Current Articles of Incorporation	Proposed Amendments
	<p><u>on September 1, 2022.</u></p> <p><u>2. Notwithstanding the provision of the preceding paragraph, Article 16 (Disclosure of Reference Materials for General Meeting of Shareholders, etc. on the Internet and Deemed Provision Thereof) of the Articles of Incorporation shall remain in effect regarding any General Meeting of Shareholders to be held on a date within six (6) months from September 1, 2022.</u></p> <p><u>3. The provisions of this Article shall be deleted on the date on which six (6) months have elapsed from September 1, 2022, or on which three (3) months have elapsed from the day of the General Meeting of Shareholders specified in the preceding paragraph, whichever is later.</u></p>

Item 2: Election of Six (6) Directors

The term of office for all of the six (6) current Directors will expire at the closing of this Ordinary General Meeting of Shareholders. Accordingly, it is proposed that six (6) Directors be elected.

The candidates for Directors are as follows:

Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Concurrent Positions)	Number of Shares of the Company Owned
1	Takaaki Kishi (July 1, 1953) <u>Re-elected</u>	October 1977: Joined TBK June 2008: Executive Officer, General Manager of Quality Assurance Division and responsible for Quality Control Division, TBK October 2009: Executive Officer and General Manager of Sales Division, TBK June 2012: Director, Executive Officer, General Manager of Sales Division No. 1 and responsible for Sales Division No. 2, TBK April 2013: Director, Managing Executive Officer, General Manager of Sales Division No. 1 and Head	40,400 Shares

Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Concurrent Positions)	Number of Shares of the Company Owned
		of Domestic Business Unit, TBK April 2014: CEO, TBK April 2022: Chairman, TBK (current position)	
	<p>[Status of Attendance at Meetings of Board of Directors and Attendance Rate (FY2021)] 25/25 (100%)</p> <p>[Reason for Election] Mr. Takaaki Kishi served as CEO of the Company for eight (8) years after his appointment in 2014, and is now operating the Company's businesses as Chairman. Since assuming the office of CEO, he has shown a wealth of experience and knowledge through his activities such as supervising the management of the Group as a whole. He is nominated as a candidate for Director considering that he is qualified to promote the Group's management and reinforce its corporate governance.</p>		
2	<p>Kaoru Ogata (December 20, 1962)</p> <p>Re-elected</p>	<p>April 1986: Joined TBK October 2011: President, TBK America, Inc. October 2017: President, TBKK (Thailand) Co., Ltd. April 2018: Executive Officer, TBK April 2019: Managing Executive Officer, TBK June 2021: Director, Managing Executive Officer, TBK April 2022: CEO, TBK (current position)</p>	13,600 Shares
	<p>[Status of Attendance at Meetings of Board of Directors and Attendance Rate (FY2021)] 21/21 (100%)</p> <p>[Reason for Election] Mr. Kaoru Ogata has obtained experience, achievements and knowledge regarding business management through his service as President of overseas subsidiaries. He has served as CEO of the Company since April 2022 and has been supervising the management of the Group as a whole. He is nominated as a candidate for Director considering that he is qualified to promote the Group's management and reinforce its corporate governance.</p>		
3	<p>Ding Xuwei (May 18, 1959)</p> <p>Re-elected</p>	<p>April 1994: Joined TBK October 2011: Vice General Manager of Changchun FAWSN TBK Co., Ltd. April 2013: Executive Officer, TBK October 2017: General Manager of Changchun FAWSN TBK Co., Ltd. April 2019: Managing Executive Officer, TBK June 2021: Director, Managing Executive Officer, TBK (current position)</p>	0 Shares

Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Concurrent Positions)	Number of Shares of the Company Owned
		<p>April 2022: Chairman of Changchun FAWSN TBK Co., Ltd. (current position); General Manager of Dongguan TBK Co., Ltd. (current position)</p> <p>(Situation of Important Concurrent Positions) Chairman of Changchun FAWSN TBK Co., Ltd. General Manager of Dongguan TBK Co., Ltd.</p>	
<p>[Status of Attendance at Meetings of Board of Directors and Attendance Rate (FY2021)] 21/21 (100%) [Reason for Election] Mr. Ding Xuwei has served as Chairman of Changchun FAWSN TBK Co., Ltd., an overseas Group company, and has shown his experience, achievements and knowledge concerning overseas business management. He is nominated as a candidate for Director considering that he is qualified to promote the Group's management and strengthen its overseas businesses.</p>			
4	<p>Yuko Chiyoda (January 14, 1961)</p> <p>Re-elected</p> <p>Outside</p> <p>Independent Officer</p>	<p>April 1992: Entered the Legal Training and Research Institute of Japan April 1994: Registered as an attorney-at-law January 2002: Representative of CHIYODA & CHIYODA law firm (current position) June 2016: Outside Director of Cleanup Corporation (current position) June 2018: Outside Director of Kosaido Co., Ltd. June 2020: Outside Director of TBK (current position)</p> <p>(Situation of Important Concurrent Positions) Representative of CHIYODA & CHIYODA law firm Outside Director of Cleanup Corporation</p>	400 Shares

Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Concurrent Positions)	Number of Shares of the Company Owned
		<p>[Status of Attendance at Meetings of Board of Directors and Attendance Rate (FY2021)] 25/25 (100%)</p> <p>[Reason for Election and Overview of Expected Roles] Although Ms. Yuko Chiyoda has no direct experience in business management, she has been engaging in professional practice as an attorney-at-law for a long time. She is nominated as a candidate for Outside Director considering that she will greatly contribute to reinforcing the functions of the Board of Directors and corporate governance by supervising the execution of duties by Directors from an independent standpoint, based on a wealth of experience and achievements and broad knowledge and insights regarding corporate legal practice both in Japan and the U.S. If elected, she will not only be expected to continue to perform the aforementioned roles but will also be involved in the selection of candidates to become Company officers and the decisions on officers' compensation, etc., from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.</p>	
5	<p>Shozo Watanabe (January 1, 1955)</p> <p>Re-elected</p> <p>Outside</p> <p>Independent Officer</p>	<p>April 1978: Entered Taiyo-Kobe Bank Limited. April 2007: Executive Officer and General Manager of Tokyo Central Block, Sumitomo Mitsui Banking Corporation May 2008: President and Representative Director, At-Loan Co., Ltd. June 2011: Director and Senior Managing Executive Officer, Promise Co., Ltd. June 2013: President and Representative Director, Rising Building Maintenance K.K. June 2017: Outside Audit & Supervisory Board Member, Iwasaki Electric Co., Ltd. June 2021: Outside Director of TBK (current position)</p>	100 Shares
		<p>[Status of Attendance at Meetings of Board of Directors and Attendance Rate (FY2021)] 21/21 (100%)</p> <p>[Reason for Election and Overview of Expected Roles] Mr. Shozo Watanabe has a wealth of experience and achievements and broad knowledge and insights into the business management, etc. of banks and business companies. He is nominated as a candidate for Outside Director considering that he will greatly contribute to reinforcing the functions of the Board of Directors and corporate governance. If elected, he will not only be expected to continue to perform the aforementioned roles but will also be involved in the selection of candidates for Company officers and the decisions on officers' compensation, etc.,</p>	

Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Concurrent Positions)	Number of Shares of the Company Owned
	from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.		
6	Keiichi Murata (January 18, 1955) Newly Elected Outside Independent Officer	April 1977: Entered Nissan Motor Co., Ltd. April 2004: Corporate Vice President responsible for R&D Product Development Division and Vehicle Testing Department, Nissan Motor Co., Ltd. April 2008: President, NISSAN TECHNO CO., LTD. June 2016: Outside Director, Calsonic Kansei Corporation October 2017: Technical Advisor, DIGITAL PROCESS LTD.	0 Shares
	<p>[Reason for Election and Overview of Expected Roles]</p> <p>Mr. Keiichi Murata has a wealth of experience and achievements in the business management, etc. of business companies and broad knowledge and insights into development fields. He is nominated as a candidate for Outside Director considering that he will greatly contribute to reinforcing the functions of the Board of Directors and corporate governance. If elected, he will not only be expected to perform the aforementioned roles but will also be involved in the selection of candidates for Company officers and the decisions on officers' compensation, etc., from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.</p>		

- (Notes)
- None of the candidates have any special interest in the Company.
 - Ms. Yuko Chiyoda, Mr. Shozo Watanabe and Mr. Keiichi Murata are candidates for Outside Directors.
 - Ms. Yuko Chiyoda will have been an Outside Director of the Company for two (2) years and Mr. Shozo Watanabe will have been an Outside Director of the Company for one (1) year at the closing of this Ordinary General Meeting of Shareholders.
 - The Company has entered into an agreement with Ms. Yuko Chiyoda and Mr. Shozo Watanabe which limits their liability under Article 427, Paragraph 1 of the Companies Act. The said agreement limits their liability for damages to either JPY 1,000,000 or the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act, whichever is higher. If the reelection of Ms. Yuko Chiyoda and Mr. Shozo Watanabe is approved, the Company will continue the said agreement with them. In addition, if Mr. Keiichi Murata is elected, the Company will enter into a similar agreement with him which will also limit his liability.
 - The Company has entered into a directors and officers liability insurance

agreement with an insurance company pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement will provide compensation in the event that the insured assumes liability for damage, etc., as a result of their duties. If the election of each candidate for Director is approved, they will be included in the insureds of such insurance agreement. The Company will renew the insurance agreement with the same contents at the time of next renewal.

6. The Company has registered Ms. Yuko Chiyoda and Mr. Shozo Watanabe as Independent Officers, as prescribed by the Tokyo Stock Exchange. In addition, Mr. Keiichi Murata satisfies the requirements for becoming an Independent Officer as prescribed by the Tokyo Stock Exchange, and the Company will register him at the Tokyo Stock Exchange as an Independent Officer.
7. Ms. Yuko Chiyoda's name on her family register is Yuko Nakajima.

Structure of the Board of Directors

TBK is proceeding with the 15th Mid-Term Business Plan, adopting “Challenge to the future” as our activity slogan.

The important theme of the 15th Mid-Term Business Plan is “Conforming to the Criteria for Maintaining Listing on the Prime Market.” To this end, the Company has elected Directors and Audit & Supervisory Board Members, taking diversity such as gender and internationality into consideration, as a system to make prompt and objective decisions as to management issues, etc. from various points of view.

Directors’ and Audit & Supervisory Board Members’ Skills Matrix (in the event of each candidate being elected at the Meeting)

	Name	Gender	Nationality	Inside/ Outside the Company	Business Management	Financial Accounting	Compliance	ESG	Personnel and Labor Affairs	Technical Development	Sales	International Experience
Director	Takaaki Kishi	Male	Japanese		◎	○		○		○	○	
	Kaoru Ogata	Male	Japanese		○	○			○		◎	○
	Ding Xuwei	Male	Chinese		○						○	◎
	Yuko Chiyoda	Female	Japanese	Outside			◎	○				○
	Shozo Watanabe	Male	Japanese	Outside	◎	○		○	○		○	
	Keiichi Murata	Male	Japanese	Outside	○	○	○			◎		
Audit & Supervisory Board Member	Tatsuhiko Fukaya	Male	Japanese	Outside		○	◎	○	○			
	Keiichi Otsuka	Male	Japanese	Outside		◎	○					
	Akira Toyama	Male	Japanese	Outside	○	◎	○	○	○			

- (Notes)
1. Among the skills marked with a circle, the specially expected skills are marked with a double circle.
 2. The skills shown in the table above do not represent all of the knowledge and experience, etc., of each person but are instead extracted items necessary to achieve the Company's management policies and the 15th Mid-Term Business Plan.
 3. As shown by the table above, we are of the opinion that, among the skills necessary for the Company's Board of Directors, we need to further enhance ESG and Personnel and Labor Affairs. The Company will advance the securing and training of human resources who possess the skills that the Company is currently lacking.

The details of each skill are as follows:

Business Management	Experience in business management and expertise in management strategies
Financial Accounting	Expertise in financial accounting and finance
Compliance	Expertise in risk management based on the law and compliance
ESG	Expertise in the environment, society and governance
Personnel and Labor Affairs	Expertise in human resources strategies and labor management
Technical Development	Expertise in product development and quality control
Sales	Expertise in sales strategies and marketing
International Experience	Experience of working abroad

Item 3: Election of One (1) Substitute Audit & Supervisory Board Member

The effectiveness of the election of the Substitute Audit & Supervisory Board Member at the 85th Ordinary General Meeting of Shareholders will expire at the start of this Ordinary General Meeting of Shareholders. Accordingly, in the case of a vacancy in the number of company auditors as prescribed by the laws and regulations, it is proposed that a Substitute Audit & Supervisory Board Member be elected.

This Item 3 has been approved by the Audit & Supervisory Board.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Biography and Position at the Company (Situation of Important Concurrent Positions)	Number of Shares of the Company Owned
Kenji Yamada (May 29, 1955)	April 2010: Joined TBK August 2010: Executive Officer and General Manager of General Affairs Division, TBK June 2013: Director, Executive Officer, General Manager	31,000 Shares

	<p>of General Affairs Division and responsible for Operation Audit Office, TBK</p> <p>April 2016: Director, Managing Executive Officer, General Manager of General Affairs Division and Head of Planning & Control Unit, TBK</p> <p>April 2017: Director, Managing Executive Officer and Head of Planning & Control Unit, TBK</p> <p>April 2021: Director, Senior Managing Executive Officer and Head of Planning & Control Unit, TBK</p> <p>April 2022: Director and Advisor, TBK (current position)</p>	
<p>[Reason for Election]</p> <p>Mr. Kenji Yamada has a wealth of experience, achievements and knowledge regarding management, finance and compliance, has served as a Director of the Company and shown a wealth of experience and broad knowledge as a manager. He is elected as a candidate for Substitute Audit & Supervisory Board Member considering that he can audit the execution of duties by Directors from an objective and fair standpoint.</p>		

- (Notes)
1. The candidate has no special interest in the Company.
 2. If Mr. Kenji Yamada is appointed as an Audit & Supervisory Board Member, the Company will enter into an agreement with him under Article 427, Paragraph 1 of the Companies Act, which limits his liability for damages to either JPY 1,000,000 or the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act, whichever is higher.
 3. The Company has entered into a directors and officers liability insurance agreement with an insurance company pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement will provide compensation in the event that the insured assumes liability for damage, etc., as a result of their duties. If Mr. Kenji Yamada is appointed as an Audit & Supervisory Board Member, he will be included in the insureds of such insurance agreement.

End