(Translation)

Securities Code 7277
May 31, 2016

To: Shareholders

TBK Co., Ltd.
4-21-1 Minami Naruse, Machida-shi, Tokyo
Takaaki Kishi
President

NOTICE OF CONVOCATION OF
THE 80TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are cordially invited to attend the 80th Ordinary General Meeting of Shareholders of TBK Co., Ltd. The Meeting will be held as follows:

By the way, if you are unable to attend the Meeting in person, you may exercise your voting right in writing. Please take a moment to review the attached Reference Material for the General Meeting of Shareholders and send us the enclosed voting form by return mail, indicating your votes for or against the proposals, to arrive by no later than 17:15 on Wednesday, June 15, 2016.

1. Time and Date:
   10:00 a.m., Thursday, June 16, 2016
2. Venue:
   Best Western Rembrandt Hotel Tokyo-Machida
   (Former name: Hotel The Ellcy Machida)
   3-2-9 Haramachida, Machida-shi, Tokyo
   "*Sango-no-Ma* (Hall of Coral)" on the 1st basement level

3. Agenda for the Meeting
   Items to be Reported:
   1. Reports on the Business Report, the Consolidated Financial Statements for the 80th business term (April 1, 2015 to March 31, 2016) 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 80th business term (April 1, 2015 to March 31, 2016)

   Items to be Resolved:
   Item 1: Election of Six (6) Directors
   Item 2: Election of Three (3) Audit & Supervisory Board Members
   Item 3: Election of One (1) Audit & Supervisory Board Member as a Substitute
   Item 4: Payment of Directors' Bonuses

If you attends the Meeting in person, please submit the enclosed voting form at the reception desk.

Of the documents required to provide upon this Notice, the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements are not contained in the documents attached hereto as these documents are available on the Company's website on the internet http://www.tbk-jp.com/index_en.htm in accordance with laws and regulations and Article 16 of the Company's Articles of Incorporation. Accordingly, the documents attached hereto are as a part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit & Supervisory Board and the Accounting Auditor for preparation of the Audit Report and the Accounting Audit Report, respectively.

Any revision of the Reference Materials of the General Meeting of Shareholders, the Business Report, and the Consolidated and the Non-consolidated Financial Statements will be notified on the Company's website on the internet http://www.tbk-jp.com/index_en.htm.

Item 1: Election of Six (6) Directors

The term of office for all of the current six (6) 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 Con-current Positions)	Number of Shares of the Company Owned
1	Takaaki Kishi (July 1, 1953)	October 1977: Joined TBK October 2006: General Manager of Quality Assurance Division, TBK June 2008: Executive Officer, General Manager of Quality Assurance Division and in-Charge of Quality Control Division, TBK October 2009: Executive Officer and General Manager of Sales Division, TBK March 2012: Executive Officer, General Manager of Sales Division No.1 and in-Charge of Sales Division No.2, TBK June 2012: Member of the Board, Executive Officer, General Manager of Sales Division No.1 and in-Charge of Sales Division No,2, TBK April 2013: Member of Board, Managing Executive Officer, Head of Domestic Business Unit and General Manager of Sales Division No.1, TBK October 2013: Member of Board, Managing Executive Officer and Head of Domestic Business Unit, TBK April 2014-to date: President, TBK	19,800 Shares
	(Reason for Election) Mr. Takaaki Kishi has served as President of the Company, executing the Board's resolutions and operating the Company's businesses. Since his assumption of office as President in April 2014, he, through his activities such as operating formulation of the 13th Medium-term Management Plan, has shown a wealth of his experience and knowledge. Considering that he is qualified for promoting the Group's management and reinforcing its corporate governance, he is elected as a candidate for Director.		

Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Con-current Positions)	Number of Shares of the Company Owned
2	Hiroaki Katayama (October 26, 1951)	July 1985: Joined TBK December 2004: Managing Director, TBKK (Thailand) Co., Ltd. June 2008: Executive Officer and General Manager of R&D Division No. 1, TBK April 2010: Executive Officer, in-Charge of R&D Unit and General Manager of R&D Administration Division, TBK June 2010: Member of Board, Executive Officer, in-Charge of R&D Unit and General Manager of R&D Administration Division, TBK April 2013: Member of Board, Managing Executive Officer, Head of International Business Unit and in-Charge of R&D Unit, TBK February 2015: Member of Board, Managing Executive Officer, Head of International Business Unit and in-Charge of R&D Unit and Quality Unit, TBK April 2015: Member of Board, Managing Executive Officer, Head of International Business Unit and R&D Unit and in-Charge of Quality Unit, TBK April 2016-to date: Member of Board, Managing Executive Officer, Head of International Business Unit and R&D Unit, TBK	22,500 Shares
	(Reason for Election) Mr. Hiroaki Katayama, through his responsibilities in products development & design and quality unit and international business, has shown a wealth of his experience and performance in and knowledge of manufacturing, ranging from products development to quality assurance, and overseas expansion of these products. Considering that he is qualified for developing and designing the Group's products and promoting its international business, he is elected as a candidate for Director.		

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<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Biography, Position and Responsibility
at the Company
(Situation of Important Con-current Positions)</th><th>Number of Shares of the Company Owned</th></tr>
<tr><td rowspan="2">3</td><td>Kenji Yamada
(May 29, 1955)</td><td>April 2010: Joined TBK
August 2010: Executive Officer and General Manager of General Affairs Division
June 2013: Member of Board, Executive Officer and General Manager of General Affairs Division and in-Charge of Operation Audit Office
April 2016-to date: Member of Board, Managing Executive Officer, Head of Planning & Control Unit, General Manager of General Affairs Division and Head of Risk & Compliance, TBK</td><td>15,000 Shares</td></tr>
<tr><td colspan="3">(Reason for Election)
Mr. Kenji Yamada, through his responsibilities in business planning unit and risk compliance unit of the Company and a bank, has shown a wealth of his experience, achievements and knowledge of management, finance and compliance. Considering that he is qualified for promoting the Group’s management and reinforcing its governance, he is elected as a candidate for Director.</td></tr>
<tr><td rowspan="2">4</td><td>Satoshi Azuhata
(April 14, 1955)</td><td>March 1974: Joined Tokyo Seiko Co., Ltd.
June 2011: General Manager of Production Control Division, TBK
April 2014: Executive Officer and General Manager of Production Control Division, TBK
April 2015: Executive Officer, General Manager of Production Control Division and in-Charge of Sales Unit, TBK
July 2015: Executive Officer and in-Charge of Sales Unit and Product Control Division, TBK
April 2016-to date: Executive Officer and in-Charge of Domestic Sales Unit and Product Control Division, TBK</td><td>3,000 Shares</td></tr>
<tr><td colspan="3">(Reason for Election)
Mr. Satoshi Azuhata has a broad experience in Sales Unit and Production Control Unit and he, through his contribution to innovating new core systems for product control, has shown his experience, achievements and knowledge relating to sales and product control. Considering that he is qualified for expanding the Group’s sales, improving production efficiency and launching new plants abroad, he is newly elected as a candidate for Director.</td></tr>
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<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Biography, Position and Responsibility
at the Company
(Situation of Important Con-current Positions)</th><th>Number of Shares of the Company Owned</th></tr>
<tr><td rowspan="2">5</td><td>Hiroshi Takahashi
(February 2, 1947)</td><td>April 1969: Joined The Bank of Yokohama, Ltd. (“BOY”)
June 1995: General Manager of Business Controlling Division, BOY
June 1996: General Manager of Credit Division, BOY
June 1997: Director and General Manager of Atsugi Branch, BOY
June 1999: Managing Executive Officer and General Manager of Atsugi Branch, BOY
June 2000: Director, Kyosan Electric Manufacturing Co., Ltd. (“Kyosan”)
June 2001: Managing Director, Kyosan
June 2004: Director and Managing Executive Officer, Kyosan
June 2009: Audit & Supervisory Board Member, Mikuni Corp.
September 2009: Outside Director, Kudo Corporation
June 2014-to date: Director, TBK</td><td>200 Shares</td></tr>
<tr><td colspan="3">(Reason for Election)
Mr. Hiroshi Takahashi has made proper proposals and advices for the Group by supervising the execution of duties by directors from an independent standpoint based on his wide experience and performance in and extensive knowledge and insights of business management, etc. of banks and business companies. Considering that he will contribute a lot to the reinforcement of functions of the Board of Directors and corporate governance, he is elected as a candidate for an Outside Director.</td></tr>
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Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Con-current Positions)	Number of Shares of the Company Owned
6	Masayuki Yamazaki (September 16, 1947)	April 1970: Joined Taiyo Bank Limited June 1998: Director and General Manager of Examination Division No. 1, The Sakura Bank, Limited (“Sakura”) June 1999: Executive Officer, General Manager of Akasaka Branch and General Manager of Akasaka Sales Division No. 1, Sakura April 2001: Managing Director, The Wakashio Bank, Ltd. March 2003: Representative Director and President, SMBC Loan Administration and Operations Service Co., Ltd. April 2011: Director, Tokyo Women’s Medical University June 2013-to date: Outside Audit & Supervisory Board Member, Iwasaki Electric Co., Ltd. (Situation of Important Concurrent Positions) Outside Audit & Supervisory Board Member, Iwasaki Electric Co., Ltd.	600 Shares
	(Reason for Election) Mr. Masayuki Yamazaki has made proper proposals and advices for the Group by supervising the execution of duties by directors from an independent standpoint based on his wide experience in and extensive knowledge and insights of business management, etc. of banks and business companies. Considering that he will contribute a lot to the reinforcement of functions of the Board of Directors and corporate governance, he is elected as a candidate for an Outside Director.		

(Notes)
1. Each candidate has no special interest in the Company.
2. Messrs. Hiroshi Takahashi and Masayuki Yamazaki are candidates for Outside Director.
3. Mr. Hiroshi Takahashi will have been an Outside Director of the Company for two (2) years at the closing of this Ordinary General Meeting of Shareholders.
4. Mr. Masayuki Yamazaki will have been an Outside Director of the Company for one (1) year at the closing of this Ordinary General Meeting of Shareholders.
5. The Company has entered into an agreement limiting liability for damages under Article 423, Paragraph 1 of the Companies Act with Messrs. Hiroshi Takahashi and Masayuki Yamazaki pursuant to Article 427, Paragraph 1 of the said Act. Their liability under the said agreement shall be limited to either JPY one million (¥1,000,000) or the amount prescribed by laws and regulations, whichever is higher, and if the reappointments of Messrs. Hiroshi Takahashi and Masayuki Yamazaki are approved, the Company will continue the said agreement with them.

6. Messrs. Hiroshi Takahashi and Masayuki Yamazaki have been notified as Independent Officers as prescribed by the Tokyo Stock Exchange.

Item 2: Election of Three (3) Audit & Supervisory Board Members

The term of office of all of the current three (3) Audit & Supervisory Board Members will expire at the closing of this Ordinary General Meeting of Shareholders. Accordingly, it is proposed that three (3) Audit & Supervisory Board Members be elected.
This Item has been approved by the Audit & Supervisory Board.
The candidates for Audit & Supervisory Board Members are as follows:

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<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Biography and Position
at the Company
(Situation of Important Con-current Positions)</th><th>Number of Shares of the Company Owned</th></tr>
<tr><td rowspan="2">1</td><td>Keisuke Fukumoto
(March 6, 1959)</td><td>April 1982: Joined Asahi Mutual Life Insurance Co.
April 2009: General Manager of Internal Audit Unit
April 2012: General Manager of General Affairs Unit
April 2014-to date: Managing Executive Officer, Asahi Life Asset Management Co., Ltd.</td><td>0 Share</td></tr>
<tr><td colspan="3">(Reason for Election)
Mr. Keisuke Fukumoto has extensive knowledge and insight of corporate governance through the engagement of internal auditing services for life insurance companies. Considering that he can audit the execution of duties by directors from objective and independent standpoints, he is elected as a candidate for an Outside Audit & Supervisory Board Member.</td></tr>
<tr><td>2</td><td>Mitsunori Matsumoto
(March 28, 1959)</td><td>April 1982: Joined Toyo Trust & Banking Co., Ltd. (current Mitsubishi UFJ Trust and Banking Corporation (“MUFJ”))
June 2010: Executive Officer, General Manager of Umeda Branch and General Manager of Hankyu Umeda Branch, MUFJ
February 2011: Executive Officer and General Manager of Umeda Branch, MUFJ
May 2011: Executive Officer and General Manager of Central Sales Department, MUFJ
June 2013: President, Ryoshin Data Co., Ltd.
June 2014-to date: Audit & Supervisory Board Member, TBK
(Situation of Important Con-current Positions)
Representative Director and President, Ryoshin Data Co., Ltd.</td><td>100 Shares</td></tr>
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<tr><td></td><td colspan="3">(Reason for Election)
Mr. Mitsunori Matsumoto has a wide experience in and extensive knowledge and insights of business management, etc. as well as two (2) years' experience as an Outside Audit & Supervisory Board Member in the Company. Considering that he can audit the execution of duties by directors from objective and independent standpoints, he is elected as a candidate for an Outside Audit & Supervisory Board Member.</td></tr>
<tr><td>Candidate No.</td><td>Name
(Date of Birth)</td><td>Biography and Position
at the Company
(Situation of Important Con-current Positions)</td><td>Number of Shares of the Company Owned</td></tr>
<tr><td rowspan="2">3</td><td>Keiichi Otsuka
(October 8, 1955)</td><td>October 1978: Passed the second-stage certified public accountant examination and registered as a junior accountant
November 1978: Joined Price Waterhouse
August 1982: Registered as a certified public accountant
July 1998: Representative Partner, Aoyama Audit Corp.
September 2006-to date: Representative Partner, Arata Audit Corp. (current PwC Arata)</td><td>0 Share</td></tr>
<tr><td colspan="3">(Reason for Election)
Although Mr. Keiichi Otsuka has no direct experience in business management, he has expertise on and in-depth knowledge about finance and accounting as well as a wide experience through the provision of accountancy services as a certified public accountant. Considering that he can audit the execution of duties by directors from objective and independent standpoints, he is elected as a candidate for an Outside Audit & Supervisory Board Member.</td></tr>
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(Notes)
1. Each candidate has no special interest in the Company.
2. Messrs. Keisuke Fukumoto, Mitsunori Matsumoto and Keiichi Otsuka are candidates for Outside Audit & Supervisory Board Members.
3. Mr. Mitsunori Matsumoto will have been an Outside Audit & Supervisory Board Member of the Company for two (2) years at the closing of this Ordinary General Meeting of Shareholders.
4. The Company has entered into an agreement limiting liability for damages under Article 423, Paragraph 1 of the Companies Act with Mr. Mitsunori Matsumoto pursuant to Article 427, Paragraph 1 of the said Act. His liability under the said agreement shall be limited to either JPY one million (¥1,000,000) or the amount prescribed by laws and regulations, whichever is higher.
   If Mr. Mitsunori Matsumoto is elected, the Company will continue the same agreement with him, and it will also enter into such agreement with Messrs. Keisuke Fukumoto and Keiichi Otsuka.
5. Mr. Keisuke Fukumoto meets requirements for an Independent Officer as prescribed by the Tokyo Stock Exchange, and will be notified with the Tokyo Stock Exchange as an Independent Officer.

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

The term of office of Mr. Takashi Araki, who was elected as an Audit & Supervisory Board Member as a substitute at 79th Ordinary General Meeting of Shareholders held on June 18, 2015, will expire at the start of this Ordinary General Meeting of Shareholders. Accordingly, in case of a vacancy in the number of company auditors as prescribed by laws and regulations, it is proposed that an Audit & Supervisory Board Member be elected as a substitute.
This Item has been approved by the Audit & Supervisory Board.
The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Con-current Positions)	Number of Shares of the Company Owned
Takashi Araki (October 11, 1949)	April 1973: Joined TBK October 1996: General Manager of Corporate Planning Division, TBK June 2004: Director and General Manager of Quality Assurance Division, TBK June 2005: Director, TBK and Senior Managing Director, TBR Corporation ("TBR") June 2008: Director and Senior Executive Officer, TBK and President, TBR June 2014: Senior Counselor for President, TBK and Advisor, TBR April 2015-to date: Senior Counselor for President, TBK	24,900 Shares

(Notes) 1. The candidate has no special interest in the Company.
2. If Mr. Takashi Araki is elected to the office of Audit & Supervisory Board Member, the Company will enter into an agreement limiting liability for damages under Article 423, Paragraph 1 of the Companies Act with him pursuant to Article 427, Paragraph 1 of the said Act. His liability under the said agreement shall be limited to either JPY one million (¥1,000,000) or the amount prescribed by laws and regulations, whichever is higher.

Item 4: Payment of Directors' Bonuses

It is proposed that a total of JPY twenty million (¥20,000,000) be paid to four (4) Directors (excluding two (2) Outside Directors) as at the end of the current business year as directors' bonuses in consideration of the conventional payment price and business performance etc. in the current business year.

-End-