(Translation)

Securities Code 7277
June 6, 2017

To: Shareholders

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

NOTICE OF CONVOCATION OF THE 81ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are cordially invited to attend the 81st Ordinary General Meeting of Shareholders of TBK Co., Ltd. The Meeting will be held as follows:

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 Materials 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 21, 2017.

1. Time and Date:
   10:00 a.m., Thursday, June 22, 2017
2. Venue:
   Best Western Rembrandt Hotel Tokyo-Machida
   3-2-9 Haramachida, Machida-shi, Tokyo
   "*Sango-no-Ma* (Coral Hall)" in 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.)

Cancellation of Social Gathering of Shareholders

With respect to the social gathering between the Company and shareholders, the Company has decided to cancel the same, as a result of having gone through careful consideration of the congestion in the venue due to the increase in the number of shareholders attending the Meetings in recent years, as well as in view of equality with shareholders who cannot attend the Meeting. Thank you for your understanding.

3. Agenda for the Meeting
   Items to be Reported:
   1. Reports on the Business Report and the Consolidated Financial Statements for the 81st business term (April 1, 2016 to March 31, 2017) 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 81st business term (April 1, 2016 to March 31, 2017)

Items to be Resolved:
Item 1: Election of Seven (7) Directors
Item 2: Election of One (1) Substitute Audit & Supervisory Board Member
Item 3: Payment of Directors' Bonuses

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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 the Notes to the Non-consolidated Financial Statements are not contained in the documents attached hereto as they are instead available on the Company's website at http://www.tbk-jp.com/index_en.htm 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 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 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 http://www.tbk-jp.com/index_en.htm.

Reference Materials for the General Meeting of Shareholders

Item 1: Election of Seven (7) 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 seven (7) Directors be elected, with one (1) Director added for reinforcement of the management structure.

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)	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 of Domestic Business Unit, TBK April 2014 to date: President, TBK (Situation of Important Concurrent Positions) Chairman of the Board, Changchun FAWSN TBK Co., Ltd.	24,200 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 has shown a wealth of experience and knowledge through his activities such as formulating and conducting the 13th Medium-term Management Plan which commenced in April 2016. Considering that he is qualified to promote the Group's management and reinforce 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 Concurrent 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, General Manager of R&D Administration Division and responsible for R&D Unit, TBK June 2010: Director, Executive Officer, General Manager of R&D Administration Division and responsible for R&D Unit, TBK April 2013: Director, Managing Executive Officer, Head of International Business Unit and responsible for R&D Unit, TBK April 2015: Director, Managing Executive Officer, Head of International Business Unit and R&D Unit and responsible for Quality Unit, TBK April 2016: Director, Managing Executive Officer, Head of International Business Unit and R&D Unit, TBK April 2017 to date: Director, Managing Executive Officer, Head of International Business Unit and R&D Unit and responsible for Purchasing Unit, TBK	25,500 Shares
	(Reason for Election) Through his long-term responsibilities in the Products Development & Design and Quality Unit and in international business, Mr. Hiroaki Katayama has shown a wealth of experience, achievements and knowledge regarding manufacturing, ranging from product development to quality assurance, and overseas business expansion. Considering that he is qualified to develop and design the Group's products, as well as to promote 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 Concurrent 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, TBK
June 2013: Director, Executive Officer, General Manager of General Affairs Division and responsible for Operation Audit Office
April 2016: Director, Managing Executive Officer, General Manager of General Affairs Division and Head of Planning & Control Unit, TBK
April 2017 to date: Director, Managing Executive Officer and Head of Planning & Control Unit, TBK</td><td>18,000 Shares</td></tr>
<tr><td colspan="3">(Reason for Election)
Through his responsibilities in the Business Planning Unit and Risk Compliance Unit of the Company and in the banking industry, Mr. Kenji Yamada has shown a wealth of experience, achievements and knowledge regarding management, finance and compliance. Considering that he is qualified to promote the Group’s management and reinforce its corporate 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.
April 2014: Executive Officer and General Manager of Production Control Division, TBK
April 2015: Executive Officer, General Manager of Production Control Division and responsible for Sales Unit, TBK
July 2015: Executive Officer and responsible for Sales Unit and Production Control Division, TBK
April 2016: Executive Officer and responsible for Domestic Sales Unit and Production Control Division, TBK
June 2016 to date: Director, Managing Executive Officer, and responsible for Domestic Sales Unit and Production Control Division, TBK</td><td>5,100 Shares</td></tr>
<tr><td colspan="3">(Reason for Election)
Mr. Satoshi Azuhata has broad experience in the Sales Unit and Production Control Unit and he has shown his experience, achievements and knowledge relating to sales and production control through his contribution to innovating core systems for production control. Considering that he is qualified to expand the Group’s sales and improve production efficiency, he is 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 Concurrent Positions)</th><th>Number of Shares of the Company Owned</th></tr>
<tr><td rowspan="2">5</td><td>Tsutomu Sato
(September 1, 1959)</td><td>April 1980: Joined TBK
December 2012: Senior Director, TBK America Inc.
April 2015: Executive Officer, Manager of Fukushima Plant, General Manager of Manufacturing Division, responsible for Preparation for Production Office, TBK
April 2016: Executive Officer, Manager of Fukushima Plant, General Manager of Manufacturing Division, Head of Domestic Plants, responsible for Preparation for Production Office, TBK
April 2017 to date: Executive Officer, Manager of Fukushima Plant, Head of Domestic Plants, and responsible for Quality Unit and Preparation for Production Office</td><td>6,100 Shares</td></tr>
<tr><td colspan="3">(Reason for Election)
Mr. Tsutomu Sato has broad experience in the Manufacturing Unit and Engineering Unit and he has shown his experience, achievements and knowledge regarding manufacturing and engineering through his service as the Manager of the Fukushima Plant. Considering that he is qualified to enhance the group’s productivity and quality, he is elected as a candidate for new Director.</td></tr>
<tr><td rowspan="2">6</td><td>Hiroshi Takahashi
(February 2, 1947)</td><td>April 1969: Joined the Bank of Yokohama, Ltd. (“Bank of Yokohama”)
June 1997: Director, Bank of Yokohama
June 1999: Managing Executive Officer, Bank of Yokohama
June 2000: Director, Kyosan Electric Manufacturing Co., Ltd. (“Kyosan”)
June 2001: Managing Director, Kyosan
June 2004: Director and Managing Executive Officer, Kyosan
June 2009: Full-Time Audit & Supervisory Board Member, Mikuni Corp.
September 2009: Outside Director, Kudo Corporation
June 2014 to date: Director, TBK</td><td>2,900 Shares</td></tr>
<tr><td colspan="3">(Reason for Election)
Mr. Hiroshi Takahashi has made and provided appropriate proposals and advice for the Group 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 into the business management, etc. of banks and</td></tr>
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	business companies. Considering that he will greatly contribute to reinforcing the functions of the Board of Directors and corporate governance, he is elected as a candidate for Outside Director.

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
7	Masayuki Yamazaki (September 16, 1947)	April 1970: Joined Taiyo Bank Limited June 1998: Director, the Sakura Bank, Limited ("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: Outside Audit & Supervisory Board Member, Iwasaki Electric Co., Ltd. June 2015 to date: Director, TBK (Situation of Important Concurrent Positions) Outside Audit & Supervisory Board Member, Iwasaki Electric Co., Ltd.	2,000 Shares
	(Reason for Election) Mr. Masayuki Yamazaki has made and provided appropriate proposals and advice for the Group 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 into the business management, etc. of banks and business companies. Considering that he will greatly contribute to reinforcing the functions of the Board of Directors and corporate governance, he is elected as a candidate for Outside Director.		

(Notes)
1. Each candidate has no special interest in the Company.
2. Messrs. Hiroshi Takahashi and Masayuki Yamazaki are candidates for Outside Directors.
3. Mr. Hiroshi Takahashi will have been an Outside Director of the Company for three (3) 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 two (2) years at the closing of this Ordinary General Meeting of Shareholders.
5. The Company has entered into an agreement with Messrs. Hiroshi Takahashi and Masayuki Yamazaki, limiting the liability for damages to either JPY 1,000,000 or the amount prescribed by Article 425, Paragraph 1 of the Companies Act, whichever is higher. If the reappointments of Messrs. Hiroshi Takahashi and Masayuki Yamazaki are approved, the Company will continue the said agreement with them.
6. The Company has registered Messrs. Hiroshi Takahashi and Masayuki Yamazaki as Independent Officers, as prescribed by the Tokyo Stock Exchange.

Item 2: Election of One (1) Substitute Audit & Supervisory Board Member

The term of office of the Substitute Audit & Supervisory Board Member who was elected at the 80th 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 has been approved by the Audit & Supervisory Board.
The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Biography, Position and Responsibility at the Company (Situation of Important Concurrent Positions)	Number of Shares of the Company Owned
Sadao Suzuki (October 18, 1952)	April 1976: Joined Asahi Mutual Life Insurance Company ("Asahi") July 2008: Full-Time Audit & Supervisory Board Member, Asahi June 2012: Full-Time Audit & Supervisory Board Member, TBK June 2016: Advisor, TBK April 2017 to date: Retired as Advisor, TBK	6,300 Shares

(Notes) 1. The candidate has no special interest in the Company.
2. If the election of a substitute Audit & Supervisory Board Member is approved and Mr. Sadao Suzuki is elected to the office of Audit & Supervisory Board Member, the Company will enter into an agreement with Mr. Sadao Suzuki, limiting the liability for damages to either JPY 1,000,000 or the amount prescribed by Article 425, Paragraph 1 of the Companies Act, whichever is higher.

Item 3: Payment of Directors' Bonuses

It is proposed that a total of JPY 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.

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