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Securities Code: 9310
June 6, 2019

To our shareholders

Ken Ogawa
President and Representative Director
Japan Transcity Corporation
Kasumi 2-1-1, Yokkaichi, Mie, Japan

Notice of Convocation of the 105th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 105th Ordinary General Meeting of Shareholders of Japan Transcity Corporation (the "Company") to be held as set forth below.
If you are unable to attend in person, you may exercise your voting rights in writing. After reviewing the Reference Documents for the General Meeting of Shareholders as set forth below, please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and return it to arrive at the Company by no later than 5:15 p.m. on Wednesday, June 26, 2019 (Japan Standard Time).

1. **Date and Time:** Thursday, June 27, 2019 at 10:00 a.m. (Japan Standard Time)
2. **Venue:** Large Conference Hall, 2F, Yokkaichi Port Building
   Kasumi 2-1-1, Yokkaichi, Mie, Japan
3. **Purpose of Meeting:**

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 105th Fiscal Year (from April 1, 2018 to March 31, 2019), as well as the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 105th Fiscal Year (from April 1, 2018 to March 31, 2019)

Matters to be resolved:

Proposal 1 Disposition of retained earnings
Proposal 2 Election of six Directors

- When attending the meeting, we request that you submit the enclosed Voting Rights Exercise Form at the conference hall's reception desk.
- The following listed items are posted on the Company's website (https://www.trancy.co.jp) in accordance with applicable laws and Article 17 of the Company's Articles of Incorporation, and are not provided in appendices to this Convocation Notice.
  "Consolidated Statement of Changes in Stockholders' Equity" in the Consolidated Financial Statements and "Notes to Consolidated Financial Statements"
  "Non-Consolidated Statement of Changes in Stockholders' Equity" in the Non-Consolidated Financial Statements and "Notes to Non-Consolidated Financial Statements"
  Moreover, the Consolidated Financial Statements and Non-Consolidated Financial Statements, which have been audited by the Accounting Auditor and the Audit & Supervisory Board Members at the time of preparation of the audit reports, include not only documents appended to this Convocation Notice, but also items listed above, which are posted on the Company's website (https://www.trancy.co.jp).
- In the event revisions are made to the contents of the Business Report, Consolidated and Non-Consolidated Financial Statements or the Reference Documents for the General Meeting of Shareholders, the revised contents will be posted on the Company's website (https://www.trancy.co.jp).

Reference Documents for the General Meeting of Shareholders

Proposals and reference matters

Proposal 1 Disposition of retained earnings

The Company regards stable dividends as fundamental, and while preparing for future changes in the management environment and reinforcing the Company's financial structure, the Company intends to implement dividends based on a long-term, comprehensive perspective.

With regard the year-end dividend for the fiscal year under review, the Company hereby proposes as follows, taking into account the profit level for the fiscal year under review and the Company's desire to express its appreciation for the ongoing support of its shareholders.

Year-end dividends

(1) Type of dividend property:
Cash

(2) Matters related to the distribution of dividends to stockholders and the total dividend amount thereof:
¥5 per share of the Company's common stock
Total amount: ¥320,555,230
Together with the interim dividend of ¥5 per share, the total annual dividend for the fiscal year under review becomes ¥10 per share.

(3) Effective date of dividend from retained earnings:
June 28, 2019

Proposal 2 Election of six Directors

The terms of office of all six Directors will expire at the conclusion of this General Meeting of Shareholders; therefore, the Company proposes the election of six Directors.
The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position, and responsibilities in the Company and significant concurrent positions outside the Company	Number of shares of the Company owned
1	Ken Ogawa (July 29, 1948)	Mar. 1971 Joined the Company June 2005 Director June 2007 Executive Director June 2011 President and Representative Director, Chief of Sales Headquarters, and Chief of Administration Headquarters June 2017 President and Representative Director, Executive Officer, Chief of Sales Headquarters, and Chief of Administration Headquarters Apr. 2018 President and Representative Director, Executive Officer, Chief of Sales Headquarters, Chief of Administration Headquarters, and Chief of Overseas Headquarters (current position)	157,735 shares
	[Reasons for nomination as Director] Ken Ogawa has abundant experience cultivated in the administration and sales divisions. He has taken on the management of the Company group (the "Group"), having demonstrated potent leadership ability since his appointment as President and Director and facilitated policies according to the medium-term management plan. Given his insight, experience, and performance as a manager, the Company has determined that he is able to appropriately participate in the decision making and supervision of the Company's management as a whole, and proposes his election as a Director.		
2	* Hitoshi Ando (December 7, 1958)	Apr. 1981 Joined the Company July 2004 General Manager of Computer Information System Dept. July 2008 General Manager of Administration Dept., Transport Business Div. June 2012 General Manager of the General Affairs Dept. June 2013 Director, General Manager of the General Affairs Dept. June 2017 Managing Executive Officer, and Regional Manager of the Kansai Regional Office (current position)	64,640 shares
	[Reasons for nomination as Director] Hitoshi Ando has abundant experience cultivated in the administration and sales divisions. As well as having a record of striving to enhance the functions of the Board of Directors, he plays a central role in the Group, having widely supervised and led the sales division as Managing Executive Officer. Given his insight, experience, and performance, the Company has determined that he is able to appropriately participate in the decision making and supervision of the Company's management as a whole, and proposes his election as a Director.		
3	* Toyohisa Ito (August 15, 1958)	Apr. 1981 Joined the Company June 2007 General Manager of the General Affairs Dept. June 2012 Audit & Supervisory Board Member (full-time) June 2016 Advisor, and General Manager of the Secretarial Dept. June 2017 Executive Officer, and General Manager of the General Affairs Dept. (current position)	59,728 shares
	[Reasons for nomination as Director] Toyohisa Ito has experience serving as an Audit & Supervisory Board Member and possesses abundant experience and deep insight into company management. Furthermore, he has a record of striving to enhance the corporate governance system as Executive Officer and General Manager of the General Affairs Dept. The Company has determined that he is able to further contribute to ensuring transparency in the Company's management, and therefore proposes his election as a Director.		

<table>
<tr><td>Candidate No.</td><td>Name
(Date of birth)</td><td colspan="2">Career summary, position, and responsibilities in the Company and significant concurrent positions outside the Company</td><td>Number of shares of the Company owned</td></tr>
<tr><td rowspan="2">4</td><td>Nagahisa Kobayashi
(November 8, 1943)</td><td colspan="2">Mar. 1966 Joined the Company
June 1995 Director
June 1999 Executive Director
June 2001 Representative Director, and Senior Executive Director
June 2003 President and Representative Director
June 2009 President and Representative Director, and Chief of Sales Headquarters
June 2011 Chairman and Representative Director (current position)
<Significant concurrent positions outside the Company>
Outside Director of The Hyakugo Bank, Ltd.</td><td>368,545 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as Director]
Nagahisa Kobayashi has experience as President and Chairman, and possesses abundant experience and broad insight as a manager. He is also knowledgeable not only about the industry but also other business communities. The Company has determined that he is able to sufficiently fulfill his duties of appropriate supervision of the Company’s management as a whole while contributing to the sustained growth of the corporate value of the Group. Based on this, the Company proposes his election as a Director.</td></tr>
<tr><td rowspan="2">5</td><td>Nagayasu Toyoda
(June 21, 1950)</td><td colspan="2">Dec. 1978 Assistant of Mie University Hospital
Dec. 1991 Professor of Faculty of Medicine, Mie University
Feb. 2002 Assistant to the President of Mie University
Apr. 2004 President of Mie University
Apr. 2009 Vice President of Suzuka University of Medical Science
Apr. 2010 President of Center for National University Finance and Management (CUFM)
Apr. 2013 President of Suzuka University of Medical Science (current position)
June 2015 Outside Director of the Company (current position)
<Significant concurrent positions outside the Company>
President of Suzuka University of Medical Science</td><td>0 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as outside Director]
Nagayasu Toyoda has never been directly involved in the management of a company, however, he has many years of experience as a university president, and possesses abundant experience and broad insight into human resource training. The Company has determined that he is able to appropriately fulfill his duties as outside Director, and proposes his election as an outside Director.</td></tr>
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Candidate No.	Name (Date of birth)	Career summary, position, and responsibilities in the Company and significant concurrent positions outside the Company	Number of shares of the Company owned
6	Hikoshi Takeuchi (February 15, 1955)	Apr. 1977 Joined Yokkaichi City government office Apr. 2007 General Manager of Corporate Planning Dept., Yokkaichi City government office Apr. 2009 General Manager of Financial Management Dept., Yokkaichi City government office Oct. 2010 Deputy Mayor of Yokkaichi City Apr. 2015 Principal of Social Welfare Corporation Kawashima Fukushi-kai Nishiura Nursery School (current position) June 2015 Outside Director of the Company (current position) <Significant concurrent positions outside the Company> Principal of Social Welfare Corporation Kawashima Fukushi-kai Nishiura Nursery School	0 shares
	[Reasons for nomination as outside Director] Hikoshi Takeuchi has never been directly involved in the management of a company, however, he has a history of prominent positions in Yokkaichi City, such as serving as the Deputy Mayor, and has abundant experience and broad insight in the field of public administration. The Company has determined that he is able to appropriately fulfill his duties as outside Director, and proposes his election as an outside Director.		

Notes:
1. There are no special conflicts of interest between any of the candidates and the Company.
2. Asterisks (*) denote new candidates for election as Director.
3. Both Nagayasu Toyoda and Hikoshi Takeuchi are candidates for outside Director.
   Moreover, both of these candidates satisfy the conditions for independent officers stipulated by the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc., and the Company has notified the aforementioned exchanges of their designation as independent officers.
4. The Company has entered into limited liability agreements with Nagayasu Toyoda and Hikoshi Takeuchi as stipulated by Article 427, Paragraph 1 of the Companies Act. The limit of the liabilities in these agreements is the amount stipulated by law, and the Company intends to renew these agreements if the reelection of both candidates is approved.
5. Both Nagayasu Toyoda and Hikoshi Takeuchi currently serve as outside Directors of the Company, and their tenures will have been four years at the conclusion of this General Meeting of Shareholders.