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Securities code: 3946

June 4, 2019

To our shareholders:

Mitsuo Nakahashi
President & Chief Operating Officer
Tomoku Co., Ltd.
2-2-2 Marunouchi, Chiyoda-ku, Tokyo

NOTICE OF THE 80TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 80th Annual General Meeting of Shareholders of Tomoku Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the internet, etc. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights by no later than 6:00 p.m., Thursday, June 20, 2019 (Japan Standard Time).

- 1 Date and Time:** Friday, June 21, 2019 at 10:00 a.m. (Japan Standard Time)
2 Venue: **Marunouchi Mitsui Building 4F, Company’s Conference Room**
2-2-2 Marunouchi, Chiyoda-ku, Tokyo

3 Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 80th fiscal year (from April 1, 2018 to March 31, 2019), as well as the results of audit of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 80th fiscal year (from April 1, 2018 to March 31, 2019)

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of One Substitute Audit & Supervisory Board Member

Of the documents that should be attached to this Notice, the following items are posted on Company’s website (<https://www.tomoku.co.jp/ir/meeting.html>) according to the laws and regulations and Article 13 of Company’s Articles of Incorporation.

(1)Notes to the Consolidated Financial Statements (2)Notes to the Non-Consolidated Financial Statements
These items are included in the Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements audited by the Financial Auditor or the Audit & Supervisory Board Members in preparing their Audit Reports.

If any amendments are made to the Reference Documents for General Meeting of Shareholders, the Business Report, Consolidated Financial Statements, and/or Non-Consolidated Financial Statements, such amendments will be posted on the Company website (<https://www.tomoku.co.jp/>).

Reference Documents for General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

Regarding year-end dividends for the 80th fiscal year, after giving comprehensive consideration to factors such as Company's business results, profit levels, financial conditions, the required internal reserves for future business development, and the dividend payout ratio, we would like to offer the following year-end dividends.

In addition, on May 27, 2019, the Company celebrated the 70th anniversary of its foundation. Accordingly, to show appreciation for our shareholders' support up until now, we propose a commemorative dividend of 10 yen per share in addition to an ordinary dividend of 20 yen per share, for a year-end dividend of 30 yen per share.

Furthermore, the Company will allocate funds from internal reserves for investment, etc. to maximize Company's future corporate value.

Type of dividend property

Cash

Allotment of dividend property and their aggregate amount

30 yen per common share of the Company

(20 yen for ordinary dividend, 10 yen for commemorative dividend to mark the 70th anniversary of foundation)

Total payment: 490,376,760 yen

Effective date of dividends of surplus

June 24, 2019

Proposal 2: Election of One Substitute Audit & Supervisory Board Member

To be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations, the Company requests approval for the election of Toshiaki Kanazawa as a substitute Audit & Supervisory Board Member.

The validity of the election can be nullified by resolution of the Board of Directors if the consent of the Audit & Supervisory Board has been obtained; provided, however, that it is only in a time before assuming office as Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of birth)	Career summary (Significant concurrent positions)	Number of Company's shares owned
Toshiaki Kanazawa (November 23, 1955)	Oct. 1985 Registered as a certified public tax accountant May 1986 Joined Shinko Audit Corporation June 1999 Established Chiyoda Management Service Ltd. Director of Chiyoda Management Service Ltd. Director of Toshiaki Kanazawa Certified Public Tax Accountant Office (current position)	0
	July 2011 Representative Director of Chiyoda Management Service Ltd. (current position)	
[Reasons for nomination as candidate for substitute external Audit & Supervisory Board Member] The reason Toshiaki Kanazawa has been nominated as a candidate for substitute external Audit & Supervisory Board Member is that he has expert knowledge and practical experience as a certified public tax accountant which we would like him to reflect in the audit of the Company.		

- Notes:
1. There is no special interest between the candidate for substitute Audit & Supervisory Board Member and the Company.
 2. Toshiaki Kanazawa is a candidate for substitute external Audit & Supervisory Board Member.
 3. In the event Mr. Kanazawa assumes the office of Audit & Supervisory Board Member, based on Company's Articles of Incorporation, the Company plans to enter into a limited liability agreement with him to the extent allowed by laws and regulations as provided for in Article 427, paragraph 1 of the Companies Act.
 4. Mr. Kanazawa satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange.