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(Stock Exchange Code 3433)
June 2, 2020

To Shareholders with Voting Rights:

Noriyuki Mifune
President
TOCALO Co., Ltd.
4-4, 6-chome, Minatojima-Minamimachi,
Chuo-ku, Kobe

**NOTICE OF
THE 69TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are hereby informed that the 69th Annual General Meeting of Shareholders of TOCALO Co., Ltd. (the “Company”) will be held for the purposes described below.

If you do not attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5 p.m. on June 23, 2020, Japan time.

- 1. Date and Time:** Wednesday, June 24, 2020, at 10 a.m. Japan time (Reception desk opens at 9:30 a.m.)
- 2. Place:** “Kairaku” Meeting Room on the Main Building B1 floor of
KOBE PORTOPIA HOTEL, located at
10-1, 6-chome, Minatojima Nakamachi, Chuo-ku, Kobe
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 69th Fiscal Year (April 1, 2019–March 31, 2020)
 2. Results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company’s 69th Fiscal Year (April 1, 2019–March 31, 2020)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of One (1) Director
- Proposal 3:** Election of Four (4) Audit & Supervisory Board Members

- ◆ This year, in order to prevent the spread of novel coronavirus infection, we have decided to cancel the company information session that is usually held after the General Meeting of Shareholders. The provision of drinks and other refreshments will be cancelled. We appreciate your understanding.

4. Exercise of Voting Rights

You are kindly requested to review the Reference Documents and exercise your voting rights.

You can exercise your voting rights by any of the following three methods.

By attending the meeting	By postal mail	Via the Internet
Date and time of the meeting: 10:00 a.m., June 24, 2020 (Japan time)	Deadline for exercise: Your ballot must reach us by post no later than 5 p.m. on June 23, 2020 (Japan time).	URL: https://evote.tr.mufig.jp/ Deadline for exercise: Enter your vote by no later than 5 p.m. on June 23, 2020 (Japan time).

- ◆ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk
- ◆ For details regarding the exercise of voting rights via the Internet, please refer to pages 9-10.
- Handling in case voting rights are exercised multiple times
 - (1) In the event that voting rights are exercised both in writing and via the Internet, the vote via the Internet shall be deemed valid.
 - (2) In the event that voting rights are exercised multiple times via the Internet, the most recent vote shall be deemed valid.
- ◆ From among the documents to be provided together with the Notice of the 69th Annual General Meeting of Shareholders, the “Consolidated Statement of Changes in Net Assets,” “Notes to the Consolidated Financial Statements,” “Statement of Changes in Net Assets” and “Notes to the Non-consolidated Financial Statements” are disclosed on the Company’s website (<https://www.tocalo.co.jp/>) pursuant to the laws, regulations and Article 15 of the Articles of Incorporation of the Company. Therefore, these documents are not included in the documents attached to this Notice. Also, the “Consolidated Statement of Changes in Net Assets,” “Notes to the Consolidated Financial Statements,” “Statement of Changes in Net Assets” and “Notes to the Non-consolidated Financial Statements” are included in the consolidated financial statements and non-consolidated financial statements audited by the Audit & Supervisory Board and the Accounting Auditor to prepare the Audit Reports.
- ◆ Should the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements, and the Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company’s website (<https://www.tocalo.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Proposed appropriation of surplus for the 69th fiscal year is as follows:

The Company considers the returning of profits to be one of the most important managerial measures and makes it a basic policy to maintain the stable payment of dividends by reinforcing the corporate structure through the enhancement of earning capacity, while implementing the performance-based distribution of profits.

As a result of our discussion based on this policy, the year-end dividends for the fiscal year under review are proposed as follows:

- 1) Type of property for dividends
Cash
- 2) Allotment of property for dividends and total amount thereof
¥12.50 per share of the Company's common stock
Total amount: ¥759,935,800

Because the Company paid an interim dividend of ¥12.50 per share, the annual dividend, which combines the interim dividend and a year-end dividend, will become ¥25 per share for the fiscal year under review.

- 3) Effective date of distribution of surplus
June 25, 2020

Proposal 2: Election of One (1) Director

Since Director Takeshi Miki will resign from office at the conclusion of this Annual General Meeting of Shareholders, the election of one (1) additional Director is proposed.

In addition, since Ms. Yoko Sato will be appointed to fill the vacancy left by Mr. Takeshi Miki, her term of office will be until the expiration of the term of other Directors currently in office, in accordance with the Company's Articles of Incorporation.

The candidate for Director is as follows:

Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
Yoko Sato (July 23, 1960) New appointment Outside Director Independent Officer Term of office as a Director at the conclusion of this Annual General Meeting of Shareholders: — Attendance at meetings of the Board of Directors during fiscal 2019: —	September 1986 Joined Showa Ota & Co. (currently ERNST & YOUNG SHINNIHON LLC) March 1990 Registered as a Certified Public Accountant May 2011 Senior Partner, ERNST & YOUNG SHINNIHON LLC June 2019 Resigned from ERNST & YOUNG SHINNIHON LLC September 2019 Established Yoko Sato Certified Public Accountant Office (to present) [Significant concurrent positions] Number of companies where she concurrently assumes office: 1 Representative, Yoko Sato Certified Public Accountant Office [Reason for selection as a candidate for Outside Director] Although Ms. Yoko Sato has no direct experience of participating in corporate management, she possesses extensive experience in auditing and specialized knowledge in finance and accounting acquired over many years as a certified public accountant. Based on her broad perspective on such matters as finance strategy and corporate governance, we believe she is capable of appropriately performing her duties as an Outside Director and therefore appoint Ms. Sato as a candidate for Outside Director.	0

(Notes)

1. There are no special interests between the Company and Ms. Yoko Sato.
2. Ms. Yoko Sato is a candidate for Outside Director.
3. Ms. Yoko Sato satisfies the requirements for independent officers prescribed by Tokyo Stock Exchange, Inc. The Company therefore intends to notify said Exchange that she is an independent officer.
4. If the election of Ms. Yoko Sato is approved, the Company intends to conclude an agreement to limit the liability for damages as set forth in Article 423, Paragraph 1, of the Companies Act with her. The maximum amount of liability under said agreement shall be the amount prescribed by laws and regulations.

Proposal 3: Election of Four (4) Audit & Supervisory Board Members

The term of office of all four (4) Audit & Supervisory Board Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of four (4) Audit & Supervisory Board Members is proposed.

The Audit & Supervisory Board has given its consent to this proposal in advance.

The candidates for Audit & Supervisory Board Member are as follows:

No.	Name		Current positions at the Company	Attendance at the Board of Directors meetings	Attendance at the Audit & Supervisory Board meetings
1	Takeshi Miki	New appointment	Director	17 out of 17 meetings (100%)	—
2	Toshihiko Yoshida	Reappointment	Outside Audit & Supervisory Board Member Independent	Audit & Supervisory Board Member (Full-time, Outside Audit & Supervisory Board Member)	17 out of 17 meetings (100%) 13 out of 13 meetings (100%)
3	Toshihiko Koyama	Reappointment	Audit & Supervisory Board Member (Full-time)	17 out of 17 meetings (100%)	13 out of 13 meetings (100%)
4	Takuya Nakata	Reappointment	Outside Audit & Supervisory Board Member Independent	Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member)	17 out of 17 meetings (100%) 13 out of 13 meetings (100%)

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Takeshi Miki (April 19, 1958) New appointment Term of office as an Audit & Supervisory Board Member at the conclusion of this Annual General Meeting of Shareholders: — Attendance at meetings of the Audit & Supervisory Board during fiscal 2019: —	April 2005 General Manager, Mizushima Plant of the Company April 2011 General Manager, Kitakyushu Plant April 2013 Division Manager, Sales Div., Tokyo Plant April 2016 General Manager, Tokyo Plant April 2018 Division Manager, Marketing Planning Div. June 2018 Director; Assistant General Manager, Sales Headquarters (to present) [Significant concurrent positions] Number of companies where he concurrently assumes office: 0 None [Reason for selection as a candidate for Audit & Supervisory Board Member] Mr. Takeshi Miki possesses not only a career history mainly in the sales field but also ample knowledge and experience related to the Company's business, having assumed office as General Manager of plants and Director. We believe he is capable of appropriately performing his duties in auditing of the Company and therefore appoint Mr. Miki as a candidate for Audit & Supervisory Board Member.	88,400
2	Toshihiko Yoshida (August 6, 1955) Reappointment Outside Audit & Supervisory Board Member Independent Officer Term of office as an Audit & Supervisory Board Member at the conclusion of this Annual General Meeting of Shareholders: 4 years Attendance at meetings of the Audit & Supervisory Board during fiscal 2019: Attended 13 of 13 meetings (100%)	April 1978 Joined Taiyo-Kobe Bank Limited (currently Sumitomo Mitsui Banking Corporation) April 2004 General Manager, Kobe Corporate Business Office III of Sumitomo Mitsui Banking Corporation June 2007 General Manager, Corporate Planning Department of Sanyo Special Steel Co., Ltd. (temporarily transferred) October 2007 General Manager, Internal Inspection Department of Sanyo Special Steel Co., Ltd. (temporarily transferred) June 2008 Transferred to Sanyo Special Steel Co., Ltd. April 2009 General Manager, General Administration Department of Sanyo Special Steel Co., Ltd. June 2012 Corporate Auditor, Sanyo Special Steel Co., Ltd. June 2016 Full-time Audit & Supervisory Board Member of the Company (to present) [Significant concurrent positions] Number of companies where he concurrently assumes office: 0 None [Reason for selection as a candidate for Outside Audit & Supervisory Board Member] Mr. Toshihiko Yoshida possesses significant experience and insight in corporate audits acquired through his experience as a Corporate Auditor of a listed company. We believe he is capable of appropriately performing his duties in auditing of the Company and therefore reappoint Mr. Yoshida as a candidate for Outside Audit & Supervisory Board Member.	2,900

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
3	Toshihiko Koyama (June 20, 1957) Reappointment Term of office as an Audit & Supervisory Board Member at the conclusion of this Annual General Meeting of Shareholders: 3 years Attendance at meetings of the Audit & Supervisory Board during fiscal 2019: Attended 13 of 13 meetings (100%)	April 2005 General Manager, Kitakyushu Plant of the Company April 2011 General Manager, Nagoya Plant April 2013 General Manager, Kitakyushu Plant April 2014 Division Manager, Personnel & General Affairs Div. April 2017 Division Manager under the Administrative Headquarters June 2017 Full-time Audit & Supervisory Board Member (to present) [Significant concurrent positions] Number of companies where he concurrently assumes office: 0 None [Reason for selection as a candidate for Audit & Supervisory Board Member] Mr. Toshihiko Koyama possesses not only a career history mainly in the sales field but also broad knowledge and ample experience, having assumed office as General Manager of plants and Division Manager of Personnel & General Affairs Div. We believe he is capable of appropriately performing his duties in auditing of the Company and therefore reappoint Mr. Koyama as a candidate for Audit & Supervisory Board Member.	69,500
4	Takuya Nakata (January 21, 1952) Reappointment Outside Audit & Supervisory Board Member Independent Officer Term of office as an Audit & Supervisory Board Member at the conclusion of this Annual General Meeting of Shareholders: 5 years Attendance at meetings of the Audit & Supervisory Board during fiscal 2019: Attended 13 of 13 meetings (100%)	April 1970 Joined Osaka Regional Taxation Bureau July 2007 District Director, Tennoji Tax Office July 2010 District Director, Sumiyoshi Tax Office July 2012 Retired from the position of District Director, Sumiyoshi Tax Office August 2012 Registered as a Certified Public Tax Accountant August 2012 Established Nakata Takuya Accountant Office June 2015 Audit & Supervisory Board Member of the Company (to present) [Significant concurrent positions] Number of companies where he concurrently assumes office: 1 Representative, Nakata Takuya Accountant Office [Reason for selection as a candidate for Outside Audit & Supervisory Board Member] Although Mr. Takuya Nakata has not been involved in corporate management other than by serving as an outside officer, he possesses extensive experience as a certified public tax accountant and professional expertise in finance and accounting. We believe he is capable of appropriately performing his duties in auditing of the Company and therefore reappoint Mr. Nakata as a candidate for Outside Audit & Supervisory Board Member.	5,000

(Notes)

1. There are no special interests between the Company and each candidate for Audit & Supervisory Board Member.
2. Mr. Toshihiko Yoshida and Mr. Takuya Nakata are candidates for Outside Audit & Supervisory Board Member.
3. Mr. Toshihiko Yoshida and Mr. Takuya Nakata currently serve as Outside Audit & Supervisory Board Member of the Company and will have served for four (4) years and five (5) years, respectively, at the conclusion of this General Meeting of Shareholders.
4. The Company has notified Tokyo Stock Exchange, Inc. that Mr. Toshihiko Yoshida and Mr. Takuya Nakata are independent officers prescribed by the Exchange.
5. The Company has an agreement to limit the liability for damages as set forth in Article 423, Paragraph 1, of the Companies Act with Mr. Toshihiko Yoshida, Mr. Toshihiko Koyama and Mr. Takuya Nakata. If the election of these candidates is approved, the Company intends to continue the same agreement with them. The limit of the liability under the contract shall be the amount prescribed by laws and regulations. If the election of Mr. Takeshi Miki is approved, the Company intends to conclude a similar liability limitation agreement with him.
6. Mr. Toshihiko Yoshida is from Sumitomo Mitsui Banking Corporation ("SMBC"), but more than 10 years have passed since he retired from SMBC in June 2008. In addition, Mr. Yoshida had been with Sanyo Special Steel Co., Ltd. ("Sanyo") since his retirement from SMBC, and retired from Sanyo in June 2016. Although the Company has business transactions with Sanyo, including sales of surface treatment to Sanyo and purchases of materials from Sanyo, the Company's sales to Sanyo for the fiscal year ended March 31, 2020, accounted for less than 0.2% of the Company's

consolidated net sales, whereas the amount of the Company's purchases from Sanyo accounted for less than 0.2% of Sanyo's consolidated net sales. For these reasons, the Company's business relationship with Sanyo does not affect the independence of Mr. Yoshida as an Outside Audit & Supervisory Board Member of the Company.

<Procedures for Voting via the Internet>

If you exercise your voting rights via the Internet, please read and understand the following matters before you exercise your rights.

If you attend the meeting, you do not need to take procedures for exercise of your voting rights by postal mail (Voting Rights Exercise Form) or via the Internet.

1. About the voting rights exercise website

- (1) For the exercise of voting rights via the Internet, please use only the voting rights exercise website (<https://evote.tr.mufg.jp/>) designated by the Company from either a personal computer, a smartphone or a mobile phone. (However, the website will be unavailable between 2 a.m. and 5 a.m. every day.)
- (2) When you use a personal computer or a smartphone for the exercise of voting rights, if firewalls, etc., are in use for the Internet connection, antivirus software is in use, proxy servers are in use or the TLS encryption is not designated, etc., it might not be possible to use the website depending upon the Internet environment of the shareholder.
- (3) You cannot use a mobile phone that does not have the TLS encryption function or handle the data transmission to exercise your voting rights for the sake of security.
- (4) Although the exercise of voting rights via the Internet will be available until 5 p.m. on Tuesday, June 23, 2020 (Japan time), early exercise is highly appreciated, and please contact our Help Desk if you have any questions.

2. Exercise method for voting rights via the Internet

(1) Using a personal computer or a mobile phone

- Your “Login ID” and “Temporary password” are indicated on the enclosed Voting Rights Exercise Form. Please input them on the voting rights exercise website ([https:// evote.tr.mufg.jp/](https://evote.tr.mufg.jp/)), and indicate your vote for or against the proposals by following the on-screen instructions.
- To prevent unauthorized access by third-party non-shareholders (spoofing) and falsification of the content of the exercise of voting rights, you will be asked to change the “Temporary password” on the voting rights exercise website.
- Every time a General Meeting of Shareholders is convened, a new “Login ID” and “Temporary password” will be sent to each shareholder.

(2) Using a smartphone

- You can access the voting rights exercise website and exercise your voting rights by using your smartphone to scan the “Login QR code” on the Voting Rights Exercise Form.
(There is no need to input your “Login ID” and “Temporary password” in this case.)
- For security purposes, the exercise of voting rights using the QR code is possible only once. When you access the voting rights exercise website a second time and thereafter, you need to input your “Login ID” and “Temporary password” even after scanning the QR code.
- Login using a QR code might not be possible depending on the smartphone model. In such a case, please exercise your voting rights using the method for (1) Using a personal computer or mobile phone, above.
*QR code is a registered trademark of DENSO WAVE INCORPORATED.

3. Handling in case voting rights are exercised multiple times

- (1) In the event that voting rights are exercised both in writing and via the Internet, the vote via the Internet will be deemed valid.
- (2) In the event that voting rights are exercised multiple times via the Internet, the most recent vote will be deemed valid. In the event that voting rights are exercised using multiple devices such as a personal computer, a smartphone and/or a mobile phone, the most recent vote will be deemed valid.

4. Expenses arising due to accessing the voting rights exercise website

Please note that shareholders are solely responsible for any expenses (Internet connection fees, etc.) incurred while accessing the voting website. In case of using a mobile phone, etc., you will need to pay a packet fee and other charges, which are also borne by shareholders.

5. Method for receiving the Notice of the Annual General Meeting of Shareholders

From the next Annual General Meeting of Shareholders, it is possible to receive a Notice of the Annual General Meeting of Shareholders by e-mail. If you wish to do so, please follow the procedure via the

voting rights exercise website using a personal computer or smartphone. (This process cannot be done using a mobile phone.)

Inquiries related to systems, etc. Stock Transfer Agency Department (Help Desk), Mitsubishi UFJ Trust and Banking Corporation Phone: 0120-173-027 (Toll-free) Business Hours: 9 a.m. to 9 p.m. (Japan time)
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