

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 7313)
June 3, 2016

To Shareholders with Voting Rights:

Michio Inoue
President
TS TECH CO., LTD.
3-7-27, Sakae-cho, Asaka-shi,
Saitama, Japan

NOTICE OF THE 70TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially invited to attend the 70th Annual General Meeting of Shareholders of TS TECH CO., LTD. (the "Company"). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing.

Accordingly, 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 5:30 p.m. on Thursday, June 23, 2016, Japan time.

1. Date and time Friday, June 24, 2016 at 10:00 a.m., Japan time
(Reception is scheduled to start from 9:00 a.m.)
2. Place Ballroom Fuji on the 3rd floor of Hotel Metropolitan
1-6-1, Nishi-Ikebukuro, Toshima-ku, Tokyo, Japan
(See the access map at the end of this document for the location of the venue.)
3. Meeting Agenda
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements for the Company's 70th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements.
 2. Non-Consolidated Financial Statements for the Company's 70th Fiscal Year (April 1, 2015 - March 31, 2016)

Proposals to be resolved:

- | | |
|-------------|--|
| Proposal 1: | Appropriation of Surplus |
| Proposal 2: | Election of Fourteen (14) Directors |
| Proposal 3: | Election of Two (2) Auditors |
| Proposal 4: | Election of One (1) Substitute Auditor |



- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Reception will open at 9:00 a.m.
- In the event that the Reference Documents for the General Meeting of Shareholders, the Business Reports, the Non-Consolidated Financial Statements and the Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website.

Japanese: <http://www.tstech.co.jp/>

English: <http://www.tstech.co.jp/english/>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company regards distribution of profits to shareholders as one of its most important management priorities as it strives to improve its corporate value through business development from long-term and global perspectives.

With respect to the dividend, the basis is to take into consideration the trends in consolidated financial results and the internal reserve to strengthen the consolidated business structure. In addition, the general reserve is proposed as follows, taking into consideration factors such as internal reserve for stable and ongoing corporate growth.

1. Matters concerning the year-end dividend
 - (1) Matters concerning allotment of dividends to shareholders and the total amount thereof
Dividend per share of the Company's common stock: 33 yen (cash)
Total amount: 2,243,934,858 yen
 - (2) Effective date of payment of dividend
June 27, 2016

2. Matters concerning appropriation of surplus
 - (1) Item of increased surplus and the amount thereof
General reserve: 3,500,000,000 yen
 - (2) Item of decreased surplus and the amount thereof
Retained earnings brought forward: 3,500,000,000 yen

Proposal 2: Election of Fourteen (14) Directors

The term of office for all twelve (12) Directors will expire at the close of this general meeting of shareholders. Accordingly, the Company proposes the election of fourteen (14) Directors including two (2) Outside Directors, an increase of two (2) directors aimed at further enhancing supervision over Directors and the management structure.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibility at the Company, and significant positions currently held at other corporations		Number of shares of the Company held
1	Michio Inoue (June 11, 1953)	April 1977	Joined the Company	14,099 shares
		August 1994	First Engineering Sales Division, Engineering Department, Seat Technology General Manager	
		August 1998	Director, First Engineering Sales Division Deputy Executive General Manager	
		June 1999	Director, Manufacturing Division Deputy Executive General Manager	
		June 2001	Director, Manufacturing Division Executive General Manager	
		April 2002	Director, Development and Engineering Division Executive General Manager	
		June 2002	Managing Director, Development and Engineering Division Executive General Manager	
		June 2006	Senior Managing Director, Development and Engineering Division Executive General Manager	
		June 2007	Senior Managing Director (Representative Director), Development and Engineering Division Executive General Manager	
		April 2008	Senior Managing Director (Representative Director) of the Company, Chairman and Director of TS TECH NORTH AMERICA, INC. (currently TS TECH AMERICAS, INC.)	
		June 2010	Executive Vice President (Representative Director)	
		April 2013	President (Representative Director) (incumbent)	

No.	Name (Date of birth)	Career summary, positions, responsibility at the Company, and significant positions currently held at other corporations		Number of shares of the Company held
2	Yoshiaki Yui (April 5, 1956)	April 1980	Joined the Company	10,441 shares
		April 2006	Corporate Purchasing Division Executive General Manager	
		June 2006	Director, Corporate Purchasing Division Executive General Manager	
		June 2011	Managing Director, Corporate Purchasing Division Executive General Manager	
		April 2013	Managing Director of the Company, Asia and Europe Executive General Manager of the Company, Chairman and Director of TS TECH UK LTD, Chairman and Director of TS TECH ASIAN CO., LTD. (incumbent)	
		June 2015	Senior Managing Director	
		December 2015	Chairman and Director of TS TECH BANGLADESH LIMITED (incumbent)	
April 2016	Senior Managing Director, Sales Division General Executive Manager (incumbent), Risk Management Officer (incumbent)			
3	Masanari Yasuda (January 9, 1959)	April 1982	Joined the Company	26,969 shares
		April 2008	Operating Officer, Development and Engineering Division Deputy Executive General Manager	
		April 2010	Operating Officer, Development and Engineering Division Executive General Manager	
		June 2010	Director, Development and Engineering Division Executive General Manager	
		June 2014	Managing Director, Development and Engineering Division Executive General Manager	
		April 2016	Managing Director (incumbent)	

No.	Name (Date of birth)	Career summary, positions, responsibility at the Company, and significant positions currently held at other corporations		Number of shares of the Company held
4	Minoru Maeda (June 5, 1956)	April 1979	Joined the Company	15,981 shares
		April 2009	Corporate Quality Assurance Division Executive General Manager	
		June 2009	Director, Corporate Quality Assurance Division Executive General Manager	
		April 2013	Director, Manufacturing Division General Executive Manager	
		June 2014	Managing Director, Manufacturing Division General Executive Manager	
		April 2016	Managing Director (incumbent), Americas Executive General Manager (incumbent), Chairman and President of TS TECH AMERICAS, INC. (incumbent)	
5	Yoshitaka Nakajima (October 16, 1959)	April 1982	Joined the Company	6,388 shares
		April 2008	President of GUANGZHOU TSK AUTO PARTS CO., LTD.	
		April 2010	Operating Officer, Corporate Administration Division Deputy Executive General Manager	
		April 2012	Operating Officer, Corporate Administration Division Executive General Manager, Officer in Charge of Public Relations (incumbent)	
		June 2012	Director, Corporate Administration Division Executive General Manager, Compliance Officer (incumbent)	
		April 2015	Director, Corporate Administration Division Executive General Manager, Corporate Business Administration Division Executive General Manager	
		June 2015	Managing Director, Corporate Administration Division Executive General Manager, Corporate Business Administration Division Executive General Manager	
		April 2016	Managing Director, Corporate Administration Division Executive General Manager (incumbent)	

No.	Name (Date of birth)	Career summary, positions, responsibility at the Company, and significant positions currently held at other corporations		Number of shares of the Company held
6	Hitoshi Yoshida (August 23, 1957)	April 1981	Joined the Company	2,971 shares
		January 2004	Development and Engineering Division, Design Department General Manager	
		April 2010	Operating Officer, Manufacturing Division Deputy Executive General Manager	
		April 2014	Operating Officer, Corporate Purchasing Division Executive General Manager	
		June 2014	Director, Corporate Purchasing Division Executive General Manager	
		April 2016	Director (incumbent), Asia and Europe Executive General Manager (incumbent)	
*7	Koichi Mase (October 24, 1956)	April 1979	Joined the Company	15,466 shares
		April 2002	Corporate Purchasing Division, Cost Planning Section General Manager	
		April 2010	Operating Officer, Sales Division Deputy Executive General Manager	
		April 2014	Vice-chairman and President of TS TECH (HONG KONG) CO., LTD.	
		April 2015	Managing Officer of the Company (incumbent), China Executive General Manager (incumbent), Chairman and President of TS TECH (HONG KONG) CO., LTD. (incumbent)	
*8	Akihiko Hayashi (November 6, 1959)	April 1978	Joined the Company	5,909 shares
		April 2008	Manufacturing Division, Saitama Plant Manager	
		April 2010	Operating Officer, Manufacturing Division Deputy Executive General Manager	
		April 2015	Managing Officer, Manufacturing Division Deputy Executive General Manager	
		April 2016	Managing Officer, Manufacturing Division Executive General Manager (incumbent)	
9	Yutaka Arai (April 10, 1959)	April 1982	Joined the Company	1,729 shares
		April 2010	Development and Engineering Division, Design Department General Manager	
		April 2014	Development and Engineering Division, Deputy Executive General Manager	
		June 2014	Director, Development and Engineering Division Deputy Executive General Manager	
		April 2016	Director, Development and Engineering Division Executive General Manager (incumbent)	

No.	Name (Date of birth)	Career summary, positions, responsibility at the Company, and significant positions currently held at other corporations		Number of shares of the Company held
*10	Kenichi Hasegawa (April 10, 1959)	April 1982	Joined the Company	1,858 shares
		June 2000	Engineering Sales Division, Motorcycle Engineering Department General Manager	
		April 2012	Director and President of TS TECH DO BRASIL LTDA.	
		April 2014	Operating Officer (incumbent)	
		April 2016	Officer in Charge of New Business Development of the Company (incumbent), Chairman and Director of TS TECH DEUTSCHLAND GmbH (incumbent)	
*11	Atsushi Igaki (January 21, 1963)	April 1986	Joined Honda Motor Co., Ltd.	—
		April 2010	Sales Division, Regional Operation Planning Office (Japan) of Honda Motor Co., Ltd.	
		April 2013	General Manager of Sales Division, Regional Operation Planning Office (Japan) of Honda Motor Co., Ltd.	
		April 2014	General Manager of Regional Operation Planning Office (Japan) of Honda Motor Co., Ltd.	
		April 2016	Joined the Company, Corporate Business Administration Division Executive General Manager of the Company (incumbent)	
*12	Yoshikazu Ariga (May 14, 1965)	April 1990	Joined the Company	1,888 shares
		April 2014	Corporate Purchasing Division, Purchasing Department 2 General Manager	
		April 2015	Operating Officer, Corporate Purchasing Division Deputy Executive General Manager	
		April 2016	Operating Officer, Corporate Purchasing Division Executive General Manager (incumbent)	
13	Shizuo Kitamura (October 4, 1955)	April 1979	Joined Saitama Bank, Ltd. (currently Saitama Resona Bank, Limited)	—
		June 2011	Director and Senior Managing Officer of Saitama Resona Bank, Limited	
		April 2013	Advisor of Resona Business Service Co., Ltd.	
		June 2013	Director and Deputy President of Resona Business Service Co., Ltd. (incumbent)	
		June 2015	Director of the Company (incumbent)	

No.	Name (Date of birth)	Career summary, positions, responsibility at the Company, and significant positions currently held at other corporations		Number of shares of the Company held
*14	Teruyasu Mutaguchi (October 31, 1950)	April 1973	Joined Fuji Electric Co., Ltd.	300 shares
		April 2002	Head of Equipment Manufacturing at Fuji Electric Co., Ltd.	
		July 2004	Director of the Tokyo Plant, Fuji Electric Systems Co., Ltd. (currently Fuji Electric Co., Ltd.)	
		April 2008	Director and CTO of Fuji Electric Retail Systems Co., Ltd. (currently Fuji Electric Co., Ltd.)	
		April 2011	Head of Saitama Industrial Technology Center	
		April 2015	Innovation Coordinator at the Kanto Regional Collaboration Office, Regional Collaboration Promotion Division, Research and Innovation Promotion Headquarters, National Institute of Advanced Industrial Science and Technology (AIST), Industry-Academia-Government Collaboration Senior Coordinator at the Comprehensive Open Innovation Center, Saitama University (incumbent)	

(Notes)

1. No material conflict of interest exists between the above candidates and the Company.
2. Numbers marked with an asterisk (*) indicate new director candidates.
3. Mr. Shizuo Kitamura and Mr. Teruyasu Mutaguchi are candidates for Outside Director as prescribed in Article 2, Paragraph 3, and Item 7 of the Ordinance for Enforcement of the Companies Act.
4. The Company has designated Mr. Shizuo Kitamura as an Outside Officer as stipulated by the Tokyo Stock Exchange and notified the Exchange as such. Similarly, if Mr. Teruyasu Mutaguchi assumes the office of Director, the Company will designate Mr. Mutaguchi as an Outside Officer as stipulated by the Tokyo Stock Exchange and notify the Exchange as such.
5. We have nominated Mr. Shizuo Kitamura as a candidate for Outside Director because we expect him to provide beneficial opinions and comments as an Outside Officer to the management of the Company based on his abundant experience as a corporate manager.
6. We have nominated Mr. Teruyasu Mutaguchi as a candidate for Outside Director because we expect him to provide beneficial opinions and comments as an Outside Officer to the management of the Company based on his abundant experience as a corporate manager of a manufacturing company.
7. The period of service of Mr. Shizuo Kitamura as an Outside Director of the Company will be one (1) year at the close of this annual general meeting of shareholders.
8. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Shizuo Kitamura to limit his liability for damages, as prescribed in Article 423, Paragraph 1 of the same Act. The amount of liability under the agreement is limited to the minimum liability amount as provided for in Article 425, Paragraph 1 of the same Act. If Mr. Kitamura is re-elected, the Company will continue the above agreement to limit his liability. In addition, if Mr. Teruyasu Mutaguchi assumes the office of Director, the Company will enter into the same agreement with him.

Proposal 3: Election of Two (2) Auditors

The term of office for Auditors Akira Nemoto and Takeshi Hanamura will expire at the close of this general meeting of shareholders. Accordingly, the Company proposes the election of two (2) Auditors.

With respect to the submission of this proposal, the consent of the Board of Auditors has been obtained.

The candidates for Auditor are as follows:

No.	Name (Date of birth)	Career summary, positions, at the Company, and significant positions currently held at other corporations		Number of shares of the Company held
*1	Senzo Yamazaki (December 23, 1956)	April 1979	Joined the Company	1,889 shares
		April 2013	Business Audit Office	
		April 2014	General Manager of Business Audit Office	
		April 2016	Business Audit Office (incumbent)	
*2	Akira Kawashita (November 10, 1952)	April 1976	Joined Mitsui Bank (currently Sumitomo Mitsui Banking Corporation)	—
		July 2002	Credit Administration Department Senior Credit Officer of Sumitomo Mitsui Banking Corporation	
		June 2003	Credit Risk Management Division Credit Analyst of Mitsui & Co Ltd.	
		May 2009	Head of General Affairs Division of Senshukai Co., Ltd.	
		October 2009	Executive Officer, Head of General Affairs Division of Senshukai Co., Ltd.	
		January 2013	President and Representative Director of Senshu Logisco CO., Ltd.	
		January 2015	Part-Time Adviser of Senshu Logisco CO., Ltd. (incumbent)	

(Notes)

- No material conflict of interest exists between the above candidates and the Company.
- Persons marked with an asterisk (*) are new auditor candidates.
- Mr. Akira Kawashita is a candidate for Outside Auditor as prescribed in Article 2, Paragraph 3, and Item 8 of the Ordinance for Enforcement of the Companies Act. If Mr. Kawashita assumes the office of Auditor, the Company will designate him as an Outside Officer as stipulated by the Tokyo Stock Exchange and notify the Exchange as such.
- We have nominated Mr. Akira Kawashita as a candidate for Outside Auditor so that we can leverage his many years of experience serving at a financial institution and wide-ranging knowledge and deep insights as a corporate manager at other companies in the auditing practices of the Company.
- If Mr. Akira Kawashita assumes office as an Auditor, pursuant to the provisions of the Articles of Incorporation of the Company, the Company will enter into an agreement with him to limit his liability for damages as stipulated by Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. The amount of liability pursuant to the agreement is limited to the minimum liability amount stipulated by Article 425, Paragraph 1 of the same Act

Proposal 4: Election of One (1) Substitute Auditor

In order to ensure continuity in audit operations in the event that the number of Auditors falls below the number required by laws and regulations, it is proposed to elect Mr. Kazunori Wasemoto as a Substitute Outside Auditor.

In addition, the appointment may be rescinded based upon a resolution by the Board of Directors, provided that it occurs only prior to assumption office and with the consent of the Board of Auditors.

The Board of Auditors has given its advance consent to the submission of this proposal.

The candidate for Substitute Auditor is as follows:

Name (Date of birth)	Career summary and significant concurrent positions		Number of shares of the Company held
Kazunori Wasemoto (July 6, 1962)	April 1996	Registered as an Attorney Joined Iida & Kuriu Patent and Law Office (currently Haru Law Office)	—
	October 2000	Partner of Iida & Kuriu Patent and Law Office	
	August 2010	Hayasaka & Wasemoto Law Office (to present)	
	June 2014	Outside Director, Yamada Corporation (to present)	

(Notes)

1. No material conflict of interest exists between Mr. Kazunori Wasemoto, the candidate, and the Company.
2. Mr. Kazunori Wasemoto is a candidate for Substitute Outside Auditor and meets the requirements for an Independent Auditor stipulated by Tokyo Stock Exchange, Inc.
3. Mr. Kazunori Wasemoto possesses professional views as an attorney and a range of knowledge and experience, and accordingly the Company proposes his election as a Substitute Outside Auditor. Although he has not been engaged in corporate management other than serving as an Outside Director or an Outside Auditor, based upon the reasons listed above, the Company believes that he is capable of successfully fulfilling his responsibility as an Outside Auditor if he assumes office as an Outside Auditor.
4. If Mr. Kazunori Wasemoto assumes office as an Auditor, pursuant to the provisions of the Articles of Incorporation of the Company, the Company will enter into an agreement with him to limit his liability for damages as stipulated by Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. The amount of liability pursuant to the agreement is limited to the minimum liability amount stipulated by Article 425, Paragraph 1 of the same Act.