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(Securities Code: 6315)

June 5, 2019

Dear Shareholders:

Hirokazu Okada  
President & CEO  
TOWA CORPORATION  
5, Kamichoshi-cho, Kamitoba,  
Minami-ku, Kyoto, Japan

**CONVOCAION NOTICE FOR  
THE 41ST ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the 41st Ordinary General Meeting of Shareholders of TOWA CORPORATION (the “Company”) will be held as detailed below, and your attendance is cordially requested.

In the event you are unable to attend the meeting, you can exercise your voting rights in writing (the Voting Rights Exercise Form). In this case, please examine the Reference Documents for the General Meeting of Shareholders later in this translation, then 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 Wednesday, June 26, 2019.

1. Date and time: June 27, 2019 (Thursday) 10:00 a.m.
2. Venue: 5, Kamichoshi-cho, Kamitoba, Minami-ku, Kyoto, Japan  
Meeting room on the seventh floor of the Company’s HQ building
3. Agenda:  
Reports: 1. Business report, consolidated financial statements, and audit reports regarding the consolidated financial statements by the Accounting Auditor and the Audit and Supervisory Committee for the 41st fiscal term (from April 1, 2018 to March 31, 2019)  
2. Report of the financial statements for the 41st fiscal term (from April 1, 2018 to March 31, 2019)

Proposal; Election of Four (4) Directors who are not Audit and Supervisory Committee Members

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - Should the Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company’s website (<http://www.towajapan.co.jp>).

## Reference Documents for the General Meeting of Shareholders

### Proposal and References

#### Proposal Election of Four (4) Directors who are not Audit and Supervisory Committee Members

The terms of office of all four (4) current Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, it is proposed that four (4) Directors who are not Audit and Supervisory Committee Members be elected.

The Audit and Supervisory Committee has previously given its opinion to this proposal that all of the candidates are suitable.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

Candidate No.	Name	Current positions and responsibilities at the Company
1	Hirokazu Okada Re-nominated	President & CEO
2	Hiroshi Uragami Re-nominated	Director, Managing Executive Officer (Chief Operating Officer, Mold and System Products Division) System Products Division Manager
3	Yoshizumi Tamura Re-nominated	Director, Managing Executive Officer (Chief Operating Officer, Corporate Planning and Administration Division) Administration Division Manager
4	Koichi Ishida Re-nominated	Director, Senior Executive Officer (Chief Operating Officer, Marketing and Sales Division and New Business Promotion Division) New Business Promotion Division Manager

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
<p>1</p> <p>Re-nominated</p>	<p>Hirokazu Okada (August 11, 1951)</p>	<p>April 1979 Joined the Company</p> <p>March 1988 Director</p> <p>June 2000 Senior Director</p> <p>August 2003 Director</p> <p>November 2005 Director, Department Manager of PM Market Development Dept.</p> <p>June 2006 Director, Managing Executive Officer, Department Manager of PM Market Development Dept.</p> <p>June 2008 Director, Managing Executive Officer, Division Manager of Development Div.</p> <p>April 2010 Executive Director, Chief Operating Officer of Development Div., Marketing and Sales Div. and Bandoh Memorial Research Laboratory</p> <p>April 2012 President &amp; CEO (to present)</p> <p>(Significant concurrent positions) CEO of TOWA (Nantong) Co., Ltd.</p>	<p>171,620</p>
<p>《Reasons for nomination as a candidate for Director》</p> <p>Mr. Okada joined the Company in 1979 and promoted the globalization of the Company's business. After serving as sales department manager, he was promoted to Director. Then he founded the sales and marketing system of TOWA Group's semiconductor equipment business. After that, he was appointed as the head of product development divisions such as the Development Div. After serving as Executive Director, he was promoted to President &amp; CEO in 2012. Through such various experiences in the Company's business, he acquired and possesses abundant ideas in addition to deep insights and wide connections. He continuously exerts leadership as the top management and plays the most important role in passing down the Company's technologies and culture. Therefore, we once again nominate Mr. Okada as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
2 Re-nominated	Hiroshi Uragami (January 31, 1958)	<p>March 1983 Joined the Company</p> <p>June 2013 Director, Executive Officer Division Manager of Development Div.</p> <p>April 2014 Director, Executive Officer, Chief Operating Officer of Development Div. Division Manager of Development Div.</p> <p>April 2016 Director, Managing Executive Officer, Division Manager of System Products Div.</p> <p>October 2017 Director, Managing Executive Officer, Division Manager of Mold Products Div. and System Products Div., General Manager, Kyoto East Plant, General Manager, Kyushu Work</p> <p>October 2018 Director, Managing Executive Officer (Chief Operating Officer, Mold and System Products Division) Division Manager of System Products Division (to present)</p>	25,000
<p>《Reasons for nomination as a candidate for Director》</p> <p>Mr. Uragami joined the Company in 1983 and engaged in the design and development of system products for many years. After serving as Division Manager of the Development Div., he was promoted to Director in 2013 and contributed to technology development of the Company. He led planning and development of new products and quality improvement and led technology development based on the Company's corporate philosophy. He possesses abundant experience, achievements and insights in all business areas of the Company. He is suitable to promote R&amp;D activities and enhance corporate value of TOWA Group. Therefore, we once again nominate Mr. Uragami as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
<p>3</p> <p>Re-nominated</p>	<p>Yoshizumi Tamura (December 5, 1954)</p>	<p>April 1977      Joined The Bank of Kyoto, Ltd. December 2010      Division Manager of Hanshin Area sales Div., Sales Supervising Group, The Bank of Kyoto, Ltd.</p> <p>July 2012      Joined the Company, Department Manager of Administration Dept., Administration Div.</p> <p>June 2013      Director, Chief Operating Officer of Administration Div., Department Manager of Administration Dept., Administration Div.</p> <p>October 2013      Director, Chief Operating Officer of Administration Div., Division Manager of Administration Div., Department Manager of Administration Dept., Administration Div.</p> <p>April 2014      Director, Executive Officer, Chief Operating Officer of Administration Div., Division Manager of Administration Div.</p> <p>April 2016      Director, Senior Executive Officer, Chief Operating Officer of Corporate Planning Div. and Administration Div., Division Manager of Administration Div.</p> <p>April 2017      Director, Managing Executive Officer, Chief Operating Officer of Corporate Planning Div. and Administration Div., Division Manager of Administration Div. (to present)</p> <p>(Significant concurrent positions) President and CEO of TOWA LASERFRONT Corporation</p>	<p>15,600</p>
<p>《Reasons for nomination as a candidate for Director》 Mr. Tamura joined the Company in 2012 and supervises administrative departments by taking advantage of his abundant experience in his former job in the financial institution. He was promoted to Director in 2013 and started corporate management. He acquired deep insights and wide knowledge through his experience in the financial institution and he is suitable to strengthen the organization of the whole TOWA Group and to pursue business effectiveness of the whole TOWA Group. Therefore, we once again nominate Mr. Tamura as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of shares of the Company in possession
4 <span style="border: 1px solid black; padding: 2px;">Re-nominated</span>	Koichi Ishida (October 6, 1962)	<p>March 1985 Joined the Company</p> <p>April 2010 Executive Officer, Division Manager of Mold Products Div.</p> <p>April 2014 Executive Officer, Division Manager of Marketing and Sales Div.</p> <p>April 2016 Senior Executive Officer, Division Manager of Marketing and Sales Div. and New Business Promotion Div.</p> <p>June 2017 Director, Senior Executive Officer, Division Manager of Marketing and Sales Div. and New Business Promotion Div.</p> <p>April 2018 Director, Senior Executive Officer, Chief Operating Officer of Marketing and Sales Div. and New Business Promotion Div., Division Manager of New Business Promotion Div. (to present)</p>	9,400
<p>《Reasons for nomination as a candidate for Director》</p> <p>Mr. Ishida joined the Company in 1985 and engaged in manufacturing for many years. From 2010, he has been responsible for planning business strategies and implementing them as Executive Officer and contributed to the reinforcement of the business basis of the Company. He has served as Director since June 2017 and now he heads the Marketing and Sales Div. and New Business Promotion Div. His experience and achievements will continue to contribute significantly to the Company's management and he is considered indispensable to the Company's continuous development. Therefore, we once again nominate Mr. Ishida as a candidate for Director.</p>			

(Notes)

1. There are no special interests between each candidate and the Company.
2. Each candidate's "number of shares of the Company in possession" is as of March 31, 2019.