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Securities code: 9058

June 3, 2019

To our shareholders:

Yutaka Tsunekawa
President
TRANCOM CO., LTD.
19-30, 1-chome Aoi, Higashi-ku, Nagoya

NOTICE OF THE 62nd ANNUAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 62nd Annual Meeting of Shareholders of TRANCOM CO., LTD. (the “Company”) on June 20, 2019, which will be held as described below.

Meeting Details

1. Date and Time: Thursday, June 20, 2019 at 10:00 a.m. (Japan Standard Time)

2. Place: 4F Conference Room, Mazak Art Plaza
19-30, 1-chome Aoi, Higashi-ku, Nagoya

3. Purposes:

Items to be reported:

1. Business Report, Consolidated Financial Statements and Audit Reports of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee for the 62nd Fiscal Year (from April 1, 2018 to March 31, 2019)
2. Non-Consolidated Financial Statements for the 62nd Fiscal Year (from April 1, 2018 to March 31, 2019)

Items to be resolved:

Proposal 1: Appropriation of surplus

Proposal 2: Election of seven (7) Directors who are not Audit and Supervisory Committee Members

Proposal 3: Election of one (1) Director who is Audit and Supervisory Committee Member

Reference Document for the Annual Meeting of Shareholders Proposals and Reference Information

Proposal 1: Appropriation of surplus

1. Year-end dividend

To determine the amount of dividends payable at the end of the 62nd fiscal year, the Company must take account of the continuation of stable dividend with business performance for the 62nd fiscal year. Accordingly, the Company proposes to pay dividends as follows:

(1) Type of dividend assets: Cash

(2) Allocation of dividends to shareholders, and total amount

Per share of common stock: ¥48

Total dividends: ¥472,696,080

Since the interim dividend in the amount of 44 yen per share has been distributed, the annual dividend for the current fiscal year would be 92 yen per share (dividend increase of 10 yen).

(3) Effective date of dividends of surplus: June 21, 2019

2. Other appropriation of surplus

Regarding matters relating to the other appropriation of surplus, the Company proposes the following to prepare for investment to promote further business growth and other actions.

(1) Item of surplus to be increased and amount of increase

General reserve: ¥3,000,000,000

(2) Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥3,000,000,000

Proposal 2: Election of seven (7) Directors who are not Audit and Supervisory Committee Members

Four (4) Directors who are not Audit and Supervisory Committee Members' term of office will expire at the conclusion of this Annual Meeting of Shareholders. Therefore, the Company proposes the election of seven (7) Directors who are not Audit and Supervisory Committee Members, increasing the number of Directors by three (3) to enhance the management system.

Audit and Supervisory Committee determines that all candidates for Directors are well qualified.

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

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
1	Masahisa Shimizu (Jun. 23, 1950) Reelection Attendance at the Board of Directors meetings 13/13	<p>Jul. 1976 Joined Aichi Kogata Unyu Co., Ltd. (currently RANET CO., LTD.)</p> <p>Jun. 1989 Board Director of the Company</p> <p>Jun. 1994 Executive Director</p> <p>Apr. 2000 Executive Vice President</p> <p>Jun. 2005 President and CEO</p> <p>Apr. 2016 Chairman (current position)</p> <p>Reasons for Nomination as Director Masahisa Shimizu has led the Company by demonstrating excellent foresight and strong leadership and grown it into a unique logistics firm. On the basis of his track record, he has been continuing his management leadership as Chairman. The Company has nominated him as a candidate for Director, because he can be expected to perform the duties of top management such as decision-making in management policy and corporate strategy and oversight of business operations.</p>	30,400
2	Yutaka Tsunekawa (Apr. 29, 1961) Reelection Attendance at the Board of Directors meetings 13/13	<p>Jan. 2008 Joined the Company</p> <p>Aug. 2009 Executive Officer, Manager of Corporate Planning Group and in charge of General & Human Resources Group</p> <p>Jun. 2010 Executive Officer in charge of Administration Group</p> <p>Jun. 2011 Board Director and Executive Officer in charge of Administration Group</p> <p>Apr. 2012 Board Director and Managing Executive Officer in charge of Administration Group</p> <p>Mar. 2015 Board Director and Managing Executive Officer in charge of Administration & System Group</p> <p>Apr. 2016 President (current position)</p> <p>Reasons for Nomination as Director Since joining the Company, Yutaka Tsunekawa has acquired broad experience in the Corporate Planning Group, Administration Group and System Group, contributing toward the Company's growth and spearheading qualitative management reforms. Appointed President in April 2016, he has led the effort to realize the medium-term business plan "TRANCOM VISION 2020." The Company has nominated him as a candidate for Director, because he can be expected to continue performing his duties as President.</p>	3,200

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
3	<p>Yasuhiro Jinno (Mar. 8, 1971)</p> <p><u>Reelection</u></p> <p>Attendance at the Board of Directors meetings 12/13</p>	<p>Mar. 1995 Joined the Company</p> <p>Jun. 2005 Executive Officer, General Manager of Transportation Group</p> <p>Feb. 2012 Executive Officer, controlling operation of Logistics Management Group</p> <p>Jan. 2014 Executive Officer in charge of Logistics Management Group</p> <p>Jun. 2014 Board Director and Executive Officer in charge of Logistics Management Group</p> <p>Apr. 2016 Board Director and Senior Executive Officer in charge of Logistics Management Group</p> <p>Dec. 2016 Board Director and Senior Executive Officer, assisting operations control</p> <p>Apr. 2017 Board Director and Managing Executive Officer in charge of public relations</p> <p>Apr. 2018 Board Director and Managing Executive Officer</p> <p>Oct. 2018 Board Director and Senior Managing Executive Officer (current position)</p> <p>Reasons for Nomination as Director Yasuhiro Jinno has engaged in the Transportation business and Logistics Management business since joining the Company and held positions of responsibility in diverse business areas. On the basis of his extensive business experience and track record, he has been leading the initiative to expand the scope of the business domain further by promoting greater collaboration among businesses within the Group as Board Director and Senior Managing Executive Officer. The Company has nominated him as a candidate for Director, because he can be expected to continue promoting the Company's business.</p>	1,500
4	<p>Ryo Kambayashi (Apr. 1, 1974)</p> <p><u>New candidate</u></p> <p>Attendance at the Board of Directors meetings -/-</p>	<p>Mar. 1997 Joined the Company</p> <p>Feb. 2012 General Manager of Logistics Information Service Group</p> <p>Apr. 2014 Executive Officer, General Manager of Logistics Information Service Group</p> <p>Jun. 2017 Representative Director and President of TTS CO., LTD. (current position)</p> <p>Apr. 2018 Senior Executive Officer in charge of Logistics Information Service Group</p> <p>Apr. 2019 Managing Executive Officer in charge of Logistics Information Service Group (current position)</p> <p>[Important Concurrent Positions] Representative Director and President of TTS CO., LTD.</p> <p>Reasons for Nomination as Director Ryo Kambayashi has engaged in the Logistics Information Service business since joining the Company and has lead its growth into one of the core businesses of the Company. The Company has nominated him as a candidate for Director, because he can be expected to draw on his extensive business experience and knowledge in achieving the provision of services that will further enhance the Group's competitive advantage, as well as the market expansion.</p>	1,100

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
5	<p>Keisuke Nakazawa (Dec. 12, 1959)</p> <p><u>New candidate</u></p> <p>Attendance at the Board of Directors meetings -/-</p>	<p>Apr. 2017 Joined the Company</p> <p>Apr. 2018 Executive Officer in charge of Corporate Planning Group</p> <p>Oct. 2018 Senior Executive Officer in charge of Corporate Planning Group and Administration Group</p> <p>Apr. 2019 Managing Executive Officer in charge of Corporate Planning Group and Administration Group (current position)</p> <p>Reasons for Nomination as Director Keisuke Nakazawa has extensive work experience and broad insight gained outside the Company and has been in charge of the Company's management and overseas strategies, as well as of the administrative divisions concerning general & human resources and the finance & legal administration, made possible due to his strong decision-making and executive abilities. The Company has nominated him as a candidate for Director, because he can be expected to contribute to the establishment of business foundation enabling the Group to achieve its sustainable growth, as well as to the improvement of enterprise value over the medium- to long-term.</p>	300
6	<p>Atsunori Takebe (Jul. 30, 1974)</p> <p><u>Reelection</u></p> <p>Attendance at the Board of Directors meetings 13/13</p>	<p>Jul. 1999 Joined the Company</p> <p>Feb. 2003 Block Manager of Block I of Logistics Management Group</p> <p>Feb. 2010 Manager of Corporate Planning Group</p> <p>Apr. 2014 Seconded to Transfreight China Logistics Ltd. as Vice President</p> <p>Nov. 2015 General Manager of Overseas Business Group</p> <p>Nov. 2015 President of Transfreight China Logistics Ltd. (current position)</p> <p>Apr. 2016 Executive Officer in charge of Overseas Business Group</p> <p>Jun. 2016 Board Director and Executive Officer in charge of Overseas Business Group</p> <p>Feb. 2019 Board Director and Executive Officer in charge of Automotive Logistics Group and Overseas Business Group (current position)</p> <p>[Important Concurrent Positions] President of Transfreight China Logistics Ltd.</p> <p>Reasons for Nomination as Director Since joining the Company, Atsunori Takebe has gained extensive experience in the Logistics Management business, Corporate Planning, and business expansion in overseas. On the basis of his track record, he has been in head of the overseas business and has recently been promoting the Automotive Logistics business. The Company has nominated him as a candidate for Director, because he can be expected to continue utilizing his broad business experience and knowledge for management.</p>	76,700

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
7	<p>Kei Sato (Jun. 1, 1965)</p> <p>New candidate Outside Director Independent</p> <p>Attendance at the Board of Directors meetings -/-</p>	<p>Apr. 1988 Joined KOKUSAI SHOGYO publishing corp.</p> <p>Dec. 1990 Joined THE NIKKAN KOGYO SHIMBUN,LTD.</p> <p>Nov. 2003 Managing Director of Phoenix Capital Co., Ltd.</p> <p>Dec. 2003 Director of Tsu-Matsubishi Co., Ltd.</p> <p>Feb. 2004 Director of Kinsho Store Co., Ltd.</p> <p>Jun. 2004 Director of Sakuraya Co., Ltd.</p> <p>May 2007 Representative Director of PARER Co., Ltd.</p> <p>Aug. 2008 Director and Co-founder of KAJITAKU CO., LTD.</p> <p>Reasons for Nomination as Outside Director Kei Sato has engaged in business management in various fields and has extensive experience and exceptional insight, with his track records as a corporate manager accumulated over many years. The Company has nominated him as a candidate for Outside Director, because he can be expected to contribute to increasing medium- and long-term enterprise value by utilizing his qualities to make recommendations concerning the overall management and conduct appropriate monitoring of the Company's management strategy.</p>	-

- (Notes)
- 1 There is no special interest between any of the candidates and the Company.
 - 2 Kei Sato is a candidate for Outside Director.
 - 3 Matters to be noted in relation to the candidate for Outside Director are as follows:
 - (1) Relationship between the candidate for Outside Director and the Company
There is no special interest between Kei Sato and the Company.
 - (2) Registration as Independent Director
Kei Sato satisfies the requirements for Independent Director prescribed by the Tokyo Stock Exchange and Nagoya Stock Exchange, and the Company plans to register him as Independent Director with the said exchanges.
He meets the "Independence Criteria for Outside Directors" of the Company on page 8.
 - 4 Limited Liability Agreements
Upon the approval of election and appointment of Kei Sato, the Company plans to enter into an agreement with him to limit his liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law. The limited amount of liabilities for damages under the Agreement will be set as the higher of either two million yen or the minimum amount calculated based on the provision of Article 425, Paragraph 1.

Proposal 3: Election of one (1) Director who is Audit and Supervisory Committee Member

In order to reinforce the auditing system, the Company will increase the number of Directors who are Audit and Supervisory Committee Members by one (1). Therefore, the Company proposes the election of one (1) Director who is an Audit and Supervisory Committee Member.

Additionally, the submission of this proposal has been approved by the Audit and Supervisory Committee.

The candidate for Director who is Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
<p>Kazuo Tsuyumoto (Jan. 2, 1960)</p> <p><u>New candidate</u> <u>Outside Director</u> <u>Independent</u></p> <p>Attendance at the Board of Directors meetings -/-</p>	<p>Apr. 1982 Joined SHIMADZU CORPORATION</p> <p>Oct. 1993 Joined Sony Life Insurance Co., Ltd.</p> <p>Sep. 1999 Started independently as Human Resource Management R&D, Social Insurance and Labor Consultant Office</p> <p>Oct. 2006 Representative Director of Rapport Consulting Co., Ltd. (current position)</p>	
	<p>[Important Concurrent Positions] Representative Director of Rapport Consulting Co., Ltd.</p>	
	<p>Reasons for Nomination as Outside Director Kazuo Tsuyumoto has expertise based on his work experience in business corporations and on his extensive consulting experience in the fields of human resources and organizational structures. The Company has nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member based on his experience and achievements, because he can be expected to contribute to the appropriate oversight of management for the sustainable growth of the Company and for the improvement of enterprise value over the medium- and long-term, as well as to ensuring the soundness of the management.</p>	

- (Notes)
- 1 There is no special interest between the candidate and the Company.
 - 2 Kazuo Tsuyumoto is a candidate for Outside Director.
 - 3 Matters to be noted in relation to the candidate for Outside Director are as follows:
 - (1) Relationship between the candidate for Outside Director and the Company
The Company has no special relationship with Rapport Consulting Co., Ltd., of which Kazuo Tsuyumoto is Representative Director.
 - (2) Registration as Independent Director
Kazuo Tsuyumoto satisfies the requirements for Independent Director prescribed by the Tokyo Stock Exchange and Nagoya Stock Exchange, and the Company plans to register him as Independent Director with the said exchanges.
He meets the “Independence Criteria for Outside Directors” of the Company on page 8.
 - 4 Limited Liability Agreements
Upon the approval of election and appointment of Kazuo Tsuyumoto, the Company plans to enter into an agreement with him to limit his liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law. The limited amount of liabilities for damages under the Agreement will be set as the higher of either two million yen or the minimum amount calculated based on the provision of Article 425, Paragraph 1.

(Independence Criteria for Outside Directors)

<Criteria for judging independence>

The Company judges that a person serving as an Outside Director has independence when none of the conditions listed below apply now or within the previous three (3) years (or the most recent three (3) fiscal years), in addition to satisfying the requirements for an Outside Director prescribed in the Companies Act and the independence criteria prescribed by the Tokyo Stock Exchange and the Nagoya Stock Exchange.

1. An executive of the Company or the Company's Group
2. Major business partners or related parties
 - (1) An executive at a company at which an executive of the Company or the Company's Group serves as an officer
 - (2) A person or an executive of a company or organization for which the Company or the Company's Group are a major business partner (Note 1)
(Note 1) A person for which the Company or the Company's group companies are a major business partner, and for which total sales to the Company or the Company's group companies accounted for more than 20% of the said person's consolidated sales in any of the most recent three (3) fiscal years.
 - (3) A major business partner (Note 2) or an executive of a company or organization that is a major business partner for the Company or the Company's Group
(Note 2) Business partner for which sales to said partner accounted for more than 10% of the Company's consolidated sales in any of the most recent three (3) fiscal years.
 - (4) An executive of a major lender to the Company (lender of an amount in excess of 2% of total consolidated assets)
3. Professionals
 - (1) A certified public accountant or a partner or employee of an auditing firm (however, excluding ancillary staff) that serves as the Company's Financial Auditor
 - (2) An attorney, certified public accountant, tax accountant, or other consultant that belongs to a law firm, auditing firm, tax accountant firm, consulting firm, or other professional advisory firm (however, excluding persons cited in (1) and ancillary staff) who has received monies or other financial benefits of ¥10 million or more annually within the previous three (3) years other than officers' compensation from the Company or the Company's Group
4. Donations
A person or an executive of a company or organization that has received a donation of ¥10 million or more annually within the previous three (3) years from the Company or the Company's Group
5. Major shareholders
 - (1) A major shareholder of the Company (a shareholder or an executive of a company or organization who owns voting rights directly or indirectly at 10% or higher)
 - (2) A major shareholder or an executive thereof at the present time or during the directly preceding three (3) fiscal years
6. Close relatives
A close relative (spouse or relative within the second degree of kinship) or cohabitant of a person for which one of the following applies
 - (1) A person for which one of the above 1.-5. applies.
 - (2) A director, audit & supervisory board member, executive officer, advisor, or important employee (manager level or higher) of the Company or the Company's Group

The rational basis for judging independence shall be specifically disclosed if the Board of Directors deems independence despite not satisfying the above-stated requirements.