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Securities code: 9058

June 1, 2018

To our shareholders:

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

NOTICE OF THE 61st ANNUAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 61st Annual Meeting of Shareholders of TRANCOM CO., LTD. (the “Company”) on June 19, 2018, which will be held as described below.

Meeting Details

1. Date and Time: Tuesday, June 19, 2018 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 61st Fiscal Year (from April 1, 2017 to March 31, 2018)
2. Non-Consolidated Financial Statements for the 61st Fiscal Year (from April 1, 2017 to March 31, 2018)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of four (4) Directors who are not Audit and Supervisory Committee Members
- Proposal 3:** Election of three (3) Directors who are Audit and Supervisory Committee Members

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 61st fiscal year, the Company must take account of the continuation of stable dividend with business performance for the 61st 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: ¥42
Total dividends: ¥410,183,256
Since the interim dividend in the amount of 40 yen per share has been distributed, the annual dividend for the current fiscal year would be 82 yen per share (dividend increase of 4 yen).
- (3) Effective date of dividends of surplus: June 20, 2018

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 four (4) Directors who are not Audit and Supervisory Committee Members

All of 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 four (4) Directors who are not Audit and Supervisory Committee Members.

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 11/12	<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 and CEO (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 and CEO. 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 12/12	<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 and COO (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 and COO 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 and COO.</p>	3,100

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 11/12</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 (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 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>Atsunori Takebe (Jul. 30, 1974)</p> <p><u>Reelection</u></p> <p>Attendance at the Board of Directors meetings 12/12</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 (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 as Board Director and Executive Officer. 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

(Note) There is no special interest between any of the candidates and the Company.

Proposal 3: Election of three (3) Directors who are Audit and Supervisory Committee Members

All of three (3) Directors who are 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 three (3) Directors who are Audit and Supervisory Committee Members.

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

The candidates for Directors who are 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	Hisatoshi Nagamine (Mar. 30, 1948) <u>Reelection</u> Attendance at the Board of Directors meetings 12/12	<p>Jan. 1967 Joined Aichi Kogata Unyu Co., Ltd. (currently RANET CO., LTD.)</p> <p>Jun. 1994 Board Director and Manager of Business Division of the Company</p> <p>Oct. 2006 Board Director and Executive Officer controlling Sales and in charge of Public Relations</p> <p>Jun. 2009 Board Director and Executive Officer, stationed in Tokyo</p> <p>Jun. 2012 Standing Audit & Supervisory Board Member</p> <p>Jun. 2016 Director and Full-time Audit and Supervisory Committee Member (current position)</p> <p>Reasons for Nomination as Director Hisatoshi Nagamine has mainly gained experience in the Business Division. He has also involved in management for many years as Director of the Company, contributing to the Company's growth as a member of the management team. He was appointed Standing Audit & Supervisory Board Member in June 2012 and has been helping to improve management governance by actively offering comments and advice on the management. The Company has selected him as a candidate for Director who is an Audit and Supervisory Committee Member, because he has been utilizing his experience etc. in the oversight of management after the Company transitions to a Company with Audit and Other Required Committees and deemed appropriate for a candidate.</p>	3,500

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
2	<p>Kazuo Kawamura (Feb. 13, 1953)</p> <p style="text-align: center;">Reelection Outside Director</p> <p style="text-align: center;">Attendance at the Board of Directors meetings 12/12</p>	<p>Apr. 1978 Registered as a lawyer (Nagoya Bar Association)</p> <p>Apr. 1983 President of Kawamura Law Office (current position)</p> <p>Jun. 2012 Outside Audit & Supervisory Board Member of the Company</p> <p>Jun. 2016 Outside Director and Audit and Supervisory Committee Member (current position)</p> <p>[Important Concurrent Positions] President of Kawamura Law Office</p> <p>Reasons for Nomination as Outside Director Kazuo Kawamura has professional knowledge and abundant experience as a lawyer. He was appointed Outside Audit & Supervisory Board Member of the Company in June 2012 and has been helping to improve management governance by actively offering comments and advice from a legal perspective. The Company has selected him as a candidate for Director who is an Audit and Supervisory Committee Member, because he has been utilizing his experience etc. in management audits, etc., after the Company transitions to a Company with Audit and Other Required Committees. Although he has no experience in corporate management other than as Outside Director or as Outside Audit & Supervisory Board Member, he can be expected to continue to perform the duties of Outside Director who is an Audit and Supervisory Committee Member for the reasons stated above, and also because he has contributed to ensuring sound management of the Company as Outside Audit & Supervisory Board Member and as Outside Director who is an Audit and Supervisory Committee Member of the Company in the past six years.</p>	-

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
3	Yasuhisa Hayakawa (Feb. 10, 1951) Reelection Outside Director Attendance at the Board of Directors meetings 12/12	<p>Apr. 1969 Joined Nagoya Regional Taxation Bureau</p> <p>Jul. 2004 District Director of Tosu Tax Office (Fukuoka Regional Taxation Bureau)</p> <p>Jul. 2006 Chief Internal Inspector dispatched to Nagoya, Commissioner's Secretariat of National Tax Agency</p> <p>Jul. 2009 Deputy Commissioner of Taxation Department No.2, Nagoya Regional Taxation Bureau</p> <p>Aug. 2011 Registered as a certified public tax accountant (Nagoya Certified Tax Accountants' Association Gifu Kita Branch)</p> <p>Sep. 2011 President of Hayakawa Tax Accountant Office (current position)</p> <p>Jun. 2012 Outside Audit & Supervisory Board Member of the Company</p> <p>Jun. 2016 Outside Director and Audit and Supervisory Committee Member (current position)</p> <p>[Important Concurrent Positions] President of Hayakawa Tax Accountant Office</p> <p>Reasons for Nomination as Outside Director Yasuhisa Hayakawa has professional knowledge and abundant experience as a tax accountant. Since his appointment as Outside Audit & Supervisory Board Member of the Company in June 2012, he has been helping to improve management governance by actively offering comments and advice to the management team from tax and accounting perspectives. The Company has selected him as a candidate for Director who is an Audit and Supervisory Committee Member, because he has been utilizing his experience etc. in management audits, etc., after the Company transitions to a Company with Audit and Other Required Committees. Although he has no experience in corporate management other than as Outside Director or as Outside Audit & Supervisory Board Member, he can be expected to continue to perform the duties of Outside Director who is an Audit and Supervisory Committee Member for the reasons stated above, and also because he has contributed to ensuring sound management of the Company as Outside Audit & Supervisory Board Member and as Outside Director who is an Audit and Supervisory Committee Member of the Company in the past six years.</p>	-

- (Notes)
- 1 There is no special interest between the candidates and the Company.
 - 2 Kazuo Kawamura and Yasuhisa Hayakawa are candidates for Outside Director.
 - 3 Matters to be noted in relation to the candidates for Outside Director are as follows:
 - (1) Limited Liability Agreements
The Company has entered into an agreement with Kazuo Kawamura and Yasuhisa Hayakawa to limit their 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 was set as the higher of either two million yen or the minimum amount calculated based on the provision of Article 425, Paragraph 1. Upon the approval of reelection and appointment of Kazuo Kawamura and Yasuhisa Hayakawa as Director who is an Audit and Supervisory Committee Member, the Company plans to renew such agreements to limit their liability.
 - (2) Registration as Independent Director
The Company has no special relationship with Kawamura Law Office, of which Kazuo Kawamura is President, or with Hayakawa Tax Accountant Office, of which Yasuhisa Hayakawa is President. The Company has registered Kawamura and Hayakawa as Independent Directors, pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange, with the said exchanges. If Kawamura and Hayakawa are elected, the Company will continue to register them as Independent Directors.

- 4 The term of office of Kazuo Kawamura and Yasuhisa Hayakawa as Outside Directors who are Audit and Supervisory Committee Members will be two years since their appointment at the close of this Meeting of Shareholders.
- 5 The Company has established “Independence Criteria for Outside Directors” as follows to ensure the independence of candidates when selecting candidates for Outside Director.

(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. 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)

2. 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

3. 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

4. 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

5. A person who has served as an Outside Director or an Outside Audit & Supervisory Board Member at the Company in excess of eight (8) years in total

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

7. Other

A person for which one of the above 1.-6. applies now or within the previous three (3) years

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