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Securities code: 9058

June 2, 2020

To our shareholders:

Yutaka Tsunekawa
President

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

NOTICE OF THE 63rd ANNUAL MEETING OF SHAREHOLDERS

We are pleased to announce the 63rd Annual Meeting of Shareholders of TRANCOM CO., LTD. (the “Company”) on June 18, 2020, which will be held as described below.

Meeting Details

- 1. Date and Time:** Thursday, June 18, 2020 at 10:00 a.m. (Japan Standard Time)
- 2. Place:** 4F Conference Room, Mazak Art Plaza
19-30, 1-chome Aoi, Higashi-ku, Nagoya
*There is a possibility that this venue will not be able to be used due to the impact of the novel coronavirus disease (COVID-19). In this case, the Company will make an announcement on its website (<https://www.trancom.co.jp/ir>).
- 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 63rd Fiscal Year (from April 1, 2019 to March 31, 2020)
 2. Non-Consolidated Financial Statements for the 63rd Fiscal Year (from April 1, 2019 to March 31, 2020)
- 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 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 63rd fiscal year, the Company must take account of the continuation of stable dividend with business performance for the 63rd 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: ¥52

Total dividends: ¥513,212,596

Since the interim dividend in the amount of 52 yen per share has been distributed, the annual dividend for the current fiscal year would be 104 yen per share (dividend increase of 12 yen).

(3) Effective date of dividends of surplus: June 19, 2020

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

All Seven (7) 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.

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 69 years old (Jun. 23, 1950) <u>Reelection</u> Attendance at the Board of Directors meetings 12/12 (100%)	<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 Senior Executive Director</p> <p>Jun. 2005 President</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 company. 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 such as decision-making in management policy and corporate strategy and oversight of business operations.</p>	30,500
2	Yutaka Tsunekawa 59 years old (Apr. 29, 1961) <u>Reelection</u> Attendance at the Board of Directors meetings 12/12 (100%)	<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. On the basis of his track record, he has led the effort to construct TRANCOM's unique "transport" system set forth as the next medium- to long-term vision as President. The Company has nominated him as a candidate for Director, because he can be expected to continue performing his duties as President.</p>	3,300

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
3	<p>Yasuhiro Jinno 49 years old (Mar. 8, 1971)</p> <p>Reelection</p> <p>Attendance at the Board of Directors meetings 12/12 (100%)</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>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</p> <p>Oct. 2018 Board Director and Senior Managing Executive Officer (current position)</p> <p>Apr. 2020 President and Representative Director of TRANCOM SC., LTD. (current position)</p> <p>[Important Concurrent Positions] President and Representative Director of TRANCOM SC., LTD.</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 new business areas using TRANCOM's strengths and realize the next medium- to long-term vision 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>	1,600
4	<p>Ryo Kambayashi 46 years old (Apr. 1, 1974)</p> <p>Reelection</p> <p>Attendance at the Board of Directors meetings 10/10 (100%)</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>Mar. 2016 President and Representative Director 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</p> <p>Jun. 2019 Board Director and Managing Executive Officer in charge of Logistics Information Service Group</p> <p>Feb. 2020 Board Director and Managing Executive Officer responsible for Transport Division (current position)</p> <p>[Important Concurrent Positions] President and Representative Director 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 has utilized this extensive business experience and knowledge to manage the newly established Transport Division to speed up business development for the construction of TRANCOM's unique "transport" system from February 2020, and can be expected to realize the enhancement of business and the expansion of new transport areas.</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 60 years old (Dec. 12, 1959)</p> <p><u>Reelection</u></p> <p>Attendance at the Board of Directors meetings 10/10 (100%)</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</p> <p>Jun. 2019 Board Director and Managing Executive Officer in charge of Corporate Planning Group and Administration Group</p> <p>Oct. 2019 Board Director and Managing Executive Officer in charge of Corporate Planning Group, Administration Group and Business Development Group</p> <p>Feb 2020. Board Director and Managing Executive Officer in charge of Corporate Planning 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 continue contributing 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>	400

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
6	<p>Atsunori Takebe 45 years old (Jul. 30, 1974)</p> <p><u>Reelection</u></p> <p>Attendance at the Board of Directors meetings 12/12 (100%)</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 (currently TRANCOM CHINA LOGISTICS LTD.)</p> <p>Nov. 2015 General Manager of Overseas Business Group</p> <p>Nov. 2015 President of Transfreight China Logistics Ltd. (currently TRANCOM 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</p> <p>Oct. 2019 Chairman of Sergent Services Pte Ltd (current position)</p> <p>Feb. 2020 Board Director and Executive Officer in charge of Corporate Account Development, Automotive Logistics Group and Overseas Business Group</p> <p>Apr. 2020 Board Director and Senior Executive Officer in charge of Corporate Account Development, Automotive Logistics Group and Overseas Business Group (current position)</p>	76,800
		<p>[Important Concurrent Positions]</p> <p>President of TRANCOM CHINA LOGISTICS LTD. Chairman of Sergent Services Pte Ltd</p>	
		<p>Reasons for Nomination as Director</p> <p>Since joining the Company, Atsunori Takebe has engaged in the Logistics Management business, Corporate Planning, business expansion in overseas, the expansion of new transport areas, etc. through the promotion of the automotive logistics business and has gained extensive experience. On the basis of his track record, he has promoted company-wide sales development as the person who has been in charge of overseas business and the automotive logistics business in addition to being the person newly in charge of the corporate account development. 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>	

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
7	<p>Kei Sato 55 years old (Jun. 1, 1965)</p> <p>Reelection Outside Director Independent</p> <p>Attendance at the Board of Directors meetings 10/10 (100%)</p>	<p>Apr. 1988 Joined KOKUSAI SHOGYO publishing corp. Dec. 1990 Joined THE NIKKAN KOGYO SHIMBUN,LTD. Nov. 2003 Managing Director of Phoenix Capital Co., Ltd. Feb. 2004 Director of Kinsho Store Co., Ltd. May 2007 Representative Director of PARER Co., Ltd. Aug. 2008 Director and Co-founder of KAJITAKU CO., LTD. Jun. 2019 Outside Director of the Company (current position) Jun. 2019 Outside Director of Life Network Co., Ltd. (current position) Nov. 2019 Joint Representative Director of COKIA Ltd. (current position)</p> <p>[Important Concurrent Positions] Outside Director of Life Network Co., Ltd. Joint Representative Director of COKIA 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. Utilizing this, he actively offers comments and advice concerning the overall management, and contributes to increasing medium- and long-term enterprise value. The Company has nominated him as a candidate for Outside Director, because he can be expected to continue utilizing his experience, etc. to appropriately monitor and give effective advice regarding the Company's management strategy.</p> <p>Matters concerning Independence The Company has no special relationship with Life Network Co., Ltd. or COKIA Ltd., at both of which Kei Sato concurrently serves as a director. Kei Sato has been in an agreement for an advisory contract with the Company regarding sales activities since February 2016, but the compensation was less than five million yen, and the advisory contract was terminated in May 2019. Therefore, we believe that this does not affect his independence. In addition, he has been registered as an Independent Director prescribed by the Tokyo Stock Exchange and Nagoya Stock Exchange, and if he is elected, the Company will continue to appoint him as Independent Director.</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 The Company has entered into an agreement with Kei Sato 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 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 of Kei Sato as Director who is not an Audit and Supervisory Committee Member, the Company plans to renew such agreement to limit his liability.
 - 4 The term of office of Kei Sato as Outside Director will be one year since his appointment at the conclusion of this Annual Meeting of Shareholders.

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

Out of the four (4) Directors who are Audit and Supervisory Committee Members, the terms of office of Hisatoshi Nagamine, Kazuo Kawamura and Yasuhisa Hayakawa 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	<p>Hisatoshi Nagamine 72 years old (Mar. 30, 1948)</p> <p><u>Reelection</u></p> <p>Attendance at the Board of Directors meetings 12/12 (100%)</p> <p>Attendance at the Audit and Supervisory Committee 15/15 (100%)</p>	<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. Furthermore, since becoming a Full-time Audit and Supervisory Committee Member, he has contributed to improving the Company's corporate governance by actively offering comments and advice regarding management. The Company has nominated him as a candidate for Director who is an Audit and Supervisory Committee Member, because he can be expected to continue utilizing his experience to supervise overall management and give effective advice.</p>	3,800

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
2	<p>Kazuo Kawamura 67 years old (Feb. 13, 1953)</p> <p>Reelection</p> <p>Outside Director</p> <p>Independent</p> <p>Attendance at the Board of Directors meetings 12/12 (100%)</p> <p>Attendance at the Audit and Supervisory Committee 15/15 (100%)</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 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 Outside Director who is an Audit and Supervisory Committee Member, because he can be expected to continue utilizing his experience to supervise overall management and give effective advice. 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.</p> <p>Matters concerning Independence The Company has no special relationship with Kawamura Law Office, of which Kazuo Kawamura is President. The Company has registered Kawamura as Independent Directors, pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange, with the said exchanges. If Kawamura is elected, the Company will continue to appoint him as Independent Director.</p>	

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of Company shares owned
3	<p>Yasuhisa Hayakawa 69 years old (Feb. 10, 1951)</p> <p><u>Reelection</u> <u>Outside Director</u> <u>Independent</u></p> <p>Attendance at the Board of Directors meetings 12/12 (100%)</p> <p>Attendance at the Audit and Supervisory Committee 15/15 (100%)</p>	<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 and 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 Outside Director who is an Audit and Supervisory Committee Member, because he can be expected to continue utilizing his experience to supervise overall management and give effective advice. 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.</p> <p>Matters concerning Independence The Company has no special relationship with Hayakawa Tax Accountant Office, of which Yasuhisa Hayakawa is President. The Company has registered Hayakawa as Independent Directors, pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange, with the said exchanges. If Hayakawa is elected, the Company will continue to appoint him as Independent Director.</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 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 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.
 - 4 The term of office of Kazuo Kawamura and Yasuhisa Hayakawa as Outside Directors who are Audit and Supervisory Committee Members will be four years since their appointment at the close of this Meeting of Shareholders.

(Reference)

■ System of the Board of Directors after the conclusion of the Annual Meeting of Shareholders (Planned)

Name	Positions and areas of responsibility in the Company	Attribute
Masahisa Shimizu	Chairman	
Yutaka Tsunekawa	President	
Yasuhiro Jinno	Board Director and Senior Managing Executive Officer	
Ryo Kambayashi	Board Director and Managing Executive Officer	Responsible for Transport Division
Keisuke Nakazawa	Board Director and Managing Executive Officer	In charge of Corporate Planning Group
Atsunori Takebe	Board Director and Senior Executive Officer	In charge of Corporate Account Development, Automotive Logistics Group and Overseas Business Group
Kei Sato	Outside Director	Outside Director Independent
Hisatoshi Nagamine	Director and Full-time Audit and Supervisory Committee Member	
Kazuo Kawamura	Outside Director and Audit and Supervisory Committee Member	Outside Director Independent
Yasuhisa Hayakawa	Outside Director and Audit and Supervisory Committee Member	Outside Director Independent
Kazuo Tsuyumoto	Outside Director and Audit and Supervisory Committee Member	Outside Director Independent

■ Appointment Policy and Procedures for Candidates for Director

Appointment Policy for Candidates for Director

The Company believes that the Board of Directors should be composed of various Directors with different backgrounds such as expertise and experience, and maintain an appropriate number of members so that the functions of the Board of Directors can be most effectively and efficiently exercised. The Company has selected as candidates individuals who have excellent personality and insight and who can fulfill their duties.

ODirectors who are not Audit and Supervisory Committee Members

The Company believes that it is necessary for Internal Directors to be persons with a sense of balance and decisiveness who can grasp and act on all operations, and who have diverse expertise (business, planning, finance, global, etc.). Specifically, in addition to the Chairman who chairs the Board of Directors, the President who has the ultimate responsibility for the business execution, executive officers responsible for the management and business of the Company overall, and executive officers in charge of corporate functions are appointed.

Outside Directors are appointed from independent outside experts who possess high insights on corporate management and social/economic trends, abundant experience, diverse perspectives and expertise (sound restraining influence).

ODirectors who are Audit and Supervisory Committee Members

Full-time Audit and Supervisory Committee Members are required to grasp the overall business and have a restraining and deterring influence that can point out problems, while the Company appoints Outside Directors from outside independent experts who have abundant experience and high insight and expertise (sound restraining influence) in their specialized fields, and selects at least one individual who has sufficient knowledge about finance and accounting.

Appointment Procedures for Candidates for Director

Taking above into consideration, The Board of Directors, after careful and thorough deliberation, appoints candidates for Directors who are not Audit and Supervisory Committee Members after hearing the opinions of the Audit and Supervisory Committee in advance, and candidates for Directors who are Audit and Supervisory Committee Members after obtaining the consent of the Audit and Supervisory Committee.

The criteria for judging independence determined by the Company are described in the “Corporate Governance Report.”