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Securities code: 9058

June 1, 2021

To our shareholders:

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

NOTICE OF THE 64th ANNUAL MEETING OF SHAREHOLDERS

We are pleased to announce the 64th Annual Meeting of Shareholders of TRANCOM CO., LTD. (the “Company”) on June 17, 2021, which will be held as described below.

Meeting Details

- 1. Date and Time:** Thursday, June 17, 2021 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 64th Fiscal Year (from April 1, 2020 to March 31, 2021)
2. Non-Consolidated Financial Statements for the 64th Fiscal Year (from April 1, 2020 to March 31, 2021)

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 64th fiscal year, the Company must take account of the continuation of stable dividend with business performance for the 64th 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: ¥60

Total dividends: ¥592,834,980

Since the interim dividend in the amount of 55 yen per share has been distributed, the annual dividend for the current fiscal year would be 115 yen per share (dividend increase of 11 yen).

(3) Effective date of dividends of surplus: June 18, 2021

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 six (6) 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, including two (2) Outside Directors.

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 70 years old (Jun. 23, 1950) <u>Reelection</u> Attendance at the Board of Directors meetings 11/12 (92%) | <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, oversight of business operations and proactive advocacy of corporate values to disseminate them within the Group.</p> | 30,500 |
| 2 | Yutaka Tsunekawa 60 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 worked vigorously as the person leading the realization of the medium-term vision and 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> | 3,400 |

| No. | Name (Date of birth) | Career summary, positions and areas of responsibility in the Company | Number of Company shares owned |
|-----|---|--|--------------------------------------|
| 3 | <p>Yasuhiro Jinno 50 years old (Mar. 8, 1971)</p> <p>Reelection</p> <p>Attendance at the Board of Directors meetings 11/12 (92%)</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</p> <p>Apr. 2020 President and Representative Director of TRANCOM SC., LTD.</p> <p>Feb. 2021 Board Director and Senior Managing Executive Officer in charge of Business Operations and Sales of the Company (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 formulated and implemented business strategy from a management perspective looking to the medium to long term. 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 |

| No. | Name (Date of birth) | Career summary, positions and areas of responsibility in the Company | Number of Company shares owned |
|-----|--|--|--------------------------------------|
| 4 | <p>Ryo Kambayashi 47 years old (Apr. 1, 1974)</p> <p><u>Reelection</u></p> <p>Attendance at the Board of Directors meetings 12/12 (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</p> <p>Oct. 2020 Board Director and Senior Managing Executive Officer responsible for Transport Division (current position)</p> | 1,200 |
| | | <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. Utilizing this extensive business experience and knowledge, he formulated and implemented business strategy that quickly responds to changes in economic conditions and the business environment as the person responsible for the Transport Division. The Company has nominated him as a candidate for Director, because he can be expected to continue promoting the Company's business.</p> | |

| No. | Name (Date of birth) | Career summary, positions and areas of responsibility in the Company | Number of Company shares owned |
|-----|--|--|--------------------------------------|
| 5 | <p>Atsunori Takebe 46 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 Vice President of Transfreight China Logistics Ltd. (currently TRANCOM CHINA LOGISTICS LTD.)</p> <p>Nov. 2015 General Manager of Overseas Business Group</p> <p>Nov. 2015 President of 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>Apr. 2020 Board Director and Senior Executive Officer in charge of Corporate Account Development, Automotive Logistics Group and Overseas Business Group</p> <p>Feb. 2021 Board Director and Senior Executive Officer in charge of Corporate Planning, Automotive Logistics and Overseas Business (current position)</p> <p>May 2021 Representative Director of Ranet CO., LTD. (current position)</p> <p>[Important Concurrent Positions] President of TRANCOM CHINA LOGISTICS LTD. Chairman of Sergent Services Pte Ltd Representative Director of Ranet CO., LTD.</p> <p>Reasons for Nomination as Director Since joining the Company, Atsunori Takebe has engaged in the Logistics Management business, Corporate Planning, business expansion in overseas, the promotion of the automotive logistics business, etc. and has gained extensive experience. On the basis of his track record, he has promoted the rebuilding of the foundation for growth by developing ESG/SDGs management in addition to expanding new transport and delivery areas that combine ideas and technology. 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> | 76,900 |

| No. | Name (Date of birth) | Career summary, positions and areas of responsibility in the Company | Number of Company shares owned |
|-----|--|---|--------------------------------------|
| 6 | <p>Kei Sato 56 years old (Jun. 1, 1965)</p> <p>Reelection Outside Director Independent</p> <p>Attendance at the Board of Directors meetings 12/12 (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 and expected role Kei Sato has engaged in business management in various fields, and has a track record as a corporate manager accumulated over many years and exceptional insight concerning society, economic trends, etc. Utilizing this, he actively offers comments and advice in order to increase the transparency and fairness of management as Chairperson of the Nomination Committee and the Remuneration Committee. Furthermore, he contributes to collaboration between Outside Directors, information sharing and the enhancement of the functions of the Board of Directors through the constructive exchange of opinions, etc. as Head of Independent Outside Directors. 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 overall management.</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. He 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> | - |

| No. | Name (Date of birth) | Career summary, positions and areas of responsibility in the Company | Number of Company shares owned |
|-----|--|---|--------------------------------------|
| 7 | Aiko Kanayama 42 years old (Dec. 17, 1978) New candidate Outside Director Independent | <p>Oct. 2005 Registered as a lawyer Joined Mori Hamada & Matsumoto</p> <p>Apr. 2010 Joined Ministry of Land, Infrastructure, Transport and Tourism</p> <p>Oct. 2018 Joined Google Japan G.K.</p> <p>Jan. 2019 Partner of Miura & Partners (current position)</p> <p>Dec. 2020 Outside Director of DIGITALIFT Inc. (current position)</p> <p>[Important Concurrent Positions] Partner of Miura & Partners Outside Director of DIGITALIFT Inc.</p> <p>Reasons for Nomination as Outside Director and expected role In addition to her professional knowledge and experience in corporate law as a lawyer, Aiko Kanayama has broad perspective and insight, including her experience in the domestic and overseas transport business at central government agencies and her experience in digitalization at global companies. The Company has nominated her as a candidate for Outside Director, because she can be expected to utilize this experience to offer useful advice on strengthening the Company's governance and responding to digitalization. Although she has no experience in corporate management other than as Outside Director, she can be expected to perform suitably the duties of Outside Director who is not an Audit and Supervisory Committee Member for the reasons stated above.</p> <p>Matters concerning Independence There is no special interest between the candidate and the Company. Aiko Kanayama fulfills the conditions for registration as Independent Director pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange. If she is elected, the Company will appoint her as Independent Director.</p> | |

- (Notes)
- 1 There is no special interest between the candidates and the Company.
 - 2 The Company has entered into a directors and officers liability insurance policy as prescribed in Article 430-3 of the Companies Act with an insurance company, and plans to renew the policy in June 2021. This insurance policy covers losses and such costs as related litigation expenses borne by the insured persons resulting from corporate lawsuits, third-party lawsuits, and shareholder lawsuits, and an overview of the details is provided in this Reference Document for the Annual Meeting of Shareholders (see Page 13). If each candidate is reelected or elected, he or she will be included as insured person in the policy.
 - 3 Kei Sato and Aiko Kanayama are candidates for Outside Director.
 - 4 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 the reelection of him, the Company plans to continue the same agreement with him. In addition, upon the approval of the election of Aiko Kanayama, the Company plans to enter into an agreement to limit her liability with the same details as above.
 - 5 The term of office of Kei Sato as Outside Director will be two years since his appointment at the conclusion of this Annual Meeting of Shareholders.
 - 6 Aiko Kanayama's name in her family registry is Aiko Tamamura.

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

The term of office of Director Kazuo Tsuyumoto, who is an Audit and Supervisory Committee Member, will expire at the conclusion of this Annual Meeting of Shareholders. 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>Eiji Shibuya 64 years old (Jan. 28, 1957)</p> <p>New candidate Outside Director Independent</p> | <p>Oct. 1979 Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>Mar. 1983 Registered as a certified public accountant</p> <p>May 2004 Representative Partner of Deloitte Touche Tohmatsu LLC</p> <p>Jun. 2013 Deputy Chairman of Tokai Chapter of The Japanese Institute of Certified Public Accountants</p> <p>Jul. 2013 Council Member of The Japanese Institute of Certified Public Accountants</p> <p>Jul. 2018 Retired from Deloitte Touche Tohmatsu LLC</p> <p>Aug. 2018 Director of Eiji Shibuya CPA Office (current position)</p> <p>Jun. 2019 Chairman of Gifu Prefectural Chapter in Tokai Chapter of The Japanese Institute of Certified Public Accountants (current position)</p> <p>Jun. 2019 Outside Director (Audit and supervisory committee member) of MINO CERAMIC CO., LTD. (current position)</p> | - |
| | <p>Director of Eiji Shibuya CPA Office Chairman of Gifu Prefectural Chapter in Tokai Chapter of The Japanese Institute of Certified Public Accountants Outside Director (Audit and supervisory committee member) of MINO CERAMIC CO., LTD.</p> | |
| | <p>Reasons for Nomination as Outside Director and expected role Eiji Shibuya has professional knowledge and abundant experience as a certified public accountant. The Company has nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member, because he can be expected to provide highly effective oversight and ensure the soundness of management, and provide effective advice on strengthening the Company's governance, from the perspective of accounting and finance. Although he has no experience in corporate management other than as Outside Director, he can be expected to perform suitably the duties of Outside Director who is an Audit and Supervisory Committee Member for the reasons stated above.</p> | |
| | <p>Matters concerning Independence There is no special interest between the candidate and the Company. Eiji Shibuya fulfills the conditions for registration as Independent Director pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange. If he is elected, the Company will appoint him as Independent Director.</p> | |

- (Notes) 1 There is no special interest between the candidate and the Company.
2 The Company has entered into a directors and officers liability insurance policy as prescribed in Article 430-3 of the Companies Act with an insurance company, and plans to renew the policy in June 2021. This insurance policy covers losses and such costs as related litigation expenses borne by the insured persons resulting from corporate lawsuits, third-party lawsuits, and shareholder lawsuits, and an overview of the details is provided in this Reference Document for the Annual Meeting of Shareholders (see Page 13). If Eiji Shibuya is elected, he will be included as an insured person in the policy.

- 3 Eiji Shibuya is a candidate for Outside Director.
- 4 Upon the approval of the election of Eiji Shibuya as a Director who is an Audit and Supervisory Committee Member, the Company will 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 Company plans to set the limited amount of liabilities for damages under the aforementioned agreement to the higher of either two million yen or the minimum amount calculated based on the provision of Article 425, Paragraph 1.

(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 | Nomination Committee | Compensation Committee |
|---|--|----------------------|------------------------|
| Masahisa Shimizu Male | Chairman | ○ | ○ |
| Yutaka Tsunekawa Male | President | ○ | ○ |
| Yasuhiro Jinno Male | Board Director and Senior Managing Executive Officer In charge of Business Operations and Sales | | |
| Ryo Kambayashi Male | Board Director and Senior Managing Executive Officer Responsible for Transport Division | | |
| Atsunori Takebe Male | Board Director and Senior Executive Officer In charge of Corporate Planning, Automotive Logistics and Overseas Business | | |
| Kei Sato Male Outside Director Independent | Outside Director (Head of Independent Outside Directors) | ○ (Chairperson) | ○ (Chairperson) |
| Aiko Kanayama Female Outside Director Independent | Outside Director | | |
| Hisatoshi Nagamine Male | Director and Full-time Audit and Supervisory Committee Member | | |
| Kazuo Kawamura Male Outside Director Independent | Outside Director and Audit and Supervisory Committee Member | ○ | ○ |
| Yasuhisa Hayakawa Male Outside Director Independent | Outside Director and Audit and Supervisory Committee Member | | |
| Eiji Shibuya Male Outside Director Independent | Outside Director and Audit and Supervisory Committee Member | | |

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.

○Directors 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).

○Directors 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

○Directors who are not Audit and Supervisory Committee Members

The Board of Directors consults with the Nomination Committee on its plan for candidates for Director, and based a report from the Nomination Committee, the Board of Directors determines candidates for Director.

○Directors who are Audit and Supervisory Committee Members

The Board of Directors consults with the Nomination Committee on its plan for candidates for Director, and based on a report from the Nomination Committee and with the agreement of the Audit and Supervisory Committee Members, the Board of Directors determines candidates for Director.

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

Overview of Details of the Directors and Officers Liability Insurance Policy

The Company has entered a directors and officers liability insurance policy as prescribed in Article 430-3 of the Companies Act with an insurance company, under which all of the Directors, Audit and Supervisory Committee Members, Executive Officers, and managers of the Company and all of its subsidiaries are the insureds.

An overview of the policy details is as follows:

- The policy covers losses and such costs as related litigation expenses borne by insured persons resulting from company lawsuits, third-party lawsuits, and shareholder lawsuits, etc.
- As a measure to prevent impairment of the appropriateness of execution of the insureds' duties, the policy has exemptions regarding damages, etc. caused by criminal action by the insureds.
- The entire amount of the premiums of the policy is borne by the Company.