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Securities Code: 6964

June 10, 2019

To our shareholders:

Kiyoshi Takemura, Representative Director and President
SANKO CO., LTD.
959, Hirookanomura, Shiojiri-shi, Nagano

Notice of the 56th Annual General Meeting of Shareholders

You are cordially invited to attend the 56th Annual General Meeting of Shareholders of SANKO CO., LTD. (the “Company”), which will be held as indicated below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing. Please review the attached Reference Documents for General Meeting of Shareholders, and indicate your approval or disapproval of the proposals in the enclosed voting form and then return the form to the Company by postal mail so that your vote is received by 5:00 p.m. on Tuesday, June 25, 2019 (JST).

- 1. Date and Time:** 10:00 a.m. on Wednesday, June 26, 2019 (JST)
- 2. Venue:** Conference Room, “MIYABIE” on the 3rd floor of Alpico Plaza Hotel
1-3-21, Fukashi, Matsumoto-shi, Nagano

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report, the Consolidated Financial Statements for the 56th fiscal year (from April 1, 2018 to March 31, 2019), and results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 56th fiscal year (from April 1, 2018 to March 31, 2019)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Three Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3:** Election of Three Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 4:** Payment of Retirement Benefits for Retiring Directors

Please submit the enclosed voting form to the reception at the venue, when attending the meeting.

- Should amendments arise to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements, such amendments will be posted on the Company’s website (<http://www.sko.co.jp>).
- If your voting preference is not indicated in any proposal in the voting right exercise form, it shall be considered as an indication of approval.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company regards the return of profit to its shareholders as one of the most important managerial issues, and it is the Company's basic policy to distribute profits to its shareholders stably. In line with the aforementioned policy, the Company proposes to pay the year-end dividends for the 56th fiscal year as follows:

- (i) Type of dividend property
To be paid in cash.
- (ii) Allotment of dividend property and their aggregate amount
The Company proposes to pay a dividend of ¥13 per common share of the Company.
In this event, the total dividends will be ¥117,303,628.
- (iii) Effective date of dividends of surplus
The effective date of the dividends will be June 27, 2019.

Proposal No. 2: Election of Three Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all three currently serving Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of three Directors (excluding Directors who are Audit and Supervisory Committee Members).

The Audit and Supervisory Committee has judged that all the three currently serving Directors are well-qualified for the positions, and has consented to nominate them as the candidates to continue serving as Directors of the Company. The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masanori Tamura (October 4, 1961)	<p>May 1995 Joined the Company Assistant General Manager of Tokyo Sales Office</p> <p>Sept. 1996 General Manager of Corporate Planning Department</p> <p>Mar. 1998 General Manager of Corporate Planning Department and General Manager of General Affairs and Personnel Department</p> <p>June 1998 Director, General Manager of Corporate Planning Department, and General Manager of General Affairs and Personnel Department</p> <p>Mar. 2000 Director and General Manager of General Affairs and Personnel Department</p> <p>Mar. 2001 Director and General Manager of Administrative Division</p> <p>June 2001 Senior Managing Director and General Manager of Administrative Division</p> <p>Dec. 2001 Representative Director and President</p> <p>Dec. 2010 Representative Director, President, and General Manager of Development Division</p> <p>Dec. 2010 Director</p> <p>June 2011 Director and Chairman</p> <p>June 2015 Representative Director and Chairman (current position)</p>	2,000,920 shares
<p>Reasons for nomination</p> <p>He is currently responsible for the Company's management foundation and finances as Representative Director and Chairman of the Company, having been involved in management in various fields both domestically and internationally, and he has fulfilled an appropriate role in enhancing corporate value, including making decisions on material matters affecting management. He has been nominated again as a candidate for Director because he is expected to contribute further to the Company in the future.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Kiyoshi Takemura (April 13, 1957)	<p>July 1983 Joined the Company</p> <p>Mar. 1997 General Manager of Okaya Factory</p> <p>Mar. 1999 General Manager of Horigane Factory</p> <p>Jan. 2002 Assistant General Manager of Press Business Department and General Manager of Horigane Factory</p> <p>Mar. 2002 Assistant General Manager of Press Business Department and General Manager of Press Sales Division</p> <p>June 2002 Director, Assistant General Manager of Press Business Department, and General Manager of Press Sales Division</p> <p>Oct. 2002 Director, Assistant General Manager of Press Business Department, General Manager of Press Sales Division, and General Manager of Tokyo Sales Office</p> <p>Mar. 2003 Director, General Manager of Kyushu Business Department, and General Manager of Western Japan Sales Department</p> <p>Jan. 2005 Director, General Manager of Kyushu Business Department, and General Manager of Kyushu Sales Department</p> <p>Mar. 2007 Director and General Manager of Kyushu Business Department</p> <p>Oct. 2007 Director and General Manager of Press Business Department</p> <p>June 2009 Managing Director, General Manager of Press Business Department, and General Manager of Kyushu Business Department</p> <p>Mar. 2010 Managing Director, General Manager of Kyushu Business Department, and General Manager of Fukuoka Mino Factory</p> <p>Dec. 2010 Managing Director, General Manager of Production Division, and General Manager of Azusagawa Factory</p> <p>Dec. 2010 Director and Assistant General Manager of Production Division (For Kyushu)</p> <p>Apr. 2011 Representative Director and President</p> <p>Apr. 2011 Representative Director, President, and General Manager of Production Division</p> <p>June 2011 Representative Director, President, and General Manager of Sales Division</p> <p>Nov. 2014 Representative Director and President</p> <p>Oct. 2015 Representative Director, President, and General Manager of Sales Division (current position)</p>	5,000 shares
<p>Reasons for nomination</p> <p>He is currently responsible for the overall management of sales, production and development divisions as Representative Director and President of the Company, having been involved in management in various fields both domestically and internationally, and he has fulfilled an appropriate role in enhancing corporate value, including making decisions on material matters affecting management. He has been nominated again as a candidate for Director because he is expected to contribute further to the Company in the future.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned	
3	Shuya Akahane (December 18, 1960)	Mar. 1985	Joined the Company	3,000 shares
		Mar. 2004	General Manager of Mechatronics Development Department	
Mar. 2006	General Manager of Mechatronics Sales Department			
Nov. 2008	General Manager of Mechatronics Development Department			
Mar. 2009	General Manager of Plastic Unit Development Department			
Dec. 2010	General Manager of Market Development Department			
June 2011	Executive Officer and General Manager of Development Division			
June 2015	Executive Officer, General Manager of Development Division, and General Manager of Component Development Department			
June 2017	Director, General Manager of Development Division, and General Manager of Component Development Department			
Mar. 2018	Director and General Manager of Development Division (current position)			
<p>Reasons for nomination</p> <p>He is currently responsible for the development division as Director of the Company, and he has fulfilled an appropriate role in enhancing corporate value. He has been nominated again as a candidate for Director because he is expected to contribute further to the Company in the future.</p>				

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

Proposal No. 3: Election of Three Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three currently serving Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Hiromi Akahane (March 15, 1957)	Apr. 1981 Joined the National Mutual Insurance Federation of Agricultural Cooperatives Apr. 1992 Registered as an attorney at law (Nagano-ken Bar Association) Apr. 1994 Established Akahane Sogo Law Office (current position) Apr. 2011 Outside Director June 2015 Outside Director (Audit and Supervisory Committee Member) (current position)	—
2	* Sadao Maeda (February 14, 1955)	Mar. 1973 Joined the Company Mar. 2010 Internal Auditor of Internal Audit Office Mar. 2014 Manager of General Affairs Section, General Affairs and Personnel Department Mar. 2018 General Manager of Internal Audit Office (current position)	—
3	* Tatsuya Shimizu (May 27, 1959)	Apr. 1983 Joined The Hachijuni Bank, Ltd. May 1989 Resigned from the Bank June 1991 Established Tatsuya Shimizu Tax Accounting Office June 1991 Established Tatsuya Shimizu Certified Administrative Procedures Legal Specialist Office (current position)	—

- (Notes)
1. New candidates are indicated by an asterisk (*).
 2. There is no special interest between any of the candidates and the Company.
 3. Hiromi Akahane and Tatsuya Shimizu are candidates for outside Director.
 4. The reasons for the appointment of these two as outside Directors are as follows.
 - (1) Hiromi Akahane has been nominated as a candidate for outside Director to have his many years of experience and knowledge as an attorney at law may reflected in the Company's management, and to receive his proposals from an independent and objective perspective regarding the management that executes business. Although he has never been directly involved in the management of a company except as an outside Director, the Company judges that he will appropriately fulfill his duties as an outside Director based on the above reasons.
 - (2) Tatsuya Shimizu has been nominated as a candidate for outside Director to have his abundant experience and broad insight, cultivated through his experience in financial institutions and as certified public tax accountant, reflected in the Company's management, and to receive his proposals from an independent and objective perspective regarding the management that executes business. Although he has never been directly involved in the management of a company except as an outside Director, the Company judges that he will appropriately fulfill his duties as an outside Director based on the above reasons.
 5. Sadao Maeda has held key positions for the Company for many years, has abundant experience and insight regarding the Company in general, mainly about internal control and the Company judges that he is able to express objective opinions from a neutral standpoint and appropriately perform his duties as Audit and Supervisory Committee Member. Accordingly, the Company has nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.
 6. Hiromi Akahane is currently an outside Director of the Company and at the conclusion of this meeting he will have been in office for eight years and two months.
 7. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act and Article 29 of the Company's current Articles of Incorporation, the Company has concluded an agreement with Hiromi Akahane to limit his liability for damages stipulated in Article 423, Paragraph 1 of the said Act. The amount of liability for damages as an outside Director under this agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the said Act. If the reelection of Hiromi

Akahane is approved as proposed, the Company plans to renew the aforementioned agreement with him. If the election of Tatsuya Shimizu is approved, the Company plans to enter into the same limited liability agreement with him.

8. The Company has submitted notification to the Tokyo Stock Exchange that Hiromi Akahane has been appointed as an independent officer as provided for by the aforementioned exchange. If the reelection of Hiromi Akahane is approved, the Company plans to maintain his position as independent officer. Furthermore, Tatsuya Shimizu satisfies the requirements for an independent officer as provided for by the aforementioned exchange, and if his election is approved, the Company will designate him as an independent officer.

Proposal No. 4: Payment of Retirement Benefits for Retiring Directors

Junichi Hiraide resigned as Director on March 20, 2019, and Directors who are Audit and Supervisory Committee Members Ichiro Hata and Tadashi Kusama will retire at the conclusion of this General Meeting of Shareholders. The Company would like to pay them a reasonable amount of retirement benefits to reward their services during each of their terms in accordance with the Company's internal rules.

Furthermore, we propose that decisions regarding the specific amounts, timing, method, etc., of payment for the retiring Director (excluding the Directors who are Audit and Supervisory Committee Members) be made by the Board of Directors, and of payment for the retiring Directors who are Audit and Supervisory Committee Members, by consultation among Directors who are Audit and Supervisory Committee Members, respectively.

Also, we confirmed that there were no opinions of note expressed by the Audit & Supervisory Committee with regard to the payment of retirement benefits to Junichi Hiraide, Director who is not an Audit and Supervisory Committee Member.

The career summaries of the retiring Directors are as follows:

Name	Career summary	
Junichi Hiraide	June 2015	Director of the Company
	Mar. 2019	Resigned as Director
Ichiro Hata	June 2015	Outside Director who is an Audit and Supervisory Committee Member of the Company (current position)
Tadashi Kusama	June 2015	Outside Director who is an Audit and Supervisory Committee Member of the Company (full-time, current position)