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Securities identification code: 7236

June 6, 2019

To our shareholders:

Tomio Miyazaki
President & COO

T.RAD Co., Ltd.

3-25-3 Yoyogi, Shibuya-ku, Tokyo 151-0053, Japan

NOTICE OF THE 117TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 117th Ordinary General Meeting of Shareholders of T.RAD Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail.

Please indicate your approval or disapproval of the proposals on the enclosed Voting Right Exercise Form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 5:30 p.m., Tuesday, June 25, 2019 (Japan Standard Time).

Meeting Details

- 1. Date and time:** Wednesday, June 26, 2019 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** 3F Conference Room, Aioi Nissay Dowa Sonpo Shinjuku Bldg.
3-25-3 Yoyogi, Shibuya-ku, Tokyo
- 3. Purposes:**
 - Items to be reported:**
 1. Business Report and Consolidated Financial Statements for the 117th Term (from April 1, 2018 to March 31, 2019), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.
 2. Non-Consolidated Financial Statements for the 117th Term (from April 1, 2018 to March 31, 2019)
 - Items to be resolved:**
 - Proposal 1:** Appropriation of surplus
 - Proposal 2:** Election of eight (8) Directors
 - Proposal 3:** Election of one (1) Audit & Supervisory Board Member
- 4. Information on exercising voting rights**

Refer to “Information on exercising voting rights” on page 3.
- 5. Matters disclosed on the Internet**

Of the documents to be provided with this Notice of the General Meeting of Shareholders, the matters below have been posted on the Company’s website in accordance with the laws and regulations as well as the provisions of Article 19 of the Articles of Incorporation and are not included in the attached documents in this Notice. Accordingly, the attached documents in this Notice are a part of the documents audited by the Audit & Supervisory Board Members or Accounting Auditor when preparing their audit reports.

1. Consolidated Statement of Changes in Equity of the Consolidated Financial Statements
2. Notes to Consolidated Financial Statements of the Consolidated Financial Statements
3. Statement of Changes in Equity of the Non-Consolidated Financial Statements
4. Notes to Non-consolidated Financial Statements of the Non-Consolidated Financial Statements

Information on exercising voting rights

1. If you attend the meeting

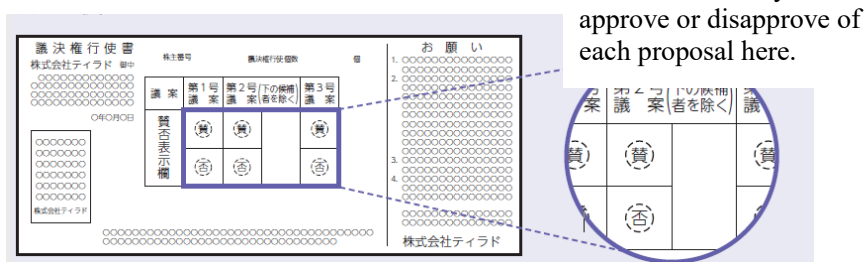
If you are attending the meeting, please submit the enclosed Voting Right Exercise Form at the reception desk.

Date: 10:00 a.m., Wednesday, June 26, 2019 (Japan Standard Time)

2. If you are exercising your voting rights in writing

If you are exercising your voting rights in writing, please indicate your approval or disapproval of the proposal on the enclosed Voting Right Exercise Form and return it by post so that it is received by **no later than 5:30 p.m., Tuesday, June 25, 2019 (Japan Standard Time)**.

How to Fill Out Voting Right Exercise Form



Proposals 1 and 3

If you approve -> Circle “Approve”

If you disapprove -> Circle “Disapprove”

Proposal 2

If you approve of all -> Circle “Approve”

If you disapprove of all -> Circle “Disapprove”

If you disapprove of some candidates -> Circle “Approve” and write the candidates’ number of whom you disapprove in the blank column next to it.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Material

Proposal 1: Appropriation of surplus

The Company proposes the appropriation of surplus as follows:

1. Matters related to year-end dividends

Taking into consideration the strong performance during the fiscal year under review, future business development, and other factors, the Company proposes a year-end dividend as set forth below.

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount thereof

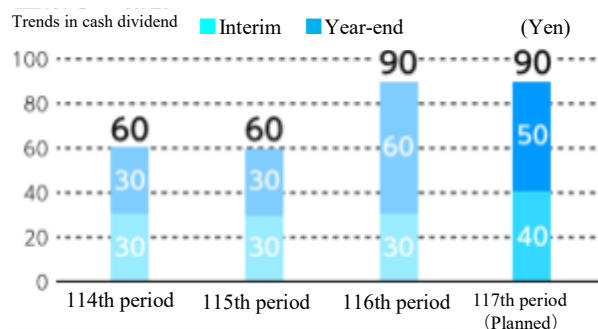
¥50 per common stock of the Company

Total amount of dividends: ¥397,972,250

(3) Effective date of distribution of dividends of surplus

June 27, 2019

Reference



(Note) On October 1, 2017, the Company carried out a 1-for-10 reverse share split of its common stock. The amount per share is calculated based on this reverse share split.

Proposal 2: Election of eight (8) Director(s)

The terms of office of all seven (7) Directors will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes the election of the following eight (8) Directors, including one (1) additional Outside Director.

The candidates for Directors are as follows:

No.	Name	Current Position in the company	
1	Hiromi Kano	Chairman & CEO	[Reelection]
2	Tomio Miyazaki	President & COO	[Reelection]
3	Yoshitaka Momose	Senior Managing Director	[Reelection]
4	Toru Yamazaki	Managing Director	[Reelection]
5	Kiyoshi Suzuki	Managing Director	[Reelection]
6	Hiroshi Shimizu	Outside Director	[Reelection] [Outside Director] [Independent officer]
7	Youichi Kamei	Outside Director	[Reelection] [Outside Director] [Independent officer]
8	Yoshisada Takahashi	Outside Director	[New election] [Outside Director] [Independent officer]

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
1	<p style="text-align: center;">Hiromi Kano (October 24, 1945)</p> <p>[Number of the Company's shares owned] 23,261 shares</p> <p>[Number of years in office as a Director of the Company] 19 years</p> <p>[Number of attendances at the Board of Directors Meetings] 17/17</p> <p>[Reelection]</p>	<p>Apr. 1970 Joined Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.)</p> <p>Jun. 2000 Director of Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.) President of CoPAR Inc. (currently T.RAD North America, Inc.) and General Manager of North America Sales Department of Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.)</p> <p>Jun. 2002 Managing Director of Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.), in charge of business operations in America / Europe</p> <p>Apr. 2008 President and Representative Director of the Company</p> <p>Jun. 2018 Chairman and CEO of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] -</p> <p>[Reason for Nomination as a Candidate for Director] Possessing extensive experience overseas and a wide range of experience centered on the area of sales, Hiromi Kano has been in charge of group-wide management, providing strong leadership as President and Representative Director beginning in June 2008 and serving as Chairman and CEO since June 2018. He has been selected as a candidate for Director because we believe he is suited to continue his role in management as the Company seeks to achieve the targets of the 11th management plan.</p>

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
2	<p style="text-align: center;">Tomio Miyazaki (September 16, 1977)</p> <p style="text-align: center;">[Number of the Company's shares owned] 2,111 shares</p> <p style="text-align: center;">[Number of years in office as a Director of the Company] 5 years</p> <p style="text-align: center;">[Number of attendances at the Board of Directors Meetings] 17/17</p> <p style="text-align: center;">[Reelection]</p>	<p>Apr. 2002 Joined Honda Motor Co., Ltd.</p> <p>Aug. 2002 Joined Wako Fundamental Technology Research Center of Honda R&D Co., Ltd.</p> <p>Oct. 2009 Joined Jinya Co., Ltd.</p> <p>Oct. 2009 Representative Director of Jinya Co., Ltd.</p> <p>Apr. 2012 Founded Jinya Connect Co., Ltd.</p> <p>Apr. 2012 Representative Director of Jinya Connect Co., Ltd.</p> <p>Jun. 2014 Outside Director of the Company</p> <p>Jun. 2017 Director in charge of Business Planning Department of the Company</p> <p>Jun. 2018 President and COO of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] President and CEO of T.RAD CONNECT Co., Ltd.</p> <p>[Reason for Nomination as a Candidate for Director] Tomio Miyazaki possesses extensive experience and deep knowledge of corporate management, having served in such capacities as Representative Director of Jinya Co., Ltd., and beginning in June 2014, he actively provided opinions and advice as Outside Director. Since June 2018, he has been responsible for execution of business as President and COO of the Company and has been in charge of group-wide management, providing strong leadership. He has been selected as a candidate for Director because we believe he is suited to continue his role in management as the Company seeks to achieve the targets of the 11th management plan.</p>

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
3	<p data-bbox="379 712 576 763">Yoshitaka Momose (December 7, 1957)</p> <p data-bbox="347 792 608 875">[Number of the Company's shares owned] 9,810 shares</p> <p data-bbox="347 904 608 1010">[Number of years in office as a Director of the Company] 10 years</p> <p data-bbox="347 1039 608 1144">[Number of attendances at the Board of Directors Meetings] 17/17</p> <p data-bbox="416 1173 539 1202">[Reelection]</p>	<p data-bbox="639 322 1327 383">Apr. 1981 Joined Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.)</p> <p data-bbox="639 398 1327 488">Oct. 2001 General Manager of Nagoya Works Plant Control Dept. of Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.)</p> <p data-bbox="639 504 1327 593">Jul. 2002 General Manager of Hatano Works Plant Control Dept. of Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.)</p> <p data-bbox="639 609 1327 698">Nov. 2003 General Manager of Hatano Works Production Dept. and Plant Control Dept. of Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.)</p> <p data-bbox="639 714 1327 775">Jun. 2006 Executive Officer of the Company President of T.RAD Czech s.r.o</p> <p data-bbox="639 790 1327 819">Jul. 2008 Managing Executive Officer of the Company</p> <p data-bbox="639 835 1327 864">Jun. 2009 Managing Director of the Company</p> <p data-bbox="639 880 1327 969">Apr. 2017 Supervised North America business, in charge of Sales, Technical and Quality Division of the Company</p> <p data-bbox="639 985 1327 1113">Jun. 2018 Senior Executive Officer in charge of Overseas Business of the Company (present position) and supervising Sales and Technical Division and General Manager of Sales and Engineering Dept.</p> <p data-bbox="639 1128 1327 1218">Apr. 2019 Senior Executive Officer in Charge of Overseas Business of the Company and supervising Sales Div. (present position)</p>
		<p data-bbox="639 1240 1174 1270">[Significant concurrent positions outside the Company]</p> <p data-bbox="639 1272 651 1301">-</p>
		<p data-bbox="635 1337 1142 1357">[Reason for Nomination as a Candidate for Director]</p> <p data-bbox="635 1359 1310 1621">Yoshitaka Momose possesses extensive overseas experience and a wide range of experience centered on the areas of production and sales, and he is familiar with global operations. In fiscal 2018, he was in charge of the Sales, Technical and Quality Division and exercised strong leadership while at the same time working to expand the business in North America. Since fiscal 2019, he has supervised the overseas business as a whole. He has been selected as a candidate for Director because we believe he is suited for a role in management as the Company seeks to achieve the targets of the 11th management plan.</p>

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
4	<p style="text-align: center;">Toru Yamazaki (September 28, 1957)</p> <p>[Number of the Company's shares owned] 5,749 Shares</p> <p>[Number of years in office as a Director of the Company] 4 years</p> <p>[Number of attendances at the Board of Directors Meetings] 17/17</p> <p>[Reelection]</p>	<p>Apr. 1981 Joined Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.)</p> <p>Apr. 2003 Manager of Product Development Center of Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.) in Hatano</p> <p>Jun. 2008 Hatano Works Plant Manager and Manager of Production Control Dept of the Company</p> <p>Apr. 2011 Shiga Works Plant Manager and Manager of Quality Control Dept of the Company</p> <p>Jul. 2011 Executive Officer of the Company</p> <p>Jun. 2015 Director of the Company</p> <p>Jun. 2018 Managing Director of the Company (present position) in charge of Quality and Purchasing Div. and General Manager of Purchasing Dept.</p> <p>Apr. 2019 Managing Director of the Company in charge of Technical and Quality Div. and General Manager of Technical Dept. (present position)</p> <hr/> <p>[Significant concurrent positions outside the Company] President of T.RAD (Zhongshan) Co., Ltd. President of T.RAD (Changshu) Co., Ltd.</p> <hr/> <p>[Reason for Nomination as a Candidate for Director] Toru Yamazaki possesses a wide range of experience centered on the areas of technology and production and is familiar with plant management as well, having served as plant manager. In fiscal 2018, he was in charge of the Purchasing and Global Administration departments and exercised strong leadership while at the same time working to expand the business in Asia and China. Since fiscal 2019, he has supervised technology and quality. He has been selected as a candidate for Director because we believe he is suited for a role in management as the Company seeks to achieve the targets of the 11th management plan.</p>

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
5	<p style="text-align: center;">Kiyoshi Suzuki (February 25, 1959)</p> <p>[Number of the Company's shares owned] 1,878 shares</p> <p>[Number of years in office as a Director of the Company] 1 year</p> <p>[Number of attendances at the Board of Directors Meetings] 17/17</p> <p>[Reelection]</p>	<p>Apr. 1982 Joined Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.)</p> <p>Apr. 2003 Hatano Works General Manager of Production Dept. of Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.)</p> <p>Sep. 2004 General Manager of TATA TOYO RADIATOR LIMITED</p> <p>Sep. 2007 General Manager of T.RAD North America, Inc.</p> <p>Apr. 2010 Hatano Works General Manager of Production Dept. of the Company</p> <p>Apr. 2011 Nagoya Works General Manager of Production Dept. of the Company</p> <p>Jul. 2012 Hatano Works Plant Manager of the Company</p> <p>Apr. 2017 Executive Officer of the Company</p> <p>Apr. 2018 Executive Officer of Production, TPS and TPM, General Manager of Production Dept., and Vice Plant Manager of Production Engineering Center of the Company</p> <p>Jun. 2018 Managing Director of the Company (present position), in charge of Production, TPS and TPM, General Manager of Production Dept., and Plant Manager of Production Engineering Center of the Company</p> <p>Apr. 2019 Managing Director of the Company in charge of Production, Purchasing and Production Engineering, General Manager of Production Purchasing Dept., and Plant Manager of Production Engineering Center of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] -</p> <p>[Reason for Nomination as a Candidate for Director] Kiyoshi Suzuki possesses a wide range of experience centered on the areas of production and production engineering and is familiar with plant management as well, having served as plant manager. In fiscal 2018, he was in charge of production, TPS and TPM and exercised strong leadership. Since fiscal 2019, in addition to production, he has supervised purchasing and production engineering. He has been selected as a candidate for Director because we believe he is suited for a role in management as the Company seeks to achieve the targets of the 11th management plan.</p>

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
6	Hiroshi Shimizu (September 11, 1947) [Number of the Company's shares owned] 0 shares [Number of years in office as a Director of the Company] 2 years [Number of attendances at the Board of Directors Meetings] 17/17 [Reelection] [Outside Director] [Independent officer]	Jun. 1976 Joined National Institute for Environmental Studies Apr. 1997 Professor of Keio University Apr. 2013 Emeritus Professor of Keio University (present position) Sep. 2013 President of e-Gle Co., Ltd. (present position) Jun. 2017 Outside Director of the Company (present position)
		[Significant concurrent positions outside the Company] Emeritus Professor of Keio University President of e-Gle Co., Ltd.
		[Reason for Nomination as a Candidate for Director] Hiroshi Shimizu possesses extensive specialist knowledge and experience as a university professor and Doctor of Engineering. Since fiscal 2018, he has been providing opinions and advice on general management of the Company as an Outside Director and has satisfactorily fulfilled his duties. He has been selected as a candidate for reelection as Outside Director because we hope that he will continue to provide advice concerning the corporate activities of the Company and supervise general management matters.

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
7	Youichi Kamei (October 16, 1956)	Oct. 2000 Registered as an attorney (Daini Tokyo Bar Association)
	[Number of the Company's shares owned] 0 shares	Oct. 2000 Joined Asahi Law Offices
	[Number of years in office as a Director of the Company] 2 years	Jan. 2007 Made partner at Asahi Law Offices (present position)
	[Number of attendances at the Board of Directors Meetings] 17/17	Jun. 2017 Outside Director of the Company (present position)
[Reelection] [Outside Director] [Independent officer]	[Significant concurrent positions outside the Company] Partner at Asahi Law Offices	[Reason for Nomination as a Candidate for Director] Youichi Kamei was elected Outside Director of the Company in June 2017 and has fulfilled his duties based on his specialist legal knowledge and experience as an attorney at law, particularly from the standpoint of legal compliance. He has been selected as a candidate for reelection as Outside Director because we have determined that he will fulfill his duties appropriately based on his high mindset of legal compliance.

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
8	<p data-bbox="347 613 630 680">Yoshisada Takahashi (December 8, 1955)</p> <p data-bbox="354 703 624 792">[Number of the Company's shares owned] 0 shares</p> <p data-bbox="347 815 630 904">[Number of years in office as a Director of the Company] 0 years</p> <p data-bbox="341 927 636 1016">[Number of attendances at the Board of Directors Meetings] --/--</p> <p data-bbox="383 1039 595 1128">[New election] [Outside Director] [Independent officer]</p>	<p data-bbox="655 315 1011 344">Apr. 1978 Joined Komatsu Ltd.</p> <p data-bbox="655 360 1318 389">Jun. 1995 Plant Manager of Komatsu Brasil International Ltda.</p> <p data-bbox="655 405 1318 465">Oct. 1999 General Manager of Purchasing Dept., Awazu Plant, Komatsu Ltd.</p> <p data-bbox="655 481 1262 542">Mar. 2001 General Manager of Production Control Dept., Awazu Plant, Komatsu Ltd.</p> <p data-bbox="655 557 1267 618">Apr. 2006 Executive Officer and Plant Manager of Awazu Plant, Komatsu Ltd.</p> <p data-bbox="655 633 1326 694">Apr. 2008 Executive Officer and Plant Manager of Osaka Plant, Komatsu Ltd.</p> <p data-bbox="655 710 1321 799">Apr. 2012 Senior Executive Officer, President of Production Division, Supervising Industrial Machinery Business and Environment of Komatsu Ltd.</p> <p data-bbox="655 815 1327 943">Apr. 2016 Senior Executive Officer, Chief Information & Innovation Officer, President, Information Strategy Division, and Supervising Production and Industrial Machinery Business of Komatsu Ltd.</p> <p data-bbox="655 958 1327 1086">Apr. 2017 Executive Vice President, Chief Information & Innovation Officer, President, Information Strategy Division, Supervising Production and Industrial Machinery Business of Komatsu Ltd.</p> <p data-bbox="655 1102 1171 1131">Apr. 2019 Advisor to President of Komatsu Ltd.</p> <p data-bbox="655 1146 1198 1207">[Significant concurrent positions outside the Company] Advisor to President of Komatsu Ltd. (present position)</p> <p data-bbox="655 1223 1318 1422">[Reason for Nomination as a Candidate for Director] Yoshisada Takahashi possesses extensive experience and deep knowledge related to corporate management, having served in such capacities as Executive Vice President of Komatsu Ltd. He has been selected as a candidate for Outside Director because we believe that his knowledge can be utilized in management of the Company.</p>

Notes:

1. There is no special interest between the candidates and the Company.
2. The number of the Company's shares owned includes shares of stock in Officer's Shareholding Association.
3. Hiroshi Shimizu, Youichi Kamei, and Yoshisada Takahashi are candidates for Outside Director.
4. Hiroshi Shimizu and Youichi Kamei are currently Outside Directors of the Company, and their term of office as Outside Directors will be two (2) years at the conclusion of this Ordinary General Meeting of Shareholders.
5. The Company has reported Hiroshi Shimizu and Youichi Kamei to the Tokyo Stock Exchange as independent officers as defined by the Exchange, and if their reelections are approved, they will continue to serve as independent officers.
6. Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Hiroshi Shimizu and Youichi Kamei to limit their liability for damages under Article 423, paragraph 1 of the same Act. Their maximum amount of the liability for damages under these agreements is the amount stipulated by laws and regulations, and the Company intends to continue the agreements with them if their reelections are approved.
7. If Yoshisada Takahashi's election is approved, the Company will report him to the Tokyo Stock Exchange as an independent officer as defined by the Exchange.
8. If Yoshisada Takahashi's election is approved, pursuant to Article 427, paragraph 1 of the Companies Act, the Company will enter into an agreement with him to limit his liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of the liability for damages under this agreement is the amount stipulated by laws and regulations.

Proposal 3: Election of one (1) Audit and Supervisory Board Member

The term of office of Hiroshi Watanabe as the Audit and Supervisory Board Member will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of the following one (1) Audit and Supervisory Board Member.

The Audit & Supervisory Board has given its consent to this proposal.

The candidate for Audit and Supervisory Board Member is as follows.

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
1	<p>Kimiaki Nakano (May 2, 1958)</p> <p>[Number of the Company's shares owned] 5,457 shares</p> <p>[Number of years in office as an Audit & Supervisory Board Member of the Company] 0 year</p> <p>[Number of attendances at the Audit & Supervisory Board Meetings] -/-</p>	<p>Apr. 1981 Joined Toyo Radiator Co., Ltd. (currently T.RAD Co., Ltd.)</p> <p>Apr. 2006 Deputy Director of Environment and Energy Research Center of the Company Manager of the Advanced Technological Development Office of the Company</p> <p>Apr. 2009 General Manager of the Research & Development Dept., Research & Development Center of the Company</p> <p>Jul. 2010 Director of Research & Development Center of the Company</p> <p>Jul. 2011 Executive Officer of the Company (present position)</p> <p>Jul. 2012 Executive Officer in Charge of Technical Dept. of the Company</p> <p>Jan. 2015 Deputy General Manager of Sales and Technical Dept. (in Charge of Technology) of the Company</p> <p>Apr. 2019 Deputy General Manager of Technical Dept. of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] -</p> <p>[Reason for Nomination as a Candidate for Director] Kimiaki Nakano possesses a wide range of experience centered on the area of technology and has exercised strong leadership particularly in research and development as an executive officer. He has been selected as a candidate for Audit and Supervisory Board Member because we have determined that he will fulfill his duties appropriately based on his extensive experience and deep insight.</p>

Notes:

1. There is no special interest between the candidate and the Company.
2. The number of the Company's shares owned by Kimiaki Nakano includes shares of stock in Officer's Shareholding Association.