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Securities Code: 7740

March 6, 2019

To Shareholders

Shiro Ajisaka
President & CEO
Tamron Co., Ltd.
1385 Hasunuma, Minuma-ku, Saitama,
Saitama Prefecture, Japan

NOTICE OF CONVOCATION OF THE 72ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

Tamron Co., Ltd. (the “Company”) hereby notifies you that the 72nd Ordinary General Meeting of Shareholders of the Company (the “Meeting”) will be held as follows. Your attendance is respectfully requested.

If you do not expect to attend the Meeting, you may exercise your voting rights in writing or by the Internet, etc. After reviewing the following Reference Documents for General Meeting of Shareholders, please exercise your voting rights according to the instructions described below by no later than 5:20 p.m. on Tuesday, March 26, 2019 (Japan time).

- 1. Date and Time** 10 a.m. on Wednesday, March 27, 2019 (reception starts at 9 a.m.)
- 2. Place** 5th floor, Annex to the Head Office of Tamron Co., Ltd.
1385 Hasunuma, Minuma-ku, Saitama, Saitama Prefecture, Japan
(Please refer to the guide map provided at the end of this Notice of Convocation for directions.)
- 3. Agenda Reports**
 1. Business Report for the 72nd term (from January 1, 2018 to December 31, 2018), consolidated financial statements for the 72nd term, and results of audit on the consolidated financial statements by Independent Auditors and the Audit & Supervisory Board
 2. Report on non-consolidated financial statements for the 72nd term (from January 1, 2018 to December 31, 2018)

Resolutions

Proposal 1: Appropriation of surplus

Proposal 2: Election of four (4) audit & supervisory board members

4. Guide to Exercising Voting Rights

- (1) If you exercise your voting rights by mail
Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:20 p.m. on Tuesday, March 26, 2019.
- (2) If you exercise your voting rights by Internet, etc.
If you exercise your voting rights on the Internet or by any other similar means, please read “Guidance Notes on the Exercise of Voting Rights via the Internet, etc.” on page 3 and exercise your voting rights by 5:20 p.m. on Tuesday, March 26, 2019.

End

If you are attending the Meeting, the Company asks that you kindly submit the enclosed Voting Rights Exercise Form to the reception desk at the venue on the day of the General Meeting of Shareholders.

Notes to consolidated financial statements and notes to non-consolidated financial statements are published on the official website of the Company (<http://www.tamron.co.jp>, Japanese only) in accordance with the provisions of the relevant law and the Article 15 of its Articles of Incorporation. They are not stated in this Notice of Convocation.

Hence, the consolidated financial statements and non-consolidated financial statements audited by members of the Audit & Supervisory Committee and Independent Auditors include the financial statements provided with this Convocation Notice and notes to the financial statements published on the Company's official website.

If and when the Company makes any correction to the Business Report, consolidated financial statements, non-consolidated financial statements and the Reference Documents for the General Meeting of Shareholders provided with this Notice of Convocation the Company will announce the correction on its official website (<http://www.tamron.co.jp>, Japanese only).

Guidance Notes on the Exercise of Voting Rights via the Internet, etc.

If you exercise your voting rights on the Internet or by any other similar means, you must acknowledge the following conditions.

1. Website for exercise of voting rights

You can exercise your voting rights on the Internet only by using the website for the exercise of voting rights indicated below as designated by the Company.

Address of website for exercise of voting rights: <https://www.web54.net>

2. Treatment of exercise of voting rights

- (1) If you exercise your voting rights on the Internet, use the code for the exercise of voting rights and the password indicated on the enclosed form for the exercise of voting rights and enter your vote for or against the proposals according to the instructions on the screen.
- (2) The deadline for the exercise of voting rights is 5:20 p.m. on Tuesday, March 26, 2019.
- (3) If you exercise your voting rights both in writing and online, only the voting rights you exercise online will be counted. If you exercise your voting rights more than once online, only the voting rights you exercise last will be counted.
- (4) The shareholders are required to bear the fees and charges for providers and telecommunications carriers (such as connection fees) upon using the website for the exercise of voting rights.

3. Treatment of the password and the code for the exercise of voting rights

- (1) The password is important information for confirming that the person casting a vote is the shareholder who has the voting rights. The password must be carefully handled in the same way as the stamp for the seal and personal identification number.
- (2) If you fail to enter the correct password a certain number of times, you will not be able to use this password. If you need to request the reissue of the password, please follow the procedures according to the instructions on the screen.
- (3) The code for the exercise of voting rights that is stated on the form for the exercise of voting rights is effective only for this general meeting of shareholders.

4. Contact information for inquiries about the method of operation of personal computers, etc.

- (1) For questions about how to operate personal computers and other devices in the exercise of voting rights on the website described above, please contact the following entity.

Sumitomo Mitsui Trust Bank, Limited, telephone number exclusively for custody service web support:

[Phone] 0120 (652) 031 (Toll-free in Japan only)

(Available 9:00 a.m. - 9:00 p.m.)

- (2) For any other inquiries, please contact the following entity.

- (i) Shareholders with an account with a securities company

Shareholders with an account with a securities company are required to contact your securities company.

- (ii) Shareholders without an account with a securities company (shareholders with a special account)

Securities Business Center of Sumitomo Mitsui Trust Bank, Limited

[Phone] 0120 (782) 031 (Toll-free in Japan only)

(Available 9:00 a.m. - 5.00 p.m. except for Saturdays, Sundays and holidays)

5. Use of the platform for the electronic exercise of voting rights (for institutional investors)

Institutional investors may exercise the voting rights for this general meeting of shareholders electronically via the platform for the electronic exercise of voting rights operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The basic policy of the Company is to continue the stable distribution of profits to shareholders with an emphasis on continual dividends with a dividend payout ratio of around 35% according to the operating results, while considering the necessity of strengthening the management structure and research and development and capital investment for the launch of a new business from a long-term perspective, among other necessities.

As a year-end dividend for the period under review, we intend to pay out dividends of 35 yen per share, a 10 yen increase from the previous business term, evaluating the results for the period under review and the aforementioned policy, etc.

As the Company paid an interim dividend of 25 yen per share in September 2018, the annual dividend will be 60 yen per share, with a dividend payout ratio of 35.8%.

- (1) Type of dividend
Cash
- (2) Matters concerning allocation of dividend and its total amount
35.00 yen per one common share of the Company
Total amount of dividend 907,221,665 yen
- (3) Effective date of the dividend from surplus
March 28, 2019

Proposal 2: Election of four (4) audit & supervisory board members

The terms of office of all of the four (4) audit & supervisory board members will expire at the end of this Meeting.

This proposal has obtained the consent of the Audit & Supervisory Board. The candidates for Corporate Auditor are as follows

No.	Name (Date of birth)	Brief career history, position and responsibility at Tamron Co., Ltd. (State of concurrent holding of important positions)	Number of the Company's shares held
* 1	Tsutomu Tezuka (November 5, 1957)	<p>April 1981 Joined the Company</p> <p>January 2008 General Manager of Internal Audit & Supervision Board of the Company</p> <p>March 2014 General Manager of Human Resources & General Affairs Management Unit of the Company</p> <p>April 2014 Executive Officer, General Manager of Human Resources & General Affairs Management Unit of the Company</p> <p>January 2018 Executive Officer, General Manager of Legal & IP Management Board of the Company</p> <p>January 2019 Executive Officer, Assistant to the President of the Company (present post)</p>	100 shares
<p>[Reason for nomination as audit & supervisory board member]</p> <p>Mr. Tsutomu Tezuka has extensive experience in audit work as General Manager of Internal Audit & Supervision Board in addition to experience as General Manager of Human Resources & General Affairs Management Unit and General Manager of Legal & IP Management Board of the Company. Accordingly, the Company has judged that he can utilize this experience for audit assignments of the Company and that he is qualified to become a Corporate Auditor.</p>			
* 2	Takashi Hirayama (June 27, 1957)	<p>April 1980 Joined the Saitama Bank, Ltd. (the present Saitama Resona Bank, Ltd.)</p> <p>June 2005 Executive Officer, Saitama Resona Bank, Ltd.</p> <p>January 2008 Managing Executive Officer in charge of finance and IPO preparation of AGS Corporation</p> <p>June 2010 Corporate Auditor of AGS Business Computer Corporation</p> <p>May 2011 General Manager of Information Processing Division, Managing Executive Officer of AGS Corporation</p> <p>October 2015 Managing Executive Officer in charge of operational audits of AGS Corporation (the present post)</p>	-
<p>[Reason for nomination as audit & supervisory board member (Independent)]</p> <p>Mr. Takashi Hirayama has experience in a financial institution and served as corporate auditor. He also has experience in the audit divisions of other companies. Accordingly, the Company has judged that he can utilize this experience for audit assignments of the Company and that he is qualified to become an Independent Corporate Auditor.</p>			

No.	Name (Date of birth)	Brief career history, position and responsibility at Tamron Co., Ltd. (State of concurrent holding of important positions)	Number of the Company's shares held
3	Tadahiro Tone (September 3, 1945)	<p>April 1969 Joined the Saitama Bank, Ltd August 2002 President of Saitama Resona Bank, Ltd. October 2003 President, Representative Director of Saitama June 2006 Chairman of Saitama Resona Bank, Ltd April 2010 Chancellor of Saitama Prefectural University March 2011 Independent Corporate Auditor of the Company (present post)</p> <p>(Significant concurrent positions) Independent Director of G-Tekt Corporation</p>	4,200 shares
<p>[Reason for nomination as audit & supervisory board member (Independent)] Mr. Tadahiro Tone has broad business experience in financial institutions, experience as a corporate manager, and a considerable level of knowledge in finance and accounting. Since assuming the post in March 2011, he has properly conducted audits on the overall business management of the Company and fulfilled his duties. Consequently, the Company has judged that he is a qualified candidate for Independent Corporate Auditor of the Company</p>			
* 4	Masaya Nara (December 13, 1958)	<p>September 1990 Joined Yasuda Trust & Banking Co., Ltd. (the present Mizuho Trust & Banking Co., Ltd.) April 2009 Executive officer, General Manager of Investment Planning Division of Mizuho Trust & Banking Co., Ltd. June 2011 Full-time corporate auditor of Mizuho Trust & Banking Co., Ltd. April 2014 Senior managing director of Mizuho Realty Co., Ltd. January 2017 Registered as an attorney January 2017 Joined Torikai Law Office (present post) (Significant concurrent positions) Attorney (Torikai Law Office)</p>	-
<p>[Reason for nomination as audit & supervisory board member (Independent)] Mr. Masaya Nara has highly specialized expertise as a lawyer in addition to experience as a corporate auditor and director of other companies. Accordingly, the Company has judged that he can utilize this experience for audit assignments of the Company and that he is a qualified candidate for Independent Corporate Auditor.</p>			

(Notes)

1. Candidates with the ※ mark are new candidates for the position of auditor.
2. There are no special conflicts of interest between each candidate and the Company.
3. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into a contract with Mr. Tadahiro Tone to limit his liabilities for damages under Article 423, Paragraph 1 of the same Act. The limit of liability for damages under the contract is the minimum liability amount stipulated under Article 425, Paragraph 1 of the Companies Act. Moreover, when the election of Mr. Tsutomu Tezuka, Mr. Takashi Hirayama, and Mr. Masaya Nara is approved, the Company plans to sustain such contract with the three (3) gentlemen.
4. Mr. Takashi Hirayama, Mr. Tadahiro Tone, and Mr. Masaya Nara are candidates for Independent Corporate Auditor.
5. Mr. Tadahiro Tone is currently an Independent Corporate Auditor of the Company, and his terms of office as an Independent Corporate Auditor shall be eight (8) years at the closing of the annual general meeting of shareholders.
6. Mr. Takashi Hirayama and Mr. Masaya Nara fulfill the requirements for being independent officers in accordance with the Tokyo Stock Exchange's rules and regulations and meet the standards for independence laid down by the Company. If approval is given for both candidates to be appointed, the Company will register them as Independent Corporate Auditors.
7. Mr. Takashi Hirayama is scheduled to retire as Executive Managing Officer of AGS Corporation as of March 26, 2019.

End.