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Securities Code: 7740

March 8, 2021

To Shareholders

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

## NOTICE OF CONVOCATION OF THE 74th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Tamron Co., Ltd. (the “Company”) hereby notifies you that the 74th Ordinary General Meeting of Shareholders of the Company (the “Meeting”) will be held as follows.

From the viewpoint of preventing the spread of COVID-19, we respectfully request that you exercise your voting rights ahead of the General Meeting of Shareholders either in writing or online and refrain from attending the venue on the day of the meeting. Please review the following “Reference Documents for General Meeting of Shareholders” and exercise your voting rights no later than 5:20 p.m., Thursday, March 25, 2021 (Japan Standard Time) in accordance with the guide to exercising voting rights later in this notice.

1. **Date and Time** 10 a.m. on Friday, March 26, 2021 (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 74th term (from January 1, 2020 to December 31, 2020), consolidated financial statements for the 74th 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 74th term (from January 1, 2020 to December 31, 2020)**Resolutions**  
**Proposal 1:** Appropriation of surplus  
**Proposal 2:** Election of one (1) director

#### **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 Thursday, March 25, 2021.

(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.” and exercise your voting rights by 5:20 p.m. on Thursday, March 25, 2021.

End

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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 Thursday, March 25, 2021.
- (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.

The Company intends to pay a year-end dividend for the current period, which consists of the ordinary dividend of 25 yen per share.

As the Company paid an interim dividend of 25 yen per share in September 2020, the annual dividend will be 50 yen per share, with a dividend payout ratio of 56.3%.

- (1) Type of dividend  
Cash
- (2) Matters concerning allocation of dividend and its total amount  
25.00 yen per one common share of the Company  
Total amount of dividend 525,560,225 yen
- (3) Effective date of the dividend from surplus  
March 29, 2021

**Proposal 2: Election of one (1) director**

The Company decided to increase the number of directors by one (1) outside director to further strengthen its management framework, and accordingly asks its shareholders to approve the candidate's election.

The term of office of the director elected at this general meeting of shareholders shall expire at the expiration of the term of office of the other incumbent Directors in accordance with the Company's Articles of Incorporation.

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
<p>[New appointment] [Outside] [Independent]</p> <p>Eriko Ishii (January 3, 1981)</p>	<p>October 2004 Registered as an attorney (current post)</p> <p>October 2004 Joined Mori Hamada &amp; Matsumoto LPC</p> <p>February 2011 Registered as an attorney in the State of New York (current post)</p> <p>April 2016 Part-time lecturer of Keio University Law School (current post)</p> <p>July 2016 Partner of Shin Saiwai Law Office (current post)</p> <p>June 2018 Outside director of Sophia Holdings Co., Ltd. (current post)</p> <p>May 2019 Supervisory Director of Canadian Solar Infrastructure Fund, Inc. (current post)</p> <p>[Important concurrent positions outside the Company] Attorney (Partner of Shin Saiwai Law Office) Part-time lecturer of Keio University Law School Outside director of Sophia Holdings Co., Ltd. Supervisory Director of Canadian Solar Infrastructure Fund, Inc.</p>	<p>- shares</p>
<p>[Reasons for nomination as outside director]</p> <p>Ms. Eriko Ishii has professional knowledge and insight as an attorney, and is familiar with M&amp;A and corporate law, etc. The Company believes that she will contribute to the achievement of the continuous enhancement of the Group's corporate value, utilizing her professional expertise. Accordingly, she has been newly nominated for the position of outside director.</p> <p>She has served as outside director, independent corporate auditor, and supervisory director in the past but has otherwise no experience in corporate management. However, the Company believes that she will properly perform her duties as an outside director for the reasons described above.</p>		

(Notes)

1. There is no particular interest between Ms. Eriko Ishii and the Company.
2. Upon the approval of the appointment of Ms. Eriko Ishii as outside director, the Company will execute an agreement for the limitation of liability as set forth in Paragraph 1, Article 423 of the Companies Act with Ms. Ishii according to the provisions of Paragraph 1, Article 427 of the Companies Act. In addition, the amount of the limitation of liability under the said agreement shall be the amount of the minimum liability as set forth in Paragraph 1, Article 425 of the Companies Act.
3. The Company's policy is to take out a directors and officers liability insurance policy with an insurance company as provided for in Paragraph 1, Article 430-3 of the Companies Act, and to use this insurance policy to compensate for any damages suffered by insured parties as a result of damages or litigation expenses borne in the event of litigation concerning compensation for damages brought by shareholders, investors or other third parties during the insurance period. Upon the approval of the appointment of Ms. Eriko Ishii as outside director, Ms. Ishii will be included in insured parties under this insurance policy. The Company plans to renew the policy with the same content at next renewal.
4. As Ms. Eriko Ishii meet the requirements for independent directors under the Company's standards for the judgment of independence and the rules of Tokyo Stock Exchange, Inc., upon the approval of the appointment of Ms. Ishii as outside director, she will be appointed as independent director.