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Stock Code: 4626
May 29, 2020

To Our Shareholders:

Eiji Sato
President and CEO

TAIYO HOLDINGS CO., LTD.

388 Ohkura, Ranzan-machi, Hiki-gun, Saitama 355-0222, Japan

NOTICE OF 74TH ORDINARY GENERAL SHAREHOLDERS' MEETING

You are cordially invited to attend the 74th Ordinary General Shareholders' Meeting of Taiyo Holdings 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, Internet, or other means.

Please review the attached Reference Documents for the General Shareholders' Meeting and exercise your voting rights no later than 5:00 p.m. on Friday, June 19, 2020 (Japan Standard Time).

Meeting Details

- 1. Date and Time:** Saturday, June 20, 2020 at 1:00 p.m. (Japan Standard Time)
- 2. Venue:** **Ballroom** Fuji, 3F, Hotel Metropolitan Tokyo Ikebukuro
1-6-1 Nishi-Ikebukuro, Toshima-ku, Tokyo, Japan

3. Purpose:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 74th Period (from April 1, 2019 to March 31, 2020), and results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. Non-Consolidated Financial Statements for the 74th Period (from April 1, 2019 to March 31, 2020)

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Eight (8) Directors
Proposal 3: Election of One (1) Alternate Audit & Supervisory Board Member

4. Exercise of Voting Rights

Institutional investors who have requested electronic exercise of voting rights in advance may use the Electronic Voting System Platform run by Investor Communications Japan (ICJ), which was established by Tokyo Stock Exchange Inc. in partnership with Broadridge Financial Solutions, Inc.

Reference Documents for the General Shareholders' Meeting

Proposal 1: Appropriation of Surplus

The Company regards profit distribution to shareholders in cash as an important policy and will effectuate a continuous, stable profit distribution at high levels. In addition, we use the dividend on equity ratio as our target index, and aim to keep this figure at a minimum of 5% of consolidated financial results for the mid-to long-term.

Accordingly, we intend to declare the following year-end dividends for the fiscal year under review:

(1) Dividend type

Cash

(2) Details of dividend allocation and total amount

- Dividend of 65.10 yen per common share
Total dividends: 1,861,484,894 yen
- Dividend of 65.10 yen per Series 1 Class A Company shares
Total dividends: 0 yen*1
- Dividend of 65.10 yen per Series 2 Class A Company shares
Total dividends: 0 yen*2

(3) Effective distribution date for dividends of surplus

June 22, 2020

Notes:

*1 The Company acquired and retired all issued Series 1 Class A Company shares on June 26, 2018.

*2 The Company acquired and retired all issued Series 2 Class A Company shares on June 27, 2019.

Annual dividends for the current term will be 130.20 yen per share, including an interim dividend of 65.10 yen per share which has already been distributed.

Proposal 2: Election of Eight (8) Directors

The term of all nine (9) Directors will expire at the close of this Ordinary General Shareholders’ Meeting. The Company shall decrease the number of Directors by one (1) Director to enable decisions to be made strategically and quickly in the Board of Directors, and requests that a total of eight (8) Directors including four (4) outside Directors be elected.

Each of the candidates for Director has agreed to their appointment.

The candidates for Director are as follows:

No.	Name (Date of birth)	Brief resume of positions, responsibilities, and important concurrent positions held	Number of the Company’s shares owned
1	Reappointment Eiji Sato (May 3, 1969)	<p>Apr. 1992 Joined Tohmatsu & Co. (Current Deloitte Touche Tohmatsu LLC)</p> <p>Oct. 1999 President of es Networks Co., Ltd.</p> <p>June 2008 Director of the Company</p> <p>Apr. 2010 Executive Vice President and Representative Director of the Company</p> <p>July 2010 Director of TAIYO INK INTERNATIONAL (SINGAPORE) PTE LTD</p> <p>Mar. 2011 Director of es Holdings Co., Ltd. (Current es Networks Co., Ltd.)</p> <p>Apr. 2012 Director of TAIYO INK (SUZHOU) CO., LTD. (Present post)</p> <p>Dec. 2012 Director of ONSTATIC TECHNOLOGY CO., LTD. (Present post)</p> <p>Apr. 2014 President and Representative Director of TAIYO INK MFG. CO., LTD.</p> <p>Dec. 2014 President and Representative Director of TAIYO GREEN ENERGY CO., LTD.</p> <p>June 2016 President and CEO, Group President and CEO in charge of risk management of the Company (Present post)</p> <p>Aug. 2017 Chairman of the Board and Representative Director of TAIYO PHARMA CO., LTD. (Present post)</p> <p>June 2018 Director of TAIYO INK MFG. CO., LTD. (Present post)</p> <p>Apr. 2019 Director of TAIYO Pharma Tech Co., Ltd.</p> <p>Oct. 2019 President and Representative Director of TAIYO Pharma Tech Co., Ltd. (Present post)</p>	Common Shares 145,679 shares
<p>[Reason chosen as a candidate for Director] Eiji Sato oversees the management of the Company’s Group (the “Group”) and has driven the overall Group forward with his strong leadership. He was selected as a candidate for Director because the Company wishes that he continues to play an important role in the Group’s decision-making and supervision of business execution.</p>			

Note: There is no special interest between Eiji Sato and the Company.

No.	Name (Date of birth)	Brief resume of positions, responsibilities, and important concurrent positions held	Number of the Company's shares owned
2	<p style="text-align: center;">Reappointment Eiji Takehara (September 7, 1963)</p>	<p>Apr. 1986 Joined the Company</p> <p>May 1999 Director of TAIYO INK MFG. CO., (KOREA) LTD.</p> <p>Nov. 2001 General Manager of Development Department 1 of the Company</p> <p>Oct. 2010 Director of TAIYO INK MFG. CO., LTD.</p> <p>June 2012 Executive Vice President and Representative Director of TAIYO INK MFG. CO., LTD.</p> <p>Apr. 2013 Executive Managing Officer of the Company</p> <p>June 2014 Director, Senior Executive Officer and Compliance Officer of the Company (Present post)</p> <p>May 2016 Director of ONSTATIC TECHNOLOGY CO., LTD. (Present post)</p> <p>June 2016 Director of TAIYO INK MFG. CO., LTD.</p> <p>June 2016 Chairman of the Board of TAIWAN TAIYO INK CO., LTD.</p> <p>June 2016 President and Representative Director of TAIYO GREEN ENERGY CO., LTD.</p> <p>Apr. 2017 Director of TAIYO GREEN ENERGY CO., LTD. (Present post)</p> <p>May 2017 Director of ONSTATIC INK (SHENZHEN) CO., LTD. (Present post)</p> <p>Apr. 2018 Chairman of the Board and General Manager of TAIWAN TAIYO INK CO., LTD.</p> <p>June 2018 In charge of TAIYO GREEN ENERGY CO., LTD. (Present post)</p> <p>July 2018 Chairman of the Board of TAIWAN TAIYO INK CO., LTD.</p> <p>Apr. 2019 In charge of R&D Division of the Company (Present post)</p>	<p style="text-align: center;">Common Shares 29,542 shares</p>
<p>[Reason chosen as a candidate for Director] Eiji Takehara has worked on the expansion and reinforcement of the Company's electronic equipment material business in Japan. He was selected as a candidate for Director because the Company wishes to continue to use his experience and wide-ranging expertise in the Company's decision-making.</p>			

Note: There is no special interest between Eiji Takehara and the Company.

No.	Name (Date of birth)	Brief resume of positions, responsibilities, and important concurrent positions held	Number of the Company's shares owned
3	Reappointment Hitoshi Saito (April 21, 1965)	<p>Nov. 1995 Marketing Manager of WinSystem Inc. (Win System Europe)</p> <p>Sep. 1996 Joined the Company</p> <p>June 2001 Managing Director of TAIYO INK INTERNATIONAL (SINGAPORE) PTE LTD.</p> <p>July 2001 Director and General Manager of TAIYO INK (THAILAND) CO., LTD.</p> <p>July 2010 General Manager of International Business Department of the Company</p> <p>June 2012 Director of TAIYO INK MFG. CO., LTD. (Present post)</p> <p>Apr. 2015 President and CEO of TAIYO INK PRODUCTS CO., LTD.</p> <p>May 2016 President and CEO of TAIYO INK MFG. CO., (KOREA) LTD.</p> <p>June 2016 Director of the Company</p> <p>July 2016 Director and Senior Executive Officer of the Company (Present post)</p> <p>Apr. 2019 In charge of TAIYO AMERICA, INC. (Present post)</p> <p>Oct. 2019 Director of TAIYO INK INTERNATIONAL (SINGAPORE) PTE LTD (Present post)</p> <p>Feb. 2020 Director of TAIYO TRADING (THAILAND) CO., LTD. (Present post)</p> <p>Apr. 2020 Chairman and CEO of TAIYO INK MFG. CO., (KOREA) LTD. (Present post)</p> <p>Apr. 2020 Chairman and CEO of TAIYO INK PRODUCTS CO., LTD. (Present post)</p> <p>May 2020 Chairman of the Board of TAIWAN TAIYO INK CO., LTD. (Present post)</p> <p>June 2020 Director of ONSTATIC INK (SHENZHEN) CO., LTD. (to be appointed in June 2020)</p>	Common Shares 19,342 shares
<p>[Reason chosen as a candidate for Director]</p> <p>Hitoshi Saito possesses a wealth of marketing knowledge and management experience outside of Japan and has led a number of companies as a person responsible for the Group's subsidiaries. He was selected as a candidate for Director because the Company wishes to continue to use his experience and expertise in the Company's decision-making.</p>			

Notes:

1. There is no special interest between Hitoshi Saito and the Company.
2. In addition to the above "resume," he is due to become Chairman of TAIYO INK VIETNAM CO., LTD, which the Company plans to establish in the Socialist Republic of Vietnam, and Director of TAIYO ADVANCED MATERIALS CO., LTD, which the Company plans establish in the Republic of Korea. Both companies are scheduled to be established in June 2020.

No.	Name (Date of birth)	Brief resume of positions, responsibilities, and important concurrent positions held	Number of the Company's shares owned
4	Reappointment Toshifumi Tamaki (January 30, 1956)	<p>Apr. 1980 Joined Dainippon Ink and Chemicals, Incorporated (Current DIC Corporation)</p> <p>Oct. 2010 General Manager of Polymer Technical Division 2, DIC Corporation</p> <p>Apr. 2012 Executive Officer, General Manager of R&D Management Unit, General Manager of Color Science Laboratories, General Manager of the Central Research Laboratories, DIC Corporation</p> <p>Jan. 2016 Managing Executive Officer in charge of Technical Segment, General Manager of Technical Management Unit, DIC Corporation</p> <p>Jan. 2018 Managing Executive Officer, Head of Corporate Strategy Unit in charge of the Kawamura Memorial DIC Museum of Art, DIC Corporation</p> <p>Mar. 2018 Director, Managing Executive Officer, Head of Corporate Strategy Unit in charge of the Kawamura Memorial DIC Museum of Art, DIC Corporation (Present post)</p> <p>June 2018 Director of the Company (Present post)</p>	Common Shares 100 shares
<p>[Reason chosen as a candidate for Director] Toshifumi Tamaki possesses a wealth of experience and expertise in management administration, business execution and research and development as a director of listed companies. He was selected as a candidate for Director because the Company wishes to continue to use his experience and expertise in the Company's decision-making.</p>			

Notes:

1. There is no special interest between Toshifumi Tamaki and the Company.
2. If Toshifumi Tamaki is elected, the Company plans to appoint him as non-executive Director.

No.	Name (Date of birth)	Brief resume of positions, responsibilities, and important concurrent positions held	Number of the Company's shares owned
5	Reappointment Outside Independent Masayuki Hizume (March 2, 1963)	Oct. 1988	Joined Tohmatsu Awoki & Sanwa (Current Deloitte Touche Tohmatsu LLC)
		Jan. 1994	Joined Hizume Certified Public Accounting Office
		June 1994	Outside Audit & Supervisory Board Member of the Company
		Jan. 2001	The Head of Masayuki Hizume Certified Public Accounting Office (Present post)
		June 2012	Outside Director of the Company (Present post)
		July 2012	Director of TAIYO INK MFG. CO., (KOREA) LTD.
		Apr. 2020	Representative Partner of Hizume Tax Accounting Office (Present post)
<p>[Reason chosen as a candidate for outside Director] Masayuki Hizume possesses specialist knowledge as well as a wealth of experience and expertise as a certified public accountant. He was selected as a candidate for outside Director because the Company wishes to continue to use his experience and expertise in the Company's management.</p>			

Notes:

1. Masayuki Hizume concurrently serves as the Head of Masayuki Hizume Certified Public Accounting Office and Representative Partner of Hizume Tax Accounting Office, and there is no special interest between the Group and the Certified Public Accounting Office or the Tax Accounting Office.
2. Masayuki Hizume is a candidate for outside Director.
3. Masayuki Hizume currently serves as outside Director of the Company. His term as outside Director will be eight (8) years as of the close of this Ordinary General Shareholders' Meeting. In the past, he has served as audit & supervisory board member of the Company as well as Director of TAIYO INK MFG. CO., (KOREA) LTD., the company's consolidated subsidiary.
4. The Company has concluded an agreement with Masayuki Hizume limiting liability for damages set forth in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. If Masayuki Hizume is elected, the Company plans to continue to conclude an agreement with him limiting liability for damages set forth in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. A general outline of the agreement provisions is as follows:
 - In the event that the director is liable for damages to the Company due to the neglect of duties, the director will bear the liability, limited to the minimum amount stipulated in laws and regulations.
 - Recognition of the limited liability mentioned above shall be limited to instances in which the director to whom the liability is attributable has executed his/her duties in good faith and without gross negligence.
5. The Company has designated him as an independent officer as provided for by the Tokyo Stock Exchange, Inc. If the appointment of Masayuki Hizume is approved, the Company intends to continue to designate him as an independent officer.

No.	Name (Date of birth)	Brief resume of positions, responsibilities, and important concurrent positions held	Number of the Company's shares owned	
6	Keiko Tsuchiya (May 13, 1960)	Apr. 1981	Joined DENTSU INC.	Common Shares 100 shares
		Apr. 1989	Joined Ferag Japan Co., Ltd.	
		Apr. 1991	Joined Australian Trade Commission, Tokyo	
		Jan. 1994	HR Planning & Organizational Effectiveness Director of Becton Dickinson Co., Ltd.	
		July 2004	Chief Researcher & Producer of Human Value Inc..	
		Oct. 2005	Executive Officer and General Manager, Human Resources for Pacific Region of GE Toshiba Silicones Co., Ltd. (Current Momentive Performance Materials Japan LLC)	
		Jan. 2009	Senior HR Manager of Cisco Systems LLC	
		Feb. 2011	Vice President, Human Resources of Johnson & Johnson Medical Company	
		Aug. 2015	CHRO of Adecco Ltd., Japan	
		Jan. 2016	General Manager of People Value of Adecco Ltd., Japan (Present post)	
June 2017	Outside Director of the Company (Present post)			
June 2019	Director of Teachers Initiative (Present post)			
<p>[Reason chosen as a candidate for outside Director] Keiko Tsuchiya possesses a wealth of experience and expertise in the field of human resources, including management experience as Director of temporary employment agencies and staffing agencies. She was selected as a candidate for outside Director because the Company wishes to continue to use her experience and expertise in our Human Resources division and to strengthen the Company's human resources.</p>				

Notes:

1. There is no special interest between Keiko Tsuchiya and the Company.
2. Keiko Tsuchiya is a candidate for outside Director.
3. Keiko Tsuchiya currently serves as outside Director of the Company. Her term as outside Director will be three (3) years as of the close of this Ordinary General Shareholders' Meeting.
4. The Company has concluded an agreement with Keiko Tsuchiya limiting liability for damages set forth in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. If Keiko Tsuchiya is elected, the Company plans to continue to conclude an agreement with her limiting liability for damages set forth in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. A general outline of the agreement provisions is as follows:
 - In the event that the director is liable for damages to the Company due to the neglect of duties, the director will bear the liability, limited to the minimum amount stipulated in laws and regulations.
 - Recognition of the limited liability mentioned above shall be limited to instances in which the director to whom the liability is attributable has executed his/her duties in good faith and without gross negligence.
5. The Company has designated her as an independent officer as provided for by the Tokyo Stock Exchange, Inc. If the appointment of Keiko Tsuchiya is approved, the Company intends to continue to designate her as an independent officer.

No.	Name (Date of birth)	Brief resume of positions, responsibilities, and important concurrent positions held	Number of the Company's shares owned
7	New Outside Independent Asako Aoyama (March 14, 1972)	<p>Apr. 1994 Joined Tohmatsu & Co. (Current Deloitte Touche Tohmatsu LLC)</p> <p>Sep. 2001 Joined Merrill Lynch Japan Securities Co., Ltd.</p> <p>Oct. 2004 Joined Coca-Cola (Japan) Company, Limited</p> <p>Aug. 2008 General Manager of Business Strategy Promotion of Coca-Cola (Japan) Company, Limited</p> <p>Oct. 2010 Manager of Commercial Finance CCL & Franchise Finance, Finance Headquarters of, Coca-Cola (Japan) Company, Limited</p> <p>Mar. 2011 Director and CFO of Tokyo Coca-Cola Bottling Co., Ltd.</p> <p>July 2013 Executive Officer, Finance and Accounting General Manager of Coca-Cola East Japan Co., Ltd.</p> <p>Jan. 2016 Executive Officer, Commercial Finance General Manager of Coca-Cola East Japan Co., Ltd.</p> <p>May 2017 Executive Officer, Transformation Project Leader of Coca-Cola Bottlers Japan Inc.</p> <p>June 2018 Outside Audit & Supervisory Board Member of the Company (Present post)</p> <p>Feb. 2019 Executive Officer, Head of Business Development of Coca-Cola Bottlers Japan Holdings Inc.</p> <p>Jan. 2020 General Manager, Global Finance Division of NEC Corporation (Present post)</p>	Common Shares 0 shares
<p>[Reason chosen as a candidate for outside Director] Asako Aoyama has a wealth of experience and expertise in finance & accounting and M&A as certified public accountant and after serving as an executive officer of companies. She was selected as a candidate for outside Director because the Company determined that she will be able to carry out these duties in an appropriate manner.</p>			

Notes:

1. There is no special interest between Asako Aoyama and the Company.
2. Asako Aoyama is a candidate for outside Director.
3. Asako Aoyama currently serves as outside audit & supervisory board member of the Company. Her term as outside audit & supervisory board member will be two (2) years as of the close of this Ordinary General Shareholders' Meeting.
4. The Company has concluded an agreement with Asako Aoyama limiting liability for damages set forth in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. If Asako Aoyama is elected, the Company plans to continue to conclude an agreement with her limiting liability for damages set forth in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. A general outline of the agreement provisions is as follows:
 - In the event that the director is liable for damages to the Company due to the neglect of duties, the director will bear the liability, limited to the minimum amount stipulated in laws and regulations.
 - Recognition of the limited liability mentioned above shall be limited to instances in which the director to whom the liability is attributable has executed his/her duties in good faith and without gross negligence.
5. The Company has designated her as an independent officer as provided for by the Tokyo Stock Exchange, Inc. If the appointment of Asako Aoyama is approved, the Company intends to continue to designate her as an independent officer.

No.	Name (Date of birth)	Brief resume of positions, responsibilities, and important concurrent positions held	Number of the Company's shares owned
8	New Outside Independent Yumiko Kamada (February 23, 1966)	<p>Apr. 1989 Joined East Japan Railway Company</p> <p>June 2005 President and Representative Director of JR East Station Retailing Co., Ltd. (Current JR East Retail Net Co., Ltd.)</p> <p>Nov. 2008 General Manager, Life-style Business Development Headquarters of East Japan Railway Company</p> <p>May 2013 Deputy Director, Frontier Service Research Laboratory, Research & Development Center of East Japan Railway Company</p> <p>Feb. 2015 Senior Executive Officer of Calbee, Inc.</p> <p>Feb. 2015 Part-time Director of LUMINE CO., LTD. (Present post)</p> <p>Mar. 2015 Outside Director of POLA ORBIS HOLDINGS INC.</p> <p>June 2015 Outside Director of The Michinoku Bank, Ltd. (Present post)</p> <p>Dec. 2018 Representative Director of ONE GLOCAL (Present post)</p>	Common Shares 0 shares
<p>[Reason chosen as a candidate for outside Director] Yumiko Kamada possesses experience in corporate management and business execution, and a wealth of experience and expertise obtained as outside Director. She was selected as a candidate for outside Director because the Company determined that she will be able to utilize these experiences to carry out the duties of outside Director in an appropriate manner.</p>			

Notes:

1. Yumiko Kamada concurrently serves as the Representative Director of ONE GLOCAL, and although there were contracted transactions such as for guidance, advice and lectures on general business matters between the Company and ONE GLOCAL, these have ended and there is no special interest at the present time.
2. Yumiko Kamada is a candidate for outside Director.
3. If Yumiko Kamada is elected, the Company plans to conclude an agreement with her limiting liability for damages set forth in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. A general outline of the agreement provisions is as follows:
 - In the event that the director is liable for damages to the Company due to the neglect of duties, the director will bear the liability, limited to the minimum amount stipulated in laws and regulations.
 - Recognition of the limited liability mentioned above shall be limited to instances in which the director to whom the liability is attributable has executed his/her duties in good faith and without gross negligence.
4. The Company plans to designate her as an independent officer as provided for by the Tokyo Stock Exchange, Inc.

Proposal 3: Election of One (1) Alternate Audit & Supervisory Board Member

In case the number of audit & supervisory board members prescribed by law is not met, the requests the election of one (1) alternate audit & supervisory board member.

The Board of audit & supervisory board members concurs with this proposal.

The candidate for alternate audit & supervisory board member has agreed to his appointment if the number of audit & supervisory board members prescribed by law is not met.

The candidate for substitute audit & supervisory board member is as follows:

Name (Date of birth)	Brief resume of positions and important concurrent positions held	Number of the Company's shares owned
Masahiko Todo (July 17, 1968)	Apr. 1997 Registered as an attorney at law (Daini Tokyo Bar Association) Joined Ushijima & Associates (Current Ushijima & Partners, Attorneys-at-Law) Jan. 2005 Partner of Ushijima & Partners, Attorneys-at-Law (Present post)	Common Shares 0 shares
[Reason chosen as a candidate for substitute outside audit & supervisory board member] Masahiko Todo has no experience of direct involvement in management of a company in the past, but he was selected as a candidate for substitute outside audit & supervisory board member because the Company determined that he will be able to carry out the duties of an outside audit & supervisory board member in an appropriate manner based on his expertise and experience as an attorney.		

Notes:

1. There is no special interest between Masahiko Todo and the Company.
2. Masahiko Todo is a candidate for substitute outside audit & supervisory board member.
3. If Masahiko Todo is appointed, the Company plans to conclude an agreement with him limiting liability for damages set forth in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. A general outline of the agreement provisions is as follows:
 - In the event that the audit & supervisory board member is liable for damages to the Company due to the neglect of duties, the audit & supervisory board member will bear the liability, limited to the minimum amount stipulated in laws and regulations.
 - Recognition of the limited liability mentioned above shall be limited to instances in which the audit & supervisory board member to whom the liability is attributable has executed his/her duties in good faith and without gross negligence.