This document is a partial English translation of the original Japanese version and is prepared solely for reference purposes and the convenience of foreign shareholders. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

Securities Code: 6395

June 4, 2018

To Shareholders with Voting Rights:

Koichi Tadano

Representative Director, President and CEO

TADANO LTD.

Ko-34 Shinden-cho, Takamatsu, Kagawa

# Notice of Convocation of 70<sup>th</sup> Ordinary General Meeting of Shareholders

Please be advised that the 70<sup>th</sup> Ordinary General Meeting of Shareholders of TADANO LTD. (hereinafter "the Company") will be held as follows. Your attendance at the meeting is cordially requested. If you are unable to attend the meeting on the day, you may exercise your voting rights by sending a ballot form via mail, or via the Internet, etc. However, please note that the deadline for exercising your voting rights in this case is 5:25 p.m., Monday, June 25, 2018. Please also review the attached Reference Documents for Shareholders Meeting before making your decisions in accordance with "Instructions for Exercise of Voting Rights" (page 3 and 4).

- 1. Date and Time: Tuesday, June 26, 2018, 10:00 a.m. (Reception starts at 9:00 a.m.)
- 2. Place: Seto Hall, Annex 2F, Takamatsu International Hotel 2191-1 Kita-cho, Takamatsu City, Kagawa, Japan
- 3. Purpose of Meeting

Items to Be Reported:

- (1) Business report, consolidated financial statements, independent auditor's audit report, and Audit and Supervisory Board's audit report on consolidated financial statements for the 70<sup>th</sup> term (from April 1, 2017 to March 31, 2018)
- (2) Financial statements for the 70<sup>th</sup> term (from April 1, 2017 to March 31, 2018)

#### Items to Be Resolved:

- 1) Appropriation of retained earnings
- 2) Election of six Directors
- 3) Election of two Audit and Supervisory Board Members
- 4) Election of one Substitute Audit and Supervisory Board Member

- 4. Other Important Matters Related to the Convocation
  - (1) If you do not indicate your approval or disapproval of the proposal(s) using the ballot form, you are regarded as having approved the proposal(s).
  - (2) If you cannot attend the meeting, another shareholder with voting rights can act as a proxy for you at the meeting. In this situation, however, the said proxy must submit to the Company a written document certifying the right to serve as proxy.
  - ① When you attend the meeting, please present the enclosed ballot form at the day to the reception desk.
  - © We will be in business casual (Coolbiz) at the meeting, and we would appreciate it if you could attend the meeting wearing light clothing as well.
  - ◎ Of documents that are required to be attached to the notice of this convocation, the following items are available online via our website (<a href="http://www.tadano.co.jp/">http://www.tadano.co.jp/</a>), and are excluded from this notice in accordance with legal provisions and Article 14 of the Company's articles of incorporation.
    - (1) Business report: System for ensuring appropriate business operations and the status of its operation
    - (2) Business report: Basic policy on corporate governance
    - (3) Consolidated financial statements: Consolidated statement of changes in equity and notes to consolidated financial statements
    - (4) Non-consolidated financial statements: Non-consolidated statement of changes in equity and notes to non-consolidated financial statements

Accordingly, the documents provided along with this notice are part of the consolidated financial statements or non-consolidated financial statements audited by independent auditors when preparing their audit report, and are also part of the business report, consolidated financial statements or non-consolidated financial statements audited by the Audit and Supervisory Board and its members when preparing their audit report.

Please note that if any revisions are made to the contents of the business report, consolidated financial statements and non-consolidated financial statements, and reference documents for the Shareholders Meeting, the revised contents will be made available online via our website
 (<a href="http://www.tadano.co.ip/">http://www.tadano.co.ip/</a>).

# **Instructions for Exercise of Voting Rights**

You may exercise your voting rights at the Ordinary General Meeting of Shareholders by any of the methods described below.

#### **Voting by Attending the Ordinary General Meeting of Shareholders**

When you attend the meeting, please present the enclosed ballot form at the day to the reception desk. (If you attend the meeting, you do not need to take procedures for exercising your voting rights by sending the ballot form via mail, or via the Internet, etc.)

Date and time of the meeting: Tuesday, June 26, 2018, 10:00 a.m.

### **Voting by Mail**

Please indicate your approval or disapproval of the proposals using the enclosed ballot form and send it back to us without a stamp.

Deadline for exercising voting rights: 5:25 p.m., Monday, June 25, 2018

#### **Voting via the Internet**

Please access the website for exercising voting rights (https://soukai.mizuho-tb.co.jp/), input the "code for exercising voting rights" and "password" displayed on the enclosed ballot form, and follow the instructions on the screen to enter your approval or disapproval of the proposals.

Deadline for exercising voting rights: 5:25 p.m., Monday, June 25, 2018

For detail information, please check the "Instructions for Exercise of Voting Rights via the Internet" on the next page.

#### Contact

For any inquiries, please contact the Stock Transfer Agency Department of Mizuho Trust & Banking Co., Ltd., the Company's shareholder registry administrator (see below).

Inquiries about how to use the website for exercising voting rights

Toll-free number: 0120-768-524 (Weekdays: 9:00 – 21:00)

# <For institutional investors>

In addition to the means of exercising voting rights via the Internet, institutional investors may exercise their voting rights via the Electronic Voting System Platform operated by ICJ, Inc., only if the applications for use of the platform are filed in advance.

#### Instructions for Exercise of Voting Rights via the Internet

- 1. Exercise of voting rights via the Internet
  - (1) You may exercise your voting rights via the Company's designated "website for exercising voting rights" (see link below), instead of in writing. If you wish to do so, please login to the website, input the code for exercising voting rights and your password displayed on the right side of the enclosed ballot form, and then follow the instructions on the screen. To ensure security, you will need to change your password upon initial login.

Please also note that the website for exercising voting rights is not accessible via mobile phones.

# https://soukai.mizuho-tb.co.jp/

- (2) The deadline for exercising voting rights is 5:25 p.m., Monday, June 25, 2018. Please finish entering your votes by the said time. Voting ahead of time is greatly appreciated.
- (3) If you exercise your voting rights both in writing and via the internet, only your votes exercised via the internet will be considered valid. If you exercise your voting rights more than once, only the final exercise of your voting rights will be considered valid.
- (4) Your password (including your changed password) will be valid for this General Meeting of Shareholders only. A new password will be issued for the next General Meeting of Shareholders.
- (5) Shareholders are requested to gain internet access at their own expense. (Important)
  - · The password is a means of confirming that the voter is qualified to vote. The Company will never ask for your password.
  - · If you enter the wrong password more than a certain number of times, your password will be locked and become unusable. If this happens, please follow the instructions on the screen to unlock your password.
  - The website for exercising voting rights is designed to be compatible with general devices with an internet connection. However, the website may not be compatible with some devices.

#### **Reference Documents for Shareholders Meeting**

#### Proposals and Reference Matters

Proposal 1: Appropriation of retained earnings

To continuously offer stable returns to shareholders, the Company determines the amount of retained earnings to appropriate by thoroughly considering factors such as financial strength, consolidated performance and dividend payout ratios.

The Company will work for sustainable growth and corporate value improvement by appropriating internal reserves for capital investment, investments and loans etc., in order to become a manufacturer with four synergistic strengths: product competitiveness, product quality, service capability (including parts), and used crane value.

Outlined below is the Company's proposed year-end dividend for the current fiscal year, set in consideration of the current year's performance and future management environment.

#### Matters regarding year-end dividend

- (1) Dividend type
  - Cash dividends
- (2) Per-share dividend amount and total amount of dividends
  - 13 yen per common share of the Company
  - 1,646,200,855 yen in total
  - It should be noted that the Company's annual dividend for the current fiscal year will be 26 yen per share, the same amount as that of the previous fiscal year which includes an interim dividend of 13 yen.
- (3) Effective date of dividend payment
  - Wednesday, June 27, 2018

## Proposal 2: Election of six Directors

The office term of all incumbent Directors (six Directors) shall expire at the close of this Shareholders Meeting. Accordingly, it is proposed that the following six Directors be elected.

In selecting the candidates for Directors, in order to ensure the fairness and transparency, the Board of Directors consulted with the Nominating and Compensation Committee, more than half members of which are Outside Directors and Outside Audit and Supervisory Board Members before deciding the candidates for Directors.

The candidates for Directors are as follows:

#### Candidates for Director

Candidate No.	Name (Date of birth)	Employment His	story, Position, Duty, and Important Concurrent Responsibilities	Shares of the Company Owned
1	Company, he has c experience he had a	dano had assumed ontributed to the lequired in the past dano is expected to	the office of Representative Director, President and CEO of the long term growth of the Group, by leveraging the wealth of and has shown strong leadership by playing a pivotal role in a fulfill an important role in leading the Group to further growth,	278,000
2	international operation towards managemen	s responsible for over ons, sales and custo t strategies in gener ed to fulfill an impo	verseeing various divisions, including the Company's mer support, and with abundant knowledge and depthful insight ral, he has contributed to the long term growth of the Group. Ortant role in leading the Group to further growth, and is	119,500

Candidate No.	Name (Date of birth)	Employment Hi	story, Position, Duty, and Important Concurrent Responsibilities	Shares of the Company Owned	
3	Tamaki Okuyama (May10, 1954) (Reappointment)	April 1980: October 2000: January 2004: April 2008: April 2011: June 2011: April 2017:	Joined TADANO LTD. General Manager of Design I Division Director of FAUN GmbH (currently TADANO FAUN GmbH) Officer Executive Officer Director and Executive Officer Director, Senior Executive Officer and Head of R&D Division/SVE Division /Thai Operations (current position)	73,300	
	[Reasons for nomination as a candidate for Director] Mr. Tamaki Okuyama has been in charge of various roles and has overseen divisions such as production, quality & safety assurance and R&D, and has abundant knowledge and depthful insight towards these areas. He is expected to fulfill an important role in leading the Group to further growth, and is therefore nominated as a candidate for Director.				
4		January 2009: April 2009: April 2011: June 2011: April 2017:  attion as a candidates been in charge of	Joined Yanmar Diesel Co., Ltd. (currently Yanmar Co., Ltd.) General Manager of Tractor Development Division I, Development Headquarters (Yanmar) General Manager of Development Group III, Development Division, Tractor Business Headquarters (Yanmar Agricultural Equipment Co., Ltd.; currently Yanmar Co., Ltd.) General Manager of Product Technology Department, Development Division, Tractor Business Headquarters (Yanmar) : Joined TADANO LTD. General Manager of R&D Planning Department Officer Executive Officer Director and Executive Officer Director, Executive Officer and Head of Production Division/Procurement Division/Quality & Safety Assurance Division /Chinese Operations (current position) te for Director] f various roles and has overseen divisions such as R&D, ce, and has abundant knowledge and depthful insight towards	32,000	
	these areas. He is expected to fulfill an important role in leading the Group to further growth, and is therefore nominated as a candidate for Director.				
5	Mal 12 F	July 1971: July 1989: January 1999: September 2002	Joined Exxon Chemical Japan Ltd. Joined General Electric Japan Ltd. (currently GE Japan Ltd.) Representative Director and President of GE Yokogawa Medical Systems Ltd. (currently GE Healthcare Japan Ltd.) Representative Director, President and CEO of GE Edison Life Insurance Co. Ltd. (currently Gibraltar Life Insurance Co., Ltd.)		
	Nobuhiko Ito (February 5, 1947) (Reappointment) (Outside Director)	January 2004: February 2005: January 2008: February 2008: June 2008: June 2010:	Representative Director, President and CEO of GE Capital Leasing Co., Ltd. (currently SMFL Capital Co., Ltd.) Representative Director, President and CEO of General Electric Japan Ltd. (currently GE Japan Ltd.) Senior Adviser of TPG Capital Co., Ltd. Director of NIS Group Co., Ltd. Director of TADANO Ltd. (current position) Board Director (outside) of Konica Minolta Holdings Co., Ltd.	4,900	
	(currently Konica Minolta, Inc.)  March 2012: Representative Director and Chairman of AVON Products Co., Ltd.  June 2012: Outside Director of TOMY COMPANY, LTD.  Status of attendance at the Board of Directors meetings: 16 times / 17 times (94%)  [Reasons for nomination as a candidate for Outside Director]  Mr. Nobuhiko Ito satisfies the requirements for an independent director stipulated by Tokyo Stock Exchange, Inc. and the "Standards for Independence of Outside Officers," stipulated by the Company. The Company expects him to draw on his abundant knowledge and experience on corporate management for the management of the Company, and therefore nominated him as a candidate for Outside Director.				

Candidate No.	Name (Date of birth)	Employment History, Position, Duty, and Important Concurrent Responsibilities		Shares of the Company Owned
6	[Reasons for nomin Mr. Yasuyuki Yoshid Exchange, Inc. and the also possesses about the also poss	nation as a candidat a satisfies the requi ne "Standards for In undant knowledge ected to fulfill an in	Joined Mitsubishi Research Institute, Inc. ("MRI") Councilor of MRI Joined NIKKEN SEKKEI Research Institute ("NSRI") (as Senior Researcher) Managing Executive and Senior Researcher of NSRI Director of TADANO Ltd. (current position) Director, Managing Executive and Vice President of NSRI irectors meetings: 17 times / 17 times (100%) te for Outside Director] tements for an independent director stipulated by Tokyo Stock independence of Outside Officers," stipulated by the Company, and experience that he had acquired while he was a think tank inportant role for the management of the Company, and is Dutside Director.	19,700

#### Notes:

- 1. There are no special interests between each candidate and the Company.
- 2. Mr. Nobuhiko Ito and Mr. Yasuyuki Yoshida are candidates for Outside Directors.

  Their tenth year as Outside Directors of the Company shall end at the close of this shareholders' meeting.
- 3. Agreements with Outside Directors regarding the limitation of liability
  The Company has made agreements with Mr. Nobuhiko Ito and Mr. Yasuyuki Yoshida, Outside
  Director candidates, regarding the limitation of liability in accordance with Article 423, Paragraph 1 of
  the Companies Act. If the proposal for their election is approved, these agreements will remain valid.
  In addition, the amount of their individual liability under such agreements is the minimum amount
  stipulated by laws and regulations.

#### Proposal 3: Election of two Audit and Supervisory Board Members

The office term of Audit and Supervisory Board Members Mr. Yoshihito Kodama and Mr. Kazushi Inokawa shall expire at the close of this Shareholders Meeting. Accordingly, it is proposed that the following two Audit and Supervisory Board Members be elected.

In selecting the candidates for Audit and Supervisory Board Members, in order to ensure the fairness and transparency, the Board of Directors consulted with the Nominating and Compensation Committee, more than half members of which are Outside Directors and Outside Audit and Supervisory Board Members before deciding the candidates for Audit and Supervisory Board Members.

If elected, the term of office of these Audit and Supervisory Board Members shall expire at the close of the 74<sup>th</sup> Ordinary General Meeting of Shareholders.

This proposal has already been approved by the Audit and Supervisory Board.

The candidates for Audit and Supervisory Board Members are as follows:

Candidates for Audit and Supervisory Board Members

Candidate No.	Name (Date of birth)	Employment His	story, Position, Duty, and Important Concurrent Responsibilities	Shares of the Company Owned
1	Mr. Yoshihito Kodar through his experie Administration Divis abundant experience	ma has cultivated a ence in serving a sion. He also has and insight from	Joined The Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Bank, Ltd.) Joined Cecile Co., Ltd. (currently Dinos Cecile Co., Ltd.) Senior Executive Officer, General Manager, Administration Department of the company Senior Executive director, General Manager, Administration Department and Business Department Joined TADANO LTD. Officer, Deputy Head of Planning and Administration Division, General Manager, Planning & Administration Division Officer, Head of Planning & Administration Division, General Manager, Planning & Administration Division Executive Officer, Head of Planning & Administration Division, General Manager, Planning & Administration Division Adviser Audit and Supervisory Board Member (current position) te for Audit and Supervisory Board Member] a considerable amount of knowledge in finance and accounting as the Company's Executive Officer, Head of Planning & work experience at a bank and a mail order company, gaining other industries. He is expected to perform audits based on his inated as a candidate for Audit and Supervisory Board Member.	7,000

Candidate No.	Name (Date of birth)	Employment History, Position, Duty, and Important Concurrent Responsibilities		Shares of the Company Owned	
2	Status of attendance [Reasons for noming the content of the conten	e at the Audit and s nation as a candida	Appointed to Kagawa Prefectural Police Officer Subchief, Takamatsu-kita Police Office Chief of Identification Section, Kagawa Prefectural Police Headquarters Advisor, Public Safety Commission, Police Affairs Department, Kagawa Prefectural Police Headquarters Chief of Accounts Section and Councilor of Police Affairs Department, Kagawa Prefectural Police Headquarters Audit and Supervisory Board Member (current position) Directors meetings: 17 times / 17 times (100%) Supervisory Board meetings: 14 times /14 times (100%) te for Outside Audit and Supervisory Board Member] candidate for Outside Audit and Supervisory Board Member	Owned	
	because he satisfies the requirements for becoming an independent auditor stipulated by the Tokyo Stock Exchange, Inc. and the "Standards for Independence of Outside Officers," stipulated by the Company, and while he does not have direct experience related to company management, his abundant knowledge of, and experience in, compliance can be utilized for the Company's audit system.				

#### Note:

- 1. There are no special interests between the candidates and the Company.
- 2. Mr. Kazushi Inokawa is a candidate for Outside Audit and Supervisory Board Member.

  The term of office of Mr. Kazushi Inokawa as Outside Audit and Supervisory Board Member will be four (4) years at the closing of this Annual General Meeting of Shareholders.
- 3. Agreement with Outside Audit and Supervisory Board Member regarding the limitation of liability
  The Company has made an agreement with Mr. Kazushi Inokawa, Outside Audit and Supervisory
  Board Member candidate, regarding the limitation of liability in accordance with Article 423,
  Paragraph 1 of the Companies Act. If the proposal for their election is approved, such agreement will
  remain valid. In addition, the amount of his individual liability under such agreement is the minimum
  amount stipulated by laws and regulations.

Proposal 4: Election of one Substitute Audit and Supervisory Board Member

The validity of pre-election of Mr. Akihito Nabeshima, a Substitute Audit and Supervisory Board Member, expires at the start of this Shareholders Meeting. Since the Company needs to avoid the situation where the number of Audit and Supervisory Board Members becomes legally insufficient, it is proposed that the following Substitute Audit and Supervisory Board Member be elected. If Proposal 3 is approved without any changes, Mr. Akihito Nabeshima, a Substitute Audit and Supervisory Board Member candidate, shall become the Substitute Audit and Supervisory Board Member for the proposed Audit and Supervisory Board Members, Mr. Kazushi Inokawa and Mr. Yuichiro Miyake.

In selecting the candidate for Substitute Audit and Supervisory Board Member, in order to ensure the fairness and transparency, the Board of Directors consulted with the Nominating and Compensation Committee, more than half members of which are Outside Directors and Outside Audit and Supervisory Board Members before deciding the candidate for Substitute Audit and Supervisory Board Members.

This proposal has already been approved by the Audit and Supervisory Board.

The candidate for Substitute Audit and Supervisory Board Member is as follows:

Name (Date of birth)	Employn	Shares of the Company Owned			
	October 1976:	Joined Takamatsu Office of Tohmatsu-Aoki Audit Corporation (currently			
		Deloitte Touche Tohmatsu LLC)			
	September 1980:	Registered as a certified public accountant (to date).			
	October 2006:	Registered as a licensed tax accountant (to date).			
	October 2006:	Established and became the representative of Akihito Nabeshima CPA Office (current position)			
Akihito Nabeshima	June 2011:	Outside Auditor of Yondenko Corporation (current position)			
(January 17, 1953)	June 2012:	Outside Audit and Supervisory Board Member of TADANO LTD.			
	July 2017:	Established Samitsu Nabeshima Kaikei, Public Tax Accountants Corporation			
		Senior Partner of the corporation (current position)			
	` <u>*</u>	rrent Responsibilities)			
	Certified public a	0			
	Office, Senior Partner of Samitsu Nabeshima Kaikei, Public Tax Accountants Corporation),				
	Outside Auditor of Yondenko Corporation				
	[Reasons for nomination as a candidate for Substitute Audit and Supervisory Board Member,]				
Mr. Akihito Nabeshima is nominated as a candidate for Substitute Audit and Supervisory Board Member, because he					
satisfies the requirements for becoming an independent auditor stipulated by the Tokyo Stock Exchange, Inc. and the					
"Standards for Independence of Outside Officers," stipulated by the Company, and while he does not have direct					
experience related to company management, his professional viewpoints as a certified public accountant and licensed					
tax accountant, as well as his abundant knowledge of, and experience in, corporate accounting can be utilized for the					
Company's audit system. He was a member of the audit firm that serves as the Company's accounting auditor and					
performs accounting audit independently. More than 11 years have passed since Mr. Akihito Nabeshima resigned					
from the audit firm. Therefore, we believe that he can properly conduct audit independently.					

#### Notes:

- 1. There are no special interests between the candidate for Substitute Audit and Supervisory Board Member and the Company.
- 2. Mr. Akihito Nabeshima is a candidate for Substitute Outside Audit and Supervisory Board Member.
- 3. Agreement with Outside Audit and Supervisory Board Member regarding the limitation of liability If Mr. Akihito Nabeshima, a candidate for Substitute Audit and Supervisory Board Member, is elected without any changes and assumes office, the Company plans to make an agreement with him regarding the limitation of liability in accordance with Article 423, Paragraph 1 of the Companies Act. In addition, the amount of his individual liability under such agreement shall be the minimum amount stipulated by laws and regulations.

#### Standards for Independence of Outside Officers

With regard to standards for judging independence of Outside Directors and Outside Audit and Supervisory Board Members (hereinafter collectively called "Outside Officers"), the Company shall deem an Outside Officer to lack independence in the event that he/she falls under any of the items below, considering that there may occur conflicts of interest with general shareholders; that he/she is under significant control of the management; or that he/she could have significant control over the management.

- 1. A major shareholder of the Company, or in the event that the major shareholder is a legal entity, a person who serves as an executor of business of such major shareholder
  - \*A major shareholder of the Company shall mean a shareholder who holds 10% or more of the total voting rights.
  - \* An executor of business shall include operating officers, executive officers and employees besides executive directors (the same shall apply hereinafter).
- 2. A person for whom the TADANO Group is a major business partner or its executor of business \*A person for whom the TADANO Group is a major business partner shall mean a business partner (including legal entities and groups) who received 2% or more of its consolidated net sales from the TADANO Group in any of the last three business years.
- 3. A major business partner of the TADANO Group, or a person who serves as an executor of business in an entity that is a major business partner of the TADANO Group \*A major business partner shall mean a business partner whose amount of transactions with the TADANO Group accounted for 2% or more of consolidated net sales of the TADANO Group in any of the last three business years.
- 4. A person who receives a large amount of donations from the TADANO Group (or in the event that the person receiving such donations is a legal entity, group, etc., a person who serves as its director or other executor of business)
  - \*A large amount of donations shall mean donations whose annual average in the last three years exceeds 10 million yen.
- 5. A lawyer, a certified public accountant, a consultant or other professional who receives a large amount of monetary consideration and/or other property from the TADANO Group, besides the compensation for officers
  - \*A large amount of monetary consideration shall mean monetary consideration exceeding 10 million yen a year on the average of the last three years.
- 6. The spouse or a relative within the second degree of kinship of a person falling under any of the following items:
  - (1) Director, Audit and Advisory Board Member, Executive Officer or important employee of the TADANO Group
  - (2) A person who has been Director, Audit and Advisory Board Member, Executive Officer or important employee of the TADANO Group in the past one year
  - (3) A person who falls under any of foregoing 1. through 5.\*An important employee shall mean an employee who holds a post of general manager of a division or higher.

Note: The TADANO Group means the Company and its consolidated subsidiaries.