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(Stock Exchange Code 6309)
January 12, 2024
(Date of commencement of measures for
electronic provision: January 5, 2024)

To Shareholders with Voting Rights:

Akitomo Tamai
President
Tomoe Engineering Co., Ltd.
5-15 Kitashinagawa 5-chome,
Shinagawa-ku, Tokyo, Japan

**NOTICE OF
THE 94TH ANNUAL SHAREHOLDERS MEETING**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

Please be informed that the 94th Annual Shareholders Meeting of Tomoe Engineering Co., Ltd. (the “Company”) will be held for the purposes as described below.

The Company has taken measures for electronic provision in convening the Annual Shareholders Meeting and posted matters subject to electronic provision measures in the “Notice of Convocation Annual General Meeting 2024” on the following website on the Internet.

The Company’s website:

<https://www.tomo-e.co.jp/english/ir/>

In addition to the above, the information is posted on the following website on the Internet as well.

Tokyo Stock Exchange website (TSE Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above Tokyo Stock Exchange website, enter “Tomoe Engineering” in the “Issue name (company name)” or our stock exchange code “6309” in “Code,” and click “Search.” Then, select “Basic information” and “Documents for public inspection/PR information” and check “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” column under “Filed information available for public inspection.”

You can exercise your voting rights in writing by mail or through electromagnetic means such as the Internet, etc. Please review the attached “Reference Documents for the Shareholders Meeting” described in the matters subject to electronic provision measures and exercise your voting rights using one of the methods written on page 3 (Japanese original) by 5:40 p.m. on Monday, January 29, 2024, Japan time.

- 1. Date and Time:** Tuesday, January 30, 2024 at 10:00 a.m., Japan time
- 2. Place:** “Diamond 30” on the 30th floor of the Main Tower of Shinagawa Prince Hotel located at 10-30, Takanawa 4-chome, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:** (1) The Business Report, Consolidated Financial Statements for the Company’s 94th Fiscal Year (from November 1, 2022 to October 31, 2023) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
- (2) Non-consolidated Financial Statements for the Company’s 94th Fiscal Year (from November 1, 2022 to October 31, 2023)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Five Directors (excluding Directors serving as Audit & Supervisory Committee Members)
- Proposal 3:** Payment of Bonuses to Officers

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- ⊙ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Also, for the purposes of resource conservation, please bring this notice along with you.
- ⊙ Should the matters subject to electronic provision measures require any revisions, the revised matters will be posted on each of the websites on which they are posted.
- ⊙ Among the matters subject to electronic provision measures, the Consolidated Statements of Changes in Shareholders’ Equity of the Consolidated Financial Statements and Notes to the Consolidated Financial Statements as well as the Non-consolidated Statements of Changes in Shareholders’ Equity of the Non-consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are not contained in the hard copy provided to shareholders who have requested it pursuant to the provisions of laws and regulations and Article 14, Paragraph 2 of the Articles of Incorporation of the Company. Accordingly, the hard copy is part of the Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Audit & Supervisory Committee and the Accounting Auditor in preparing audit reports and accounting audit reports, respectively.

Reference Documents for the Shareholders Meeting

Proposals and References

Proposal 1: Appropriation of Surplus

1. Matters regarding the year-end dividend

As its basic policy in our current medium-term management plan (from the fiscal year ended October 31, 2023 to the fiscal year ending October 31, 2025), the Company will implement stable dividends with the targeted payout ratio of at least 40% while seeking to maintain its sound financial position, and by considering the medium- to long-term earnings outlook, business strategy, and other factors in a comprehensive manner.

Based on the above policy, the Company proposes a year-end dividend of 70 yen per share for the current fiscal year, an increase of 42 yen per share from the previous fiscal year, taking into consideration the status of its financial position, operating results for the fiscal year ended October 31, 2023, and the future outlook.

(1) Matters regarding the assignment of assets to be distributed to shareholders and the total amount thereof

70 yen per share of the Company's common stock, in a total amount of 698,478,200 yen

As the Company has already paid the interim dividend of 40 yen per share, the annual dividend for the fiscal year ended October 31, 2023 will amount to 110 yen per share.

(2) The date on which dividends of retained earnings become effective

January 31, 2024

2. Matters regarding appropriation of surplus

Regarding the internal reserves, the Company proposes as follows to reinforce the management foundation in preparation for the future business development.

(1) Item of surplus to be increased and the amount thereof

General reserve of 1,000,000,000 yen

(2) Item of surplus to be decreased and the amount thereof

Retained earnings brought forward of 1,000,000,000 yen

Proposal 2: Election of Five Directors (excluding Directors serving as Audit & Supervisory Committee Members)

The term of office of all five Directors (excluding Directors serving as Audit & Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the conclusion of this Annual Shareholders Meeting. Accordingly, the election of five Directors is proposed. With regard to this proposal, based on the Nomination & Remuneration Advisory Committee's report and the Audit & Supervisory Committee's opinion, all candidates have been deemed to qualify as a Director of the Company after each candidate's execution of duties, performance and remarks made at the Board of Directors during the fiscal year ended October 31, 2023, and past experience, etc. were reviewed.

The candidates for Directors are as follows:

No.	Name	Current positions and responsibilities, etc. at the Company	Attributes	Attendance at Board of Directors meetings
1	Akitomo Tamai	President	Reappointment	100% (22/22)
2	Akiyoshi Shinoda	Director & Managing Executive Officer General Manager, Machinery & Equipment Div.	Reappointment	100% (22/22)
3	Tetsuyuki Azuma	Director & Managing Executive Officer General Manager, Chemical Products Div.	Reappointment	100% (22/22)
4	Osamu Fujii	Director & Executive Officer In charge of General Affairs Div. and Business Coordination Div.	Reappointment	100% (22/22)
5	Kazuyuki Kitta	Director & Executive Officer In charge of Accounting Div. and Management Planning Dept.	Reappointment	100% (17/17)

New appointment	Candidate for new Director
Reappointment	Candidate for reappointment as Director
Outside Director	Candidate for Outside Director
Independent Officer	Candidate for independent officer stipulated by stock exchanges, etc.

(Note) Regarding the attendance of Mr. Kazuyuki Kitta at Board of Directors meetings, the above list shows his attendance at meetings held after he assumed office on January 27, 2023.

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
1	Akitomo Tamai (February 12, 1957) Reappointment	<p>April 1980 April 1988 April 2000 November 2005 January 2011 November 2012 January 2013 November 2017 January 2018 January 2021 January 2023</p>	<p>Joined JDC CORPORATION Joined Elkem Japan K.K. Joined the Company General Manager, Industrial Materials Dept., Chemical Products Div. Director Deputy General Manager, Chemical Products Div. (in charge of Plastics Dept., Industrial Materials Dept., and Fine Chemicals Dept.) President, Tomoe Butsuryu Co., Ltd. President, Tomoe Trading (Shenzhen) Co., Ltd. Deputy General Manager, Chemical Products Div. (in charge of Plastics Dept. and Industrial Materials Dept.) and General Manager, China Business Promotion Dept., Chemical Products Div. of the Company Deputy General Manager, Chemical Products Div. (in charge of Plastics Dept. and Industrial Materials Dept.) Managing Director General Manager, Chemical Products Div. Senior Managing Director General Manager, Machinery & Equipment Div. President (current position)</p>	26,717
(Reasons for selecting the candidate for Director) Mr. Akitomo Tamai has abundant operational knowledge and experience on the Company's overall business with focus on the machinery and equipment business and chemical products business. Since assuming office as a Representative Director in January 2023, he has duly performed his duties as a senior executive officer of the Group. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.				
2	Akiyoshi Shinoda (August 23, 1961) Reappointment	<p>April 1985 September 1989 November 2011 April 2014 January 2015 April 2015 January 2018 January 2021 March 2021 January 2023 November 2023</p>	<p>Joined Nippon Kaiji Kentei Kyokai Joined the Company General Manager, Chemical Products Sales Dept., Osaka Branch Office General Manager, Fine Chemicals Dept., Chemical Products Div. Director Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept. and Electronic Materials Dept.) and General Manager, Fine Chemicals Dept. Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept., Electronic Materials Dept., and Fine Chemicals Dept.) Deputy General Manager, Chemical Products Div. (in charge of Fine Chemicals Dept., Electronic Materials Dept., and Plastics Dept.) President, Tomoe Butsuryu Co., Ltd. Managing Director of the Company General Manager, Chemical Products Div. President, Tomoe Trading (Shenzhen) Co., Ltd. Director & Managing Executive Officer of the Company (current position) General Manager, Machinery & Equipment Div. (current position) President, Tomoe Engineering USA, Inc. (current position)</p>	23,418
(Reasons for selecting the candidate for Director) Mr. Akiyoshi Shinoda has abundant operational knowledge and experience on the Company's overall business with focus on the machinery and equipment business and the chemical products business. Since assuming office as a Director in January 2015, he has duly performed duties in general as Director. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
3	Tetsuyuki Azuma (August 16, 1960) Reappointment	April 1984	Joined the Company	11,814
		November 2009	General Manager, Advanced Materials Dept., Chemical Products Div.	
January 2018	Director Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept. and Industrial Materials Dept.) and General Manager, Advanced Materials Dept.			
April 2018	Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept. and Industrial Materials Dept.)			
November 2019	Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept., Industrial Materials Dept., and Minerals Dept.)			
January 2021	President, Tomoe Butsuryu Co., Ltd.			
January 2023	Director & Managing Executive Officer of the Company (current position) General Manager, Chemical Products Div. (current position)			
(Reasons for selecting the candidate for Director) Mr. Tetsuyuki Azuma has abundant operational knowledge and experience on the Company's overall business with focus on the chemical products business. Since assuming office as a Director in January 2018, he has duly performed duties in general as Director. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.				
4	Osamu Fujii (December 10, 1963) Reappointment	April 1987	Joined the Company	11,318
		April 2013	General Manager, General Affairs Div.	
		January 2020	Director In charge of General Affairs Div. and Business Coordination Div. and General Manager, General Affairs Div.	
		November 2020	In charge of General Affairs Div. and Business Coordination Div.	
		January 2022	In charge of General Affairs Div. and Business Coordination Div. and General Manager, General Affairs Div.	
		January 2023	Director & Executive Officer (current position)	
November 2023	In charge of General Affairs Div. and Business Coordination Div. (current position)			
(Reasons for selecting the candidate for Director) Mr. Osamu Fujii has abundant operational knowledge and experience on the Company's overall business with focus on the administrative division. Since assuming office as a Director in January 2020, he has duly performed duties in general as Director. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
5	Kazuyuki Kitta (January 5, 1964) Reappointment	<p>April 1987 Joined The Fuji Bank, Limited</p> <p>April 2015 General Manager of Sendai Branch, Mizuho Bank, Ltd.</p> <p>February 2019 Joined the Company</p> <p>November 2019 General Manager, Accounting Div.</p> <p>January 2023 Director & Executive Officer (current position) In charge of Accounting Div. and Management Planning Dept. and General Manager, Accounting Div.</p> <p>November 2023 In charge of Accounting Div. and Management Planning Dept. (current position)</p>	567
<p>(Reasons for selecting the candidate for Director)</p> <p>Mr. Kazuyuki Kitta has abundant knowledge and experience on finance and accounting. Since assuming office as a Director in January 2023, he has duly performed duties in general as Director. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.</p>			

(Notes)

1. There are no special interests between each candidate and the Company.
2. The number of shares of the Company held by each candidate includes those held by the Tomoe Engineering Officer Shareholding Association.
3. The Company has concluded a directors and officers liability insurance policy provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. Any damage that may arise as a result of an insured person assuming liability for the execution of his or her duties or receiving a claim related to the pursuit of such liability shall be covered by the said insurance policy, provided, however, that there are exemptions that damage arising from the insured person's acts committed with the knowledge that they are in violation of laws and regulations shall be outside the scope of coverage. The insurance premiums are fully borne by the Company for all insured persons. If this proposal is approved as originally proposed, each candidate will become an insured person under the said insurance policy. Furthermore, at the next renewal, the Company plans to renew the insurance policy with the same contents.

Proposal 3: Payment of Bonuses to Officers

By considering the operating results for the fiscal year ended October 31, 2023 and other factors, payment of bonuses to five Directors (excluding Directors serving as Audit & Supervisory Committee Members; hereinafter the same shall apply in this proposal) in the total amount of 100,613,000 yen is proposed. Regarding the amount to be paid to each Director, we would like to ask our shareholders to leave the decision on the amount to the Board of Directors. The Company has formulated a policy for determining details of individual remuneration, etc. of Directors, and an overview of the said policy is stated on pages 22 to 23 (Japanese original). The Nomination & Remuneration Advisory Committee and the Audit & Supervisory Committee have confirmed that the procedures to decide the total amount of bonuses and the specific method of calculation, etc. are in line with the said policy, and it is judged that this proposal is appropriate.

(Reference)

Composition and skills matrix of the Board of Directors if Proposal 2 is approved as originally proposed

	Corporate Management	Sales & Marketing		Overseas Businesses	Production, Technologies & Development	Finance & Accounting	Human Resources & Labor	Legal Affairs & Risk Management	Outside Officers & Independence
		Manufacturers	Trading Companies						
Akitomo Tamai	●	●	●	●	●				
Akiyoshi Shinoda	●	●	●	●	●				
Tetsuyuki Azuma	●		●	●					
Osamu Fujii	●						●	●	
Kazuyuki Kitta	●					●			
Toshiaki Yakura	●			●		●			
Kenji Yahiro	●							●	●
Tatsuo Hasunuma						●			●
Rei Sugihara								●	●

(Notes)

1. The above list shows the areas where each Director can demonstrate their expertise and does not represent all the knowledge, experience, and abilities held by them.
2. Messrs. Toshiaki Yakura, Kenji Yahiro, and Tatsuo Hasunuma and Ms. Rei Sugihara are Directors serving as Audit & Supervisory Committee Members.

Selection criteria for Outside Directors of the Company

Outside Directors and the candidates for Outside Director of the Company shall be the individuals satisfying the following criteria:

1. The individuals who are capable of directly supervising the matters regarding management in general, financial and legal affairs, corporate governance and other issues that are deliberated or resolved at the Board of Directors meetings.
2. The individuals who have insight, expertise and experience conducive to the sustainable growth and medium- to long-term enhancement of corporate value of the Company, and are capable of expressing useful opinions and giving advice regarding the matters related to corporate management, including business strategy, formulation of medium-term management plan, etc.

Criteria for independence of Outside Directors of the Company

Outside Directors and the candidates for Outside Director of the Company shall be the individuals that do not fall under the following criteria 1 to 5. The applicable period for the criteria 2 to 5 shall be the present and the past ten years.

1. Individual related to the Group
Director (excluding Outside Director), Audit & Supervisory Board Member (excluding Outside Audit & Supervisory Board Member), Accounting Advisor, Executive Officer, Operating Officer or employee (hereinafter, "Executive, etc.") of the Company, or subsidiaries and affiliates of the Company (hereinafter, "the Group")
2. Shareholder and individual related thereto
 - (1) A shareholder who holds 10% or more of the Company's voting rights, or Executive, etc. of such shareholder
 - (2) An Executive, etc. of the company in which the Group holds 10% or more of voting rights
3. Individual related to business partner
 - (1) Executive, etc. of a business partner that records a transaction amount with the Group equivalent to 2% or more of said entity's consolidated net sales or; Executive, etc. of a business partner with which the Group records a transaction amount equivalent to 2% or more of the Group's consolidated net sales
 - (2) Executive, etc. of a financial institution from which the Group is borrowing an amount equivalent to 2% or more of the Group's consolidated total assets
4. Attorney-at-law, certified public accountant, tax accountant, etc.
 - (1) Certified public accountant, or employee or partner of an audit corporation, which is the Accounting Auditor of the Group
 - (2) An individual who receives an annual remuneration of 10 million yen or more from the Group as attorney-at-law, certified public accountant, tax accountant or other consultant, in addition to the remuneration as an officer
5. Others
 - (1) A spouse or any family within the second degree of kinship of the individual that falls under the above criteria 1 to 4
 - (2) Executive, etc. of a company, between which and the Group directors are mutually appointed
 - (3) Executive, etc. of a company, between which and the Group mutually hold shares