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(Stock Exchange Code 6309)  
January 12, 2022

**To Shareholders with Voting Rights:**

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

**NOTICE OF  
THE 92ND ANNUAL SHAREHOLDERS MEETING**

Dear Shareholders:

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

Please be informed that the 92nd Annual Shareholders Meeting of Tomoe Engineering Co., Ltd. (the “Company”) will be held for the purposes as described below.

**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,” and exercise your voting rights using one of the methods written on page 3 (Japanese original) by 5:30 p.m. on Thursday, January 27, 2022, Japan time.**

- 1. Date and Time:** Friday, January 28, 2022 at 10:00 a.m., Japan time
  - 2. Place:** “Opal 17” on the 17th floor of the Main Tower of Shinagawa Prince Hotel located at 10-30, Takanawa 4-chome, Minato-ku, Tokyo, Japan  
Please note that the venue has changed from the previous Annual Shareholders Meeting.
  - 3. Meeting Agenda:**
    - Matters to be reported:** (1) The Business Report, Consolidated Financial Statements for the Company’s 92nd Fiscal Year (from November 1, 2020 to October 31, 2021) 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 92nd Fiscal Year (from November 1, 2020 to October 31, 2021)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
  - Proposal 2:** Election of Ten 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 Reference Documents for the Shareholders Meeting, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.tomo-e.co.jp/>).
  - ◎ From among the documents to be attached to this notice, 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 posted on the Company's website (<https://www.tomo-e.co.jp/>) in accordance with laws and ordinances and the provisions in Article 14 of the Articles of Incorporation of the Company. Therefore, they are not stated in the Appendix provided with this notice. The Consolidated Financial Statements and Non-consolidated Financial Statements stated in the Appendix provided with this notice are 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, the Company will implement appropriate and stable dividends while seeking to increase internal reserves to reinforce its financial position and management foundation, and by considering consolidated operating results, the group's medium-term business strategy and other factors in a comprehensive manner.

Based on the above policy, the Company proposes a year-end dividend of 25 yen per share for the current fiscal year, an increase of 0.50 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, 2021, and the future outlook.

- (1) Matters regarding the assignment of assets to be distributed to shareholders and the total amount thereof  
25 yen per share of the Company's common stock, in a total amount of 249,457,225 yen  
As the Company has already paid the interim dividend of 25 yen per share, the annual dividend for the fiscal year ended October 31, 2021 will amount to 50 yen per share.
- (2) The date on which dividends of retained earnings become effective  
January 31, 2022

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 1,500,000,000 yen
- (2) Item of surplus to be decreased and the amount thereof  
Retained earnings brought forward of 1,500,000,000 yen

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

The term of office of all ten 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 ten Directors is proposed. With regard to this proposal, based on the Audit & Supervisory Committee's opinion and the Nomination & Remuneration Advisory Committee's report, 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, 2021, 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	Hitoshi Yamamoto	President	Reappointment	100% (22/22)
2	Akitomo Tamai	Senior Managing Director General Manager, Machinery & Equipment Div.	Reappointment	100% (22/22)
3	Akiyoshi Shinoda	Managing Director General Manager, Chemical Products Div.	Reappointment	100% (22/22)
4	Toshiaki Yakura	Director In charge of Accounting Div. and Management Planning Dept.	Reappointment	100% (22/22)
5	Katsuhiko Ito	Director Deputy General Manager, Machinery & Equipment Div. (in charge of Industrial Machinery Sales Dept. and Overseas Sales Dept.)	Reappointment	100% (22/22)
6	Tetsuyuki Azuma	Director Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept., Industrial Materials Dept., and Minerals Dept.)	Reappointment	100% (22/22)
7	Atsushi Sada	Director Deputy General Manager, Machinery & Equipment Div. (in charge of Production), and General Manager, Sagami Factory	Reappointment	100% (22/22)
8	Osamu Fujii	Director In charge of General Affairs Div. and Business Coordination Div.	Reappointment	100% (22/22)
9	Sakae Fujii	Director Deputy General Manager, Chemical Products Div. (in charge of Fine Chemicals Dept., Electronic Materials Dept., and Plastics Dept.)	Reappointment	100% (17/17)
10	Michiaki Sugiura	Director Deputy General Manager, Machinery & Equipment Div. (in charge of Environmental Equipment Sales 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 Sakae Fujii and Michiaki Sugiura at Board of Directors meetings, the above list shows their attendance at meetings held after they assumed office on January 28, 2021.

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
1	Hitoshi Yamamoto (July 20, 1955) Reappointment	April 1979 April 2003 January 2007 January 2009 January 2013 January 2015	Joined the Company General Manager, Industrial Machinery Sales Dept., Machinery & Equipment Div. Director Deputy General Manager, Machinery & Equipment Div. (in charge of Industrial Machinery Sales Dept.) Managing Director General Manager, Machinery & Equipment Div. Senior Managing Director General Manager, Chemical Products Div. President (current position)	34,077
<p>(Reasons for selecting the candidate for Director)</p> <p>Mr. Hitoshi Yamamoto 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 Representative Director in January 2015, 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.</p>				
2	Akitomo Tamai (February 12, 1957) Reappointment	April 1980 April 1988 April 2000 November 2005 January 2011 November 2012 January 2013 November 2017 January 2018 January 2021	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 (current position) General Manager, Machinery & Equipment Div. (current position)	23,378
<p>(Reasons for selecting the candidate for Director)</p> <p>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 Director in January 2011, 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>				

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
3	Akiyoshi Shinoda (August 23, 1961) Reappointment	April 1985	Joined Nippon Kaiji Kentei Kyokai	19,863
		September 1989	Joined the Company	
November 2011	General Manager, Chemical Products Sales Dept., Osaka Branch Office			
April 2014	General Manager, Fine Chemicals Dept., Chemical Products Div.			
January 2015	Director Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept. and Electronic Materials Dept.) and General Manager, Fine Chemicals Dept.			
April 2015	Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept., Electronic Materials Dept., and Fine Chemicals Dept.)			
January 2018	Deputy General Manager, Chemical Products Div. (in charge of Fine Chemicals Dept., Electronic Materials Dept., and Plastics Dept.)			
January 2021	President, Tomoe Butsuryu Co., Ltd. Managing Director of the Company (current position) General Manager, Chemical Products Div. (current position)			
		March 2021	President, Tomoe Trading (Shenzhen) Co., Ltd. (current position)	
(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 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.				
4	Toshiaki Yakura (May 31, 1958) Reappointment	April 1981	Joined The Fuji Bank, Limited	13,072
		April 2008	General Manager, Americas Business Operations Department, Mizuho Corporate Bank, Ltd.	
October 2012	Joined the Company General Manager assistant to Accounting Div.			
April 2014	General Manager, Accounting Div.			
January 2015	Director (current position) In charge of Accounting Div. and Management Planning Dept. and General Manager, Accounting Div.			
November 2019	In charge of Accounting Div. and Management Planning Dept. (current position)			
(Reasons for selecting the candidate for Director) Mr. Toshiaki Yakura has abundant knowledge and experience with regard to accounting and management planning. 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
5	Katsuhiko Ito (September 21, 1964)  Reappointment	April 1987	Joined the Company	12,844
		April 2013	General Manager, Machinery & Equipment Dept., Osaka Branch Office	
		January 2017	Director (current position) Deputy General Manager, Machinery & Equipment Div. (in charge of Industrial Machinery Sales Dept. and Overseas Sales Dept.) (current position)	
(Reasons for selecting the candidate for Director)				
Mr. Katsuhiko Ito has abundant operational knowledge and experience on the Company's overall business with focus on the machinery and equipment business. Since assuming office as a Director in January 2017, 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.				
6	Tetsuyuki Azuma (August 16, 1960)  Reappointment	April 1984	Joined the Company	9,289
		November 2009	General Manager, Advanced Materials Dept., Chemical Products Div.	
		January 2018	Director (current position) 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.) (current position)	
		January 2021	President, Tomoe Butsuryu Co., Ltd. (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.				

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
7	Atsushi Sada (October 30, 1964) Reappointment	April 1988	Joined the Company	5,735
		November 2016	General Manager, Technical Development Dept., Machinery & Equipment Div.	
		January 2019	Director (current position) Deputy General Manager, Machinery & Equipment Div. (in charge of Production), and General Manager, Sagami Factory (current position)	
(Reasons for selecting the candidate for Director) Mr. Atsushi Sada has abundant operational knowledge and experience on the Company's overall business with focus on the machinery and equipment business. Since assuming office as a Director in January 2019, 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.				
8	Osamu Fujii (December 10, 1963) Reappointment	April 1987	Joined the Company	8,111
		April 2013	General Manager, General Affairs Div.	
		January 2020	Director (current position) 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. (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
9	Sakae Fujii (August 19, 1962) Reappointment	April 1986	Joined the Company	5,006
		April 2010	General Manager, Operational Support Dept., Chemical Products Div.	
April 2015	General Manager, Fine Chemicals Dept., Chemical Products Div.			
May 2018	General Manager, Operational Support Dept., Chemical Products Div.			
January 2021	Director (current position) Deputy General Manager, Chemical Products Div. (in charge of Fine Chemicals Dept., Electronic Materials Dept., and Plastics Dept.) (current position)			
(Reasons for selecting the candidate for Director) Mr. Sakae Fujii 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 2021, 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.				
10	Michiaki Sugiura (April 24, 1971) Reappointment	April 1996	Joined the Company	3,406
		April 2012	Manager, Shanghai Office	
November 2014	Secondment to Tomoe Engineering USA, Inc.			
April 2019	General Manager, Plant Engineering Dept., Machinery & Equipment Div. of the Company			
January 2021	Director (current position) Deputy General Manager, Machinery & Equipment Div. (in charge of Environmental Equipment Sales Dept.) (current position)			
(Reasons for selecting the candidate for Director) Mr. Michiaki Sugiura has abundant operational knowledge and experience on the Company's overall business with focus on the machinery and equipment business. Since assuming office as a Director in January 2021, 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.				

(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 officers' 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, 2021 and other factors, payment of bonuses to three Directors (excluding Directors serving as Audit & Supervisory Committee Members) and four Directors serving as Audit & Supervisory Committee Members in the total amount of 76,483,000 yen (50,182,000 yen for Directors (excluding Directors serving as Audit & Supervisory Committee Members), and 26,301,000 yen for Directors serving as Audit & Supervisory Committee Members) 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 for the amount paid to Directors (excluding Directors serving as Audit & Supervisory Committee Members) and to a discussion among Directors serving as Audit & Supervisory Committee Members for the amount paid to Directors serving as Audit & Supervisory Committee Members. The Company has formulated a policy for determining details of individual remuneration, etc. of Directors (excluding Directors serving as Audit & Supervisory Committee Members), and an overview of the said policy is stated on pages 23 to 24 (Japanese original). The Audit & Supervisory Committee and the Nomination & Remuneration Advisory 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						
Hitoshi Yamamoto	●	●	●	●	●				
Akitomo Tamai	●	●	●	●					
Akiyoshi Shinoda	●		●	●					
Toshiaki Yakura	●			●		●			
Katsuhiko Ito	●	●		●					
Tetsuyuki Azuma	●		●	●					
Atsushi Sada	●				●				
Osamu Fujii	●						●	●	
Sakae Fujii	●		●	●					
Michiaki Sugiura	●	●		●	●				
Masayoshi Fukasawa	●						●	●	
Kenji Yahiro	●							●	●
Makoto Nakamura						●		●	●
Tatsuo Hasunuma						●			●

### **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