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Securities Code: 1828

June 7, 2022

To our shareholders:

Yoshio Watanuki  
Representative Director and President  
**TANABE ENGINEERING CORPORATION**  
20 Fukuda, Joetsu City, Niigata Prefecture

## Notice of the 54th Annual General Meeting of Shareholders

You are cordially notified of the 54th Annual General Meeting of Shareholders of TANABE ENGINEERING CORPORATION (the “Company”), which will be held as indicated below.

Instead of attending the meeting in person, you may exercise your voting rights in writing or via the internet. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:00 p.m. on Monday, June 27, 2022 (JST).

- 1. Date and Time:** Tuesday, June 28, 2022 at 10:00 a.m. (JST). Reception opens at 9:30 a.m.
- 2. Venue:** Hiten banquet room, 3rd floor of the Main Building, Hotel Century Ikaya  
1-2-7, Chuo, Joetsu City, Niigata Prefecture

### 3. Purpose of the Meeting

#### Matters to be reported:

1. The Business Report and the Non-consolidated Financial Statements for the 54th fiscal year (from April 1, 2021 to March 31, 2022)
2. The Consolidated Financial Statements for the 54th fiscal year (from April 1, 2021 to March 31, 2022), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board

#### Matters to be resolved:

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus                            |
| <b>Proposal No. 2</b> | Partial Amendments to the Articles of Incorporation |
| <b>Proposal No. 3</b> | Election of Six Directors                           |

### 4. How to Exercise Your Voting Rights:

Please refer to “How to Exercise Your Voting Rights” (Japanese only).

- If you attend the meeting in person, please submit the enclosed voting form at the venue’s reception.
- If any changes are made to items in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements, such changes will be posted on the Company’s website.

Company website: <https://www.tanabe-ind.co.jp>

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

#### Year-end dividends

The Company maintains a basic policy to return profits to its shareholders by paying stable dividends on a continual basis while striving to strengthen the corporate structure by enhancing internal reserves, and furthermore by distributing a special dividend considering matters including improvement of business performance.

Having given consideration to such matters as business performance and the dividend payout ratio, the Company proposes to pay a year-end dividend of ¥33 per share (¥3 higher than the previous year) for the 54th fiscal year.

#### Type of dividend property

Cash

#### Allotment of dividend property and their aggregate amount

¥33 per common share of the Company

Total dividends: ¥353,130,228

#### Effective date of dividends of surplus

June 29, 2022

**Proposal No. 2**      Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation because the system for providing informational materials for the general meeting of shareholders in electronic format will be introduced.

- (1) Article 14 (Measures, Etc. for Providing Information in Electronic Format), Paragraph 1 of the proposed amendments will be established due to the requirement to specify taking measures for providing information contained in the reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 14 (Measures, Etc. for Providing Information in Electronic Format), Paragraph 2 of the proposed amendments will be established to, among the matters for which the measures for providing information in electronic format are taken for information contained in the reference materials for the general meeting of shareholders, etc., limit the scope of matters stated on documents delivered to shareholders who request delivery of documents to the scope specified by Order of the Ministry of Justice.
- (3) Since the provisions of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation will no longer be required once the system for providing information in electronic format is introduced, they will be deleted.
- (4) Supplementary provisions regarding the above establishment and deletion of provisions will be established. These supplementary provisions will be deleted after the effective date has passed.

2. Details of the amendments

The details of the amendments are as follows:

(Underlined parts are amended)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 14</u></p> <p><u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed amendments
(Newly established)	<p><u>(Measures, Etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 14</u></p> <p><u>1 When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p><u>2 Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>
(Newly established)	<p><u>(Supplementary Provisions)</u></p> <p><u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p>
(Newly established)	<p><u>1 The deletion of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation and the establishment of the new Article 14 (Measures, Etc. for Providing Information in Electronic Format) of the Articles of Incorporation shall be effective from September 1, 2022.</u></p> <p><u>2 Notwithstanding the provision of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from September 1, 2022.</u></p> <p><u>3 These supplementary provisions shall be deleted on the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

**Proposal No. 3** Election of Six Directors

The terms of office of all six Directors will expire at the conclusion of this meeting. As such, the Company proposes the election of six Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility	Attributes
1	Yoshio Watanuki	Representative Director, President and Executive Officer	Reelection
2	Fumio Mizusawa	Executive Managing Director In charge of OSAKA Branch Office, NAGOYA Branch Office, HIMEJI Technology Center, Power Operation Department and TANABE (THAILAND) Co., Ltd.	Reelection
3	Hisayuki Yamaguchi	Executive Managing Director Branch Manager of OUMI Branch Office in charge of Quality and Safety Promotion Office, HOKURIKU Branch Office and OMUTA Branch Office	Reelection
4	Yuichi Gommori	Senior Executive Director General Manager of Corporate Administration Division	Reelection
5	Yuichi Yokota	Unaffiliated Director	Reelection Unaffiliated Independent
6	Naoki Nomoto	Unaffiliated Director	Reelection Unaffiliated Independent

Reelection

Candidate for reelection as Director

Unaffiliated

Candidate for election as Unaffiliated Director

Independent

Independent Officer as provided for by stock exchanges, etc.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
1	<p>Yoshio Watanuki (July 3, 1941) Reelection Attendance record at meetings of the Board of Directors 17 out of 17</p>	<p>Feb. 1969      Joined the Company Oct. 1981      Director and General Manager of Sales Department Apr. 1990      Managing Director and General Manager of Sales Division June 1990      Senior Managing Director and General Manager of Sales Division Oct. 1998      Representative Director and President June 2009      Representative Director, President and Executive Officer (current position) Significant concurrent positions outside the Company -</p>	347,200 shares
<p>Reasons for nomination as candidate for Director Yoshio Watanuki joined the Company in 1969, and was appointed Representative Director and President in 1998, after serving as Director and General Manager of Sales Department, Managing Director, and Senior Managing Director. He has extensive experience and knowledge on business management of the Company as a whole, and the Company deems that he will contribute to the sustainable growth of the Company and thereby requests his reelection as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
2	<p>Fumio Mizusawa (April 22, 1955) Reelection Attendance record at meetings of the Board of Directors 17 out of 17</p>	<p>Feb. 1983      Joined the Company Sept. 1998      Representative Director of TANABE                          (THAILAND) Co., Ltd. June 2003      Director and General Manager of Industrial                          Machinery Engineering Department of the                          Company June 2009      Retired from Director                          Senior Executive Officer and General Manager                          of Industrial Machinery Engineering                          Department in charge of Power Operation                          Department Apr. 2010      Senior Executive Officer and Head of                          SAITAMA Technology Center Apr. 2011      Senior Executive Officer and General Manager                          of Sales Department Apr. 2012      Senior Executive Officer and Branch Manager                          of HOKURIKU Branch Office June 2013      Senior Executive Director and Branch Manager                          of HOKURIKU Branch Office in charge of                          Power Operation Department June 2016      Executive Managing Director and Branch                          Manager of HOKURIKU Branch Office in                          charge of Power Operation Department Apr. 2018      Executive Managing Director, Branch Manager                          of OSAKA Branch Office in charge of                          NAGOYA Branch Office and HIMEJI                          Technology Center Apr. 2021      Executive Managing Director in charge of                          OSAKA Branch Office, NAGOYA Branch                          Office, HIMEJI Technology Center and                          TANABE (THAILAND) Co., Ltd. Apr. 2022      Executive Managing Director in charge of                          OSAKA Branch Office, NAGOYA Branch                          Office, HIMEJI Technology Center, Power                          Operation Department and TANABE                          (THAILAND) Co., Ltd. (current position) Significant concurrent positions outside the Company -</p>	54,700 shares
<p>Reasons for nomination as candidate for Director Fumio Mizusawa joined the Company in 1983 and has been mainly engaged in electric instrumentation business and power transmission business, and was appointed Director in June 2013 and has been in charge of management of the Company, after serving as Representative Director of TANABE (THAILAND) CO., LTD. He has extensive experience and knowledge of field activities, and the Company deems that he will contribute to the sustainable growth of the Company from a global perspective based on his wealth of experience and achievement overseas and thereby requests his reelection as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
3	Hisayuki Yamaguchi (June 15, 1956) Reelection Attendance record at meetings of the Board of Directors 17 out of 17	<p>Apr. 1979      Joined the Company</p> <p>June 2009      Executive Officer and Branch Manager of CHIBA Branch Office</p> <p>Apr. 2013      Executive Officer and Branch Manager of OUMI Branch Office</p> <p>June 2013      Senior Executive Officer and Branch Manager of OUMI Branch Office</p> <p>June 2014      Senior Executive Director and Branch Manager of OUMI Branch Office</p> <p>June 2016      Executive Managing Director and Branch Manager of OUMI Branch Office</p> <p>Apr. 2018      Executive Managing Director, Branch Manager of OUMI Branch Office in charge of Quality and Safety Promotion Office and HOKURIKU Branch Office</p> <p>June 2020      Executive Managing Director, Branch Manager of OUMI Branch Office in charge of Quality and Safety Promotion Office, HOKURIKU Branch Office and OMUTA Branch Office (current position)</p> <p>Significant concurrent positions outside the Company -</p>	28,800 shares
<p>Reasons for nomination as candidate for Director</p> <p>Hisayuki Yamaguchi joined the Company in 1979 and has been mainly engaged in the industrial plant facility construction business, and was appointed Director in June 2014 and has been in charge of management of the Company. He has extensive experience and knowledge of field activities, and the Company deems that he will contribute to the sustainable growth of the Company and thereby requests his reelection as Director.</p>			
4	Yuichi Gommori (February 18, 1957) Reelection Attendance record at meetings of the Board of Directors 17 out of 17	<p>Apr. 1979      Joined the Company</p> <p>Apr. 2013      General Manager of Administration Department</p> <p>June 2014      Executive Officer and General Manager of Administration Department</p> <p>June 2015      Senior Executive Officer and General Manager of Administration Department</p> <p>June 2016      Senior Executive Director and General Manager of Administration Department</p> <p>Apr. 2018      Senior Executive Director and General Manager of Corporate Administration Division (current position)</p> <p>Significant concurrent positions outside the Company -</p>	16,300 shares
<p>Reasons for nomination as candidate for Director</p> <p>Yuichi Gommori joined the Company in 1979 and has been mainly engaged in businesses such as accounting and finance, and was appointed Director in June 2016 and has been in charge of management of the Company. He has knowledge on management administration operations and business management, and thereby the Company requests his reelection as Director.</p>			



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
5	Yuichi Yokota (June 17, 1953) Reelection Unaffiliated Independent Attendance record at meetings of the Board of Directors 17 out of 17	Apr. 1972      Joined Mitsubishi Electric Corporation Apr. 2006      Branch Manager of Niigata Branch, Kanetsu Branch Office Apr. 2012      General Manager of Facility Sales Department, Kanetsu Branch Office of Mitsubishi Electric Building Techno-Service Co., Ltd. Apr. 2014      Advisor to Branch Manager of Kanetsu Branch Office and temporarily assigned to Niigata Branch Mar. 2016      Retired June 2016      Unaffiliated Director of the Company (current position) Significant concurrent positions outside the Company -	-
Reasons for nomination as candidate for Unaffiliated Director and expected role Yuichi Yokota has never been directly involved in the management of a company. However, since he was appointed Unaffiliated Director of the Company in June 2016, he has utilized his extensive work experience and knowledge he had accumulated to the Company's management and has provided appropriate advice to its overall management from a broad perspective, and thereby the Company requests his reelection as Unaffiliated Director.			
6	Naoki Nomoto (Dec. 24, 1958) Reelection Unaffiliated Independent Attendance record at meetings of the Board of Directors 15 out of 17	Oct. 1987      Joined Chuo Audit Corporation (became Chuo Shinko Audit Corporation as a result of a merger) July 1989      Retired from Chuo Shinko Audit Corporation July 1989      Joined Ota Showa Audit Corporation (now Ernst & Young ShinNihon LLC) Sept. 2010      Manager of Nagaoka Office June 2017      Retired from Ernst & Young ShinNihon LLC July 2017      Head of Naoki Nomoto Certified Public Accountant Office (current position) June 2018      Unaffiliated Director of the Company (current position) Significant concurrent positions outside the Company Head of Naoki Nomoto Certified Public Accountant Office	-
Reasons for nomination as candidate for Unaffiliated Director and expected role Naoki Nomoto has never been directly involved in the management of a company. However, he has cultivated specialist knowledge and experience as a certified public accountant, and the Company expects him to contribute to strengthening the corporate governance by utilizing such knowledge and experience and providing advice on its overall management, and thereby requests his reelection as Unaffiliated Director.			

- (Notes)
- There is no special interest between any of the candidates and the Company.
  - Candidates for Director Yuichi Yokota and Naoki Nomoto are candidates for Unaffiliated Director.
  - The Company has submitted notification to Tokyo Stock Exchange, Inc. that Yuichi Yokota and Naoki Nomoto have been designated as independent officers as provided for by the aforementioned exchange, and plans to designate them as independent officers again if their reelection is approved at this meeting.
  - The Company has concluded agreements with Yuichi Yokota and Naoki Nomoto to limit their liability to compensate for damages prescribed in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the same Act. If their reelection is approved, the Company intends to extend this limited liability agreement. The maximum amount of the liability for damages based on said agreements shall be the minimum amount prescribed in Article 425, Paragraph 1 of the same Act. If their reelection is approved, the Company intends to extend these limited liability agreements.
  - The Company has entered into a Directors & Officers Liability Insurance agreement with an insurance company as set forth in Article 430-3, Paragraph 1 of the Companies Act. This agreement covers all directors, executive officers, and corporate auditors in the event that they are held liable for damages, etc. arising from their duties (does not apply to cases that are excluded within the insurance agreement). If the candidates are elected and assume office as director, they will become insureds under this insurance agreement.  
This insurance agreement comes up for renewal on June 30, 2022.
  - Yuichi Yokota will have served as Unaffiliated Director six years at the conclusion of this meeting.

7. Naoki Nomoto will have served as Unaffiliated Director four years at the conclusion of this meeting.