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(Stock Exchange Code 4369)
April 3, 2019

To Shareholders with Voting Rights:

Kiyoshi Tazuke
President
Tri Chemical Laboratories Inc.
8154-217 Uenohara, Uenohara-shi,
Yamanashi

**NOTICE OF
THE 41st ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 41st Annual General Meeting of Shareholders of Tri Chemical Laboratories Inc. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights either in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, confirm the “Guidance for Exercising Voting Rights” (Japanese only) to be hereinafter described and exercise your voting rights by 4:30 p.m. on Wednesday, April 24, 2019, Japan time.

- 1. Date and Time:** Thursday, April 25, 2019 at 10:00 a.m. Japan time (doors open at 9:00 a.m.)
- 2. Place:** 4F, Banquet Room “Utage” at the Keio Plaza Hotel Hachioji located at 14-1, Asahi-cho, Hachioji-shi, Tokyo, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report and Consolidated Financial Statements for the Company’s 41st Fiscal Year (February 1, 2018 - January 31, 2019) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
 2. Non-Consolidated Financial Statements for the Company’s 41st Fiscal Year (February 1, 2018 - January 31, 2019)

Proposals to be resolved:

- | | |
|--------------------|--|
| Proposal 1: | Appropriation of Surplus |
| Proposal 2: | Election of 2 Substitute Auditors |
| Proposal 3: | Revision of the Amount of Compensation for Directors |

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Should the Business Report, Non-Consolidated Financial Statements, Consolidated Financial Statements and Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company’s website (<http://www.trichemical.com>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company acknowledges shareholder return as one of the important management priorities. Taking into consideration enhancement of internal reserves for future business development and strengthening of the financial structure, our policy is to, in the future, enable shareholder return by comprehensively considering performance trends and payout ratio, etc., while aiming for stable dividends for the time being.

Based on the above policy, we propose that the year-end dividend for the current fiscal year to be as follows.

1. Type of dividend property:
Cash
2. Matters regarding the assignment of the dividend property and total amount thereof:

Dividend per common share of the Company	¥45
Total amount	¥351,533,430
3. Effective date of dividends of surplus:
April 26, 2019

Proposal 2: Election of 2 Substitute Auditors

To prevent a situation where the Company lacks the number of Auditors required by laws and regulations, pursuant to Article 329, Paragraph 3 of the Companies Act, the Company proposes the election of 2 Substitute Auditors.

The candidates are as follows. Mr. Masakazu Nakagawa is a candidate for Auditor as the substitute for Mr. Motoharu Takamatsu, and Mr. Koji Sakakura is a candidate for External Auditor as the substitute for External Auditor Mr. Nobuyoshi Umezawa and External Auditor Mr. Michiaki Hagiwara. This proposal will be effective until the beginning of the next Annual General Meeting of Shareholders.

The Board of Auditors has given its prior approval to this proposal.

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
1	Masakazu Nakagawa (June 20, 1963)	April 1986	Joined the Company	13,000
		February 2001	General Manager, Quality Control Department	
		February 2011	Manager, Cost Accounting Section (current position)	
		There are no special interests between the candidate and the Company.		
		[Reason for nomination as candidate for Substitute Auditor] Since joining the Company, Mr. Masakazu Nakagawa has held important positions over the years in the production, quality control and administration departments and is deeply familiar with the Company’s operations. The Company requests his election because we believe he will adequately execute duties as an Auditor.		
2	Koji Sakakura (March 13, 1965)	October 1992	Joined Ota Showa Audit Corporation (currently Ernst & Young ShinNihon LLC)	—
		April 1997	Registered as a certified public accountant	
		August 2004	Head, Sakakura CPA Office (current position)	
		January 2005	Registered as a certified public tax accountant	
		There are no special interests between the candidate and the Company.		
		[Reason for nomination as candidate for Substitute External Auditor] Although Mr. Koji Sakakura has never been directly involved in corporate management, he is both a certified public accountant and a certified public tax accountant, and has deep insight regarding finance and accounting. The Company requests his election because we believe he will adequately execute duties as an External Auditor.		

(Notes)

1. Mr. Koji Sakakura is a candidate for Substitute External Auditor. If he is elected as an External Auditor, the Company plans to appoint him as an independent director as stipulated in the provisions of Tokyo Stock Exchange, Inc. and notify the exchange to that effect.
2. If Mr. Koji Sakakura is elected as an External Auditor, the Company plans to enter into an agreement with him to limit his liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act.

Proposal 3: Revision of the Amount of Compensation for Directors

The amount of compensation for the Company's Directors has been determined at "up to ¥200,000 thousand per year" by the resolution at the 24th Annual General Meeting of Shareholders held on April 26, 2002.

In light of the changes in business environment thereafter and with the aim of continuously improving the corporate value through further linking the Directors' compensation to business performance, the Company proposes to revise the amount of compensation for Directors to "up to ¥400,000 thousand (including up to ¥40,000 thousand for External Directors) per year."

As in the past, the aforementioned amount of compensation for Directors does not include the employee salary portion for Directors who concurrently serve as employees.

Currently, the Company has nine Directors (including two External Directors).