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(Stock Exchange Code 6330)

June 6, 2019

To Shareholders with Voting Rights:

Haruo Nagamatsu
President & Chief Executive Officer
Toyo Engineering Corporation
5-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

**NOTICE OF CONVOCATION OF
THE 64TH 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 64th Annual General Meeting of Shareholders of Toyo Engineering Corporation (the “Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. on Thursday, June 27, 2019, Japan time.

- 1. Date and Time:** Friday, June 28, 2019, at 10:00 a.m. Japan time
- 2. Place:** Shin-Marunouchi Conference Square, Shin-Marunouchi Building 9F,
5-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 64th Fiscal Year (April 1, 2018–March 31, 2019) and results of audits by the Accounting Auditor and the Audit and Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 64th Fiscal Year (April 1, 2018–March 31, 2019)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of 9 Directors
 - Proposal 3:** Election of 3 Audit & Supervisory Board Members

4. Guide for Exercising Voting Rights:

Please exercise your voting rights through one of the following methods.

(1) Attending the meeting:	When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please bring this convocation with you as a material for the meeting.
(2) In writing:	Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Thursday, June 27, 2019, Japan time.
(3) Via the Internet, etc.:	Access the website for exercising voting rights specified by the Company (https://www.web54.net/), follow the instructions on the screen and enter your vote for or against the proposals using the “Code for the Exercise of Voting Rights” and the “Password” printed on the enclosed Voting Rights Exercise Form and send it no later than 5:30 p.m. on Thursday, June 27, 2019, Japan time. Institutional investors may use the “Electronic Voting Platform” operated by ICJ, Inc., as an electromagnetic method for exercising voting rights for this General Meeting of Shareholders of the Company.

Notes:

1. In the event that voting rights are exercised both in writing and via the Internet, etc., the vote via the Internet, etc., shall be deemed valid. In the event that voting rights are exercised multiple times via the Internet, etc., the most recent vote shall be deemed valid.
 2. In the event that you attend this general meeting of shareholders after exercising your voting rights in writing or via the Internet, etc., the vote at this general meeting of shareholders shall be deemed valid.
- “Systems to Ensure that the Execution of Duties by Directors Complies with Laws and Regulations and the Articles of Incorporation, and Other Systems to Ensure the Properness of Operations, and Status of Operations of the Systems”, which is a part of the Business Report, “Notes to the Consolidated Financial Statements” and “Notes to the Non-consolidated Financial Statements” are disclosed on the Company’s website (<https://www.toyo-eng.com/jp/ja/>) pursuant to the laws, regulations and Articles of Incorporation of the Company.
 - If any situation arises that requires amendments to the attached documents accompanying this convocation notice and the Reference Documents for the General Meeting of Shareholders, the revised versions will be disclosed on the Company’s website (<https://www.toyo-eng.com/jp/ja/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1 : Appropriation of Surplus

To quickly restore the soundness of the Company's financial position, it is proposed to reverse part of other capital surplus for use as retained earnings brought forward as described below.

- (1) Decrease in the accounting item of surplus and the amount

Other capital surplus	¥21,182,193,655
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- (2) Increase in the accounting item of surplus and the amount

Retained earnings brought forward	¥21,182,193,655
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- (3) Effective date for appropriation of other surplus
June 29, 2019

Proposal 2 : Election of 9 Directors

The terms of office of all 9 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders.

The election of 9 Directors is proposed for the next term.

The candidates for Director are as follows:

No.	Name	Positions and responsibility at the Company		Term of office for Directors	Attendance at FY2018 Board of Directors meeting
1	Masaaki Yamaguchi	Chairman	Reappointed	6 years	17/18
2	Haruo Nagamatsu	Representative Director, President & Chief Executive Officer	Reappointed	2 years	18/18
3	Masayuki Yoshizawa	Representative Director Executive Vice President Division Director of Corporate Strategy Division Business Development Division and Solution Business Unit	Reappointed	4 years	18/18
4	Tomohisa Abe	Representative Director Senior Executive Officer Division Director of Project Sales and Coordination Division, Construction Division, Procurement Division, Business Development Strategy of TOYO Group	Reappointed	3 years	18/18
5	Kensuke Waki	Director Senior Executive Officer Chief Financial Officer Division Director of Finance & Accounting Division	Reappointed	1 years	13/14
6	Hirokazu Hayashi	Director	Reappointed Outside Director Independent Officer	3 years	17/18
7	Masami Tashiro	Director	Reappointed Outside Director Independent Officer	4 years	16/18
8	Yusuke Yamada	Director	Reappointed Outside Director Independent Officer	4 years	16/18
9	Reijiro Yamamoto	Director	Reappointed Outside Director	3 months	2/2

1. Masaaki Yamaguchi		Date of Birth: March 7, 1955	Reappointed	Number of shares of the Company held: Common shares 8,900
		<u>Past experience, positions and significant concurrent positions</u> April 1977 Joined the Company June 2009 Deputy General Manager, Finance & Accounting Unit April 2010 Executive Officer; General Manager, Finance & Accounting Unit April 2013 Senior Executive Officer; Chief Financial Officer; General Manager, Finance & Accounting Unit June 2013 Director; Senior Executive Officer; Chief Financial Officer; General Manager, Finance & Accounting Unit April 2014 Director; Senior Executive Officer; Chief Financial Officer; Division Director of General Affairs & Human Capital Development Unit and Finance & Accounting Unit April 2015 Director; Senior Executive Officer; Chief Financial Officer; Division Director of Finance & Accounting Unit and Project Management & Control Unit April 2016 Director; Senior Executive Officer; Chief Financial Officer; Division Director of Auditing Division, Safety, Quality & Environment Management Unit, Finance & Accounting Unit and Procurement Division April 2017 Chairman (to present)		
<u>Term of office for Director:</u> 6 years (at the conclusion of this Ordinary General Meeting of Shareholders)		<u>Reasons for nomination as a candidate for Director</u> Mr. Masaaki Yamaguchi has served the Company as the heads of corporate strategy divisions and finance and accounting divisions, as well as Chief Financial Officer, and possesses ample experience and deep insights in corporate management, finance and accounting. In addition, he has acted as the Chairman of the Board of Directors since 2017 in a pertinent manner. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.		
<u>Attendance at FY2018 Board of Directors meeting:</u> 17/18 (94.4%)				

2. Haruo Nagamatsu		<u>Date of Birth:</u> April 1, 1957	Reappointed	<u>Number of shares of the Company held:</u> Common shares 5,000
		<u>Past experience, positions and significant concurrent positions</u> April 1981 Joined the Company June 2000 Managing Director, Toyo Engineering & Construction Sdn.Bhd. April 2013 Executive Officer; Deputy Unit Director, Infrastructure Business Unit; General Manager, Infrastructure Project Division, Infrastructure Business Unit April 2016 Senior Executive Officer; Unit Director, Infrastructure Business Unit June 2017 Director; Senior Executive Officer; Unit Director, Infrastructure Business Unit April 2018 Representative Director; President & Chief Executive Officer (to present) <u>Reasons for nomination as a candidate for Director</u> Mr. Haruo Nagamatsu, having served the Company as Unit Director of the Infrastructure Business Unit, a representative of the Company’s overseas subsidiaries, and as a project manager, possesses ample experience and deep insights in project management and corporate management. In addition, as Representative Director and President & Chief Executive Officer since April 2018, he has demonstrated excellent leadership in the management of the Company. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.		
<u>Term of office for Director:</u> 2 years (at the conclusion of this Ordinary General Meeting of Shareholders)				
<u>Attendance at FY2018 Board of Directors meeting:</u> 18/18 (100%)				

3. Masayuki Yoshizawa		<u>Date of Birth:</u> March 31, 1959	Reappointed	<u>Number of shares of the Company held:</u> Common shares 3,900																					
	<u>Past experience, positions and significant concurrent positions</u>																								
	<table><tr><td>April 1982</td><td>Joined MITSUI & CO., LTD.</td></tr><tr><td>August 2006</td><td>President & CEO, Mitsui Gas e Energia do Brasil Ltda.</td></tr><tr><td>June 2011</td><td>Executive Officer; Deputy General Manager, Corporate Planning Unit of the Company</td></tr><tr><td>April 2014</td><td>Senior Deputy General Manager, Osaka Office MITSUI & CO., LTD.</td></tr><tr><td>June 2015</td><td>Senior Executive Officer; Division Director of Corporate Strategy Unit and Corporate Administration Unit of the Company</td></tr><tr><td>June 2015</td><td>Director; Senior Executive Officer; Division Director of Corporate Strategy Unit and Corporate Administration Unit</td></tr><tr><td>April 2016</td><td>Director; Senior Executive Officer; Chief Compliance Officer; Division Director of IT Management & Control Division, Corporate Strategy Unit and Corporate Administration Unit</td></tr><tr><td>June 2016</td><td>Representative Director; Senior Executive Officer; Chief Compliance Officer; Division Director of IT Management & Control Division, Corporate Strategy Unit and Corporate Administration Unit</td></tr><tr><td>April 2017</td><td>Representative Director; Senior Executive Officer; Chief Compliance Officer; Division Director of Corporate Strategy Unit and Corporate Administration Unit</td></tr><tr><td>April 2018</td><td>Representative Director; Senior Executive Officer; Division Director of Corporate Strategy Unit and Business Development Division</td></tr><tr><td>April 2019</td><td>Representative Director; Executive Vice President; Division Director of Corporate Strategy Unit and Business Development Division Solution Business Unit (to present)</td></tr></table>				April 1982	Joined MITSUI & CO., LTD.	August 2006	President & CEO, Mitsui Gas e Energia do Brasil Ltda.	June 2011	Executive Officer; Deputy General Manager, Corporate Planning Unit of the Company	April 2014	Senior Deputy General Manager, Osaka Office MITSUI & CO., LTD.	June 2015	Senior Executive Officer; Division Director of Corporate Strategy Unit and Corporate Administration Unit of the Company	June 2015	Director; Senior Executive Officer; Division Director of Corporate Strategy Unit and Corporate Administration Unit	April 2016	Director; Senior Executive Officer; Chief Compliance Officer; Division Director of IT Management & Control Division, Corporate Strategy Unit and Corporate Administration Unit	June 2016	Representative Director; Senior Executive Officer; Chief Compliance Officer; Division Director of IT Management & Control Division, Corporate Strategy Unit and Corporate Administration Unit	April 2017	Representative Director; Senior Executive Officer; Chief Compliance Officer; Division Director of Corporate Strategy Unit and Corporate Administration Unit	April 2018	Representative Director; Senior Executive Officer; Division Director of Corporate Strategy Unit and Business Development Division	April 2019
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<u>Term of office for Director:</u> 4 years (at the conclusion of this Ordinary General Meeting of Shareholders)																									
<u>Attendance at FY2018 Board of Directors meeting:</u> 18/18 (100%)	<u>Reasons for nomination as a candidate for Director</u> Mr. Masayuki Yoshizawa, having served a general trading company for many years, possesses ample experience and deep insights related to the business of the Company such as investments and EPC businesses in energy and infrastructure fields and the management of overseas corporations. As Director and Senior Executive Officer of the Company since 2015, and as Representative Director since 2016, as Executive Vice President since April 2019, he has been engaged in the management of the Company and supervised corporate strategy division. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.																								

4. Tomohisa Abe		<u>Date of Birth:</u> January 29, 1955	Reappointed	<u>Number of shares of the Company held:</u> Common shares 3,700
		<u>Past experience, positions and significant concurrent positions</u> April 1979 Joined the Company May 2009 Group Manager, Asian & Pacific Marketing Department, Marketing Division 1 April 2012 Executive Officer; General Manager, Plant Sales & Marketing Division, International Sales & Marketing Unit April 2015 Senior Executive Officer; Unit Director, Plant Sales & Marketing Unit June 2016 Director; Senior Executive Officer; Unit Director, Plant Sales & Marketing Unit April 2017 Director; Senior Executive Officer; Unit Director, Plant Business Unit 2 April 2018 Director: Senior Executive Officer; Unit Director, Plant Business Unit; Division Director of Project Sales and Coordination Division, Construction Division, Procurement Division, Business Development Strategy of TOYO Group April 2019 Representative Director; Senior Executive Officer; Division Director of Project Sales and Coordination Division, Construction Division, Procurement Division, Business Development Strategy of TOYO Group (to present)		
<u>Term of office for Director:</u> 3 years (at the conclusion of this Ordinary General Meeting of Shareholders)				
<u>Attendance at FY2018 Board of Directors meeting:</u> 18/18 (100%)		<u>Reasons for nomination as a candidate for Director</u> Mr. Tomohisa Abe, having been engaged in the plant sales and marketing divisions of the Company for many years, possesses ample experience and deep insights mainly in planning of sales and marketing strategies. As a Director of the Company since 2016, and as Unit Director of the Plant Business Unit since 2017, as Representative Director and Senior Executive Director since April 2019, he has been engaged in the management of the Company from the standpoint of supervising the entire plant business of the Company. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.		

5. Kensuke Waki		<u>Date of Birth:</u> May 15, 1959	Reappointed	<u>Number of shares of the Company held:</u> Common shares 900
		<u>Past experience, positions and significant concurrent positions</u> April 1983 Joined the Company June 2007 General Manager, Accounting Division, Finance & Accounting Unit April 2014 General Manager, Finance & Accounting Unit April 2016 Executive Officer; General Manager, Finance & Accounting Unit April 2017 Executive Officer; Chief Financial Officer; General Manager, Finance & Accounting Unit April 2018 Senior Executive Officer; Chief Financial Officer; Division Director of Finance & Accounting Unit June 2018 Director; Senior Executive Officer; Chief Financial Officer; Division Director of Finance & Accounting Unit (to present) <u>Reasons for nomination as a candidate for Director</u> Mr. Kensuke Waki, having served the Company as the heads of finance and accounting divisions, possesses ample experience and deep insights in finance and accounting. As a Chief Financial Officer since 2017, as a Director and Senior Executive Officer of the Company since 2018, he has been engaged in the management of the Company from the standpoint of supervising finance and accounting of the Company. Expecting him to contribute to improving the corporate value of the Company through leveraging his ample experience and insights, the Company has nominated him as a candidate for Director.		
<u>Term of office for Director:</u> 1 year (at the conclusion of this Ordinary General Meeting of Shareholders)				
<u>Attendance at FY2018 Board of Directors meeting:</u> 13/14 (92.9%)				

6. Kazuhiro Hayashi		Date of Birth: March 19, 1948	Reappointed	Number of shares of the Company held: Common shares 4,000																				
		Past experience, positions and significant concurrent positions <table><tr><td>July 1971</td><td>Entered the Ministry of International Trade and Industry</td></tr><tr><td>January 1996</td><td>Executive Secretary to the Prime Minister</td></tr><tr><td>July 2001</td><td>Director-General, Trade and Economic Cooperation Bureau, Ministry of Economy, Trade and Industry (METI)</td></tr><tr><td>July 2002</td><td>Director-General, Commerce and Information Policy Bureau, METI</td></tr><tr><td>August 2003</td><td>Director-General, Trade Policy Bureau, METI (Retired from office in September 2005)</td></tr><tr><td>April 2008</td><td>Senior Executive Officer and Chief Executive of Regional Development Marketing Div., TOKYO GAS Co., Ltd.</td></tr><tr><td>April 2010</td><td>Executive Vice President, TOKYO GAS Co., Ltd.</td></tr><tr><td>June 2013</td><td>Outside Corporate Auditor, Kamigumi Co., Ltd.</td></tr><tr><td>July 2013</td><td>President, The Distribution Systems Research Institute (to present)</td></tr><tr><td>June 2016</td><td>Outside Director of the Company (to present)</td></tr></table>			July 1971	Entered the Ministry of International Trade and Industry	January 1996	Executive Secretary to the Prime Minister	July 2001	Director-General, Trade and Economic Cooperation Bureau, Ministry of Economy, Trade and Industry (METI)	July 2002	Director-General, Commerce and Information Policy Bureau, METI	August 2003	Director-General, Trade Policy Bureau, METI (Retired from office in September 2005)	April 2008	Senior Executive Officer and Chief Executive of Regional Development Marketing Div., TOKYO GAS Co., Ltd.	April 2010	Executive Vice President, TOKYO GAS Co., Ltd.	June 2013	Outside Corporate Auditor, Kamigumi Co., Ltd.	July 2013	President, The Distribution Systems Research Institute (to present)	June 2016	Outside Director of the Company (to present)
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June 2013	Outside Corporate Auditor, Kamigumi Co., Ltd.																							
July 2013	President, The Distribution Systems Research Institute (to present)																							
June 2016	Outside Director of the Company (to present)																							
Term of office for Director: 3 years (at the conclusion of this Ordinary General Meeting of Shareholders)		Significant concurrent positions • President, The Distribution Systems Research Institute																						
Attendance at FY2018 Board of Directors meeting: 17/18 (94.4%)		Reasons for nomination as a candidate for Outside Director Mr. Hirokazu Hayashi, having served in the Ministry of Economy, Trade and Industry (METI), possesses ample experience and deep insights in public policies mainly of the trade promotion and trade policy. He has been providing precise comments and opinions about the Company’s overall management from an independent standpoint based on a global perspective and supervising the Company’s management appropriately. Leveraging his expertise, Mr. Hayashi has been making fair and precise comments and opinions regarding various managerial issues from an independent standpoint and supervising the Company’s management appropriately. As his appropriate performance of duties as an Outside Director can continue to be expected, the Company has nominated him as a candidate for Outside Director. The Company designates him as an Independent Officer as stipulated by the regulations of the Tokyo Stock Exchange. If he is re-elected, the Company will continue to designate him as an Independent Officer.																						
Outside Director Candidate Independent Officer Candidate		Liability limitation contracts with Directors The Company has a contract with him for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If he is re-elected, the Company will renew the contract with him. The limitation of liability under the contract will be the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.																						

7. Masami Tashiro		Date of Birth: May 11, 1952	Reappointed	Number of shares of the Company held: Common shares 1,000
 <u>Term of office for Director:</u> 4 years (at the conclusion of this Ordinary General Meeting of Shareholders) <u>Attendance at FY2018 Board of Directors meeting:</u> 16/18 (88.9%) Outside Director Candidate Independent Officer Candidate		<u>Past experience, positions and significant concurrent positions</u> April 1976 Joined Mitsui Bank, Ltd. April 2001 General Manager, International Credit Dept., Sumitomo Mitsui Banking Corporation December 2002 General Manager, Singapore Branch, Sumitomo Mitsui Banking Corporation June 2003 Executive Officer; General Manager, Singapore Branch, Sumitomo Mitsui Banking Corporation June 2006 Member of the Board, Taiyo Oil Company, Limited July 2010 Vice President, SMBC International Business Co., Ltd. June 2012 President and Representative Director, SMBC International Business Co., Ltd. December 2013 Outside Auditor, ACKG Limited June 2015 Outside Director of the Company (to present) December 2016 Outside Director, ACKG Limited (current Oriental Consultants Holdings Company Limited) (to present) <u>Significant concurrent positions</u> • Outside Director, Oriental Consultants Holdings Company Limited <u>Reasons for nomination as a candidate for Outside Director</u> Mr. Masami Tashiro has long experience in international business operations at financial institutions and possesses ample experience and deep insights as a corporate manager. He has been providing precise comments and opinions about the Company’s overall management from an independent standpoint based on a global perspective and supervising the Company’s management appropriately. Since his appropriate performance of duties as an Outside Director can continue to be expected, the Company has nominated him as a candidate for Outside Director. The Company designates him as an Independent Officer as stipulated by the regulations of the Tokyo Stock Exchange. If he is re-elected, the Company will continue to designate him as an Independent Officer. <u>Liability limitation contracts with Directors</u> The Company has a contract with Mr. Tashiro for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If he is re-elected, the Company will renew the contract with him. The limitation of liability under the contract is the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.		

8. Yusuke Yamada		Date of Birth: December 26, 1953	Reappointed	Number of shares of the Company held: Common shares 3,000
 Term of office for Director: 4 years (at the conclusion of this Ordinary General Meeting of Shareholders) Attendance at FY2018 Board of Directors meeting: 16/18 (88.9%) Outside Director Candidate Independent Officer Candidate		Past experience, positions and significant concurrent positions April 1977 Joined Nomura Securities Co., Ltd. June 1999 Director, Nomura Securities Co., Ltd. April 2003 Managing Director, Nomura Securities Co., Ltd. June 2003 Senior Executive Managing Director, Nomura Securities Co., Ltd.; Executive Managing Director, Nomura Holdings, Inc. March 2009 Managing Executive Officer, JAFCO Co., Ltd. June 2009 Managing Director, JAFCO Co., Ltd. April 2013 Executive Managing Director, JAFCO Co., Ltd. July 2014 Full-time Corporate Auditor, UUUM Inc. June 2015 Outside Director of the Company (to present) August 2015 Outside Director (Audit and Supervisory Committee Member), UUUM Inc. (to present) Significant concurrent positions • Outside Director (Audit and Supervisory Committee Member), UUUM Inc. Reasons for nomination as a candidate for Outside Director Mr. Yusuke Yamada possesses knowledge and experience related to securities, finance and the capital markets, as well as ample experience and deep insights as a corporate manager. He has been providing precise comments and opinions on the Company’s overall management from an independent standpoint and supervising the Company’s management appropriately. Since his appropriate performance of duties as an Outside Director can continue to be expected, the Company has nominated Mr. Yamada as a candidate for Outside Director. The Company designates him as an Independent Officer as stipulated by the regulations of the Tokyo Stock Exchange. If he is re-elected, the Company will continue to designate him as an Independent Officer. Liability limitation contracts with Directors The Company has a contract with Mr. Yamada for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and Articles of Incorporation of the Company. If he is re-elected, the Company will renew the contract with him. The limitation of liability under the contract is the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.		

9. Reijiro Yamamoto		Date of Birth: October 3, 1960	Reappointed	Number of shares of the Company held: 0																														
 <u>Term of office for Director:</u> 3 months <u>Attendance at FY2018 Board of Directors meeting:</u> 2/2 (100%) Outside Director Candidate		<u>Past experience, positions and significant concurrent positions</u> <table><tr><td>April 1984</td><td>Joined Mitsui Bank (current Sumitomo Mitsui Banking Corporation)</td></tr><tr><td>January 2000</td><td>Participated in Unison Capital, Inc.</td></tr><tr><td>April 2004</td><td>A Founding Partner, GCA Corporation</td></tr><tr><td>October 2005</td><td>Representative Director, Mezzanine Corporation</td></tr><tr><td>January 2006</td><td>Representative Director & Partner, Integral Corporation (to present)</td></tr><tr><td>January 2009</td><td>Director, B.P.S. Corporation</td></tr><tr><td>December 2009</td><td>Director, Yohji Yamamoto Inc.</td></tr><tr><td>January 2012</td><td>Representative Director & Partner, Integral Partners Corporation (to present)</td></tr><tr><td>August 2013</td><td>Auditing Officer, Yohji Yamamoto Inc. (to present)</td></tr><tr><td>October 2013</td><td>Outside Director, TBI Holdings Co., Ltd.</td></tr><tr><td>October 2014</td><td>Director, Shinwa Co., Ltd.</td></tr><tr><td>October 2014</td><td>Director, J-trading Inc.</td></tr><tr><td>February 2016</td><td>Outside Director, Itokin Co., Ltd. (to present)</td></tr><tr><td>January 2017</td><td>Outside Director, Aderans Company Limited (to present)</td></tr><tr><td>March 2019</td><td>Outside Director of the Company (to present)</td></tr></table> <u>Significant concurrent positions</u> • Representative Director & Partner, Integral Corporation • Auditing Officer, Yohji Yamamoto Inc. • Outside Director, Itokin Co., Ltd. • Outside Director, Aderans Company Limited <u>Reasons for nomination as a candidate for Outside Director</u> Mr. Reijiro Yamamoto, who serves as the corporate manager of an investment fund management company and has served as corporate managers of various business companies, possesses ample experience and deep insights in finance and corporate management. He has been providing precise comments and opinions on the management of the Company appropriately. Since his appropriate performance of duties as an Outside Director can continue to be expected, the Company has nominated Mr. Yamada as a candidate for Outside Director. <u>Liability limitation contracts with Directors</u> The Company has a contract with Mr. Yamamoto for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If he is re-elected, the Company will renew the contract with him. The limitation of liability under the contract is the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.			April 1984	Joined Mitsui Bank (current Sumitomo Mitsui Banking Corporation)	January 2000	Participated in Unison Capital, Inc.	April 2004	A Founding Partner, GCA Corporation	October 2005	Representative Director, Mezzanine Corporation	January 2006	Representative Director & Partner, Integral Corporation (to present)	January 2009	Director, B.P.S. Corporation	December 2009	Director, Yohji Yamamoto Inc.	January 2012	Representative Director & Partner, Integral Partners Corporation (to present)	August 2013	Auditing Officer, Yohji Yamamoto Inc. (to present)	October 2013	Outside Director, TBI Holdings Co., Ltd.	October 2014	Director, Shinwa Co., Ltd.	October 2014	Director, J-trading Inc.	February 2016	Outside Director, Itokin Co., Ltd. (to present)	January 2017	Outside Director, Aderans Company Limited (to present)	March 2019	Outside Director of the Company (to present)
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Note:

1. Mr. Reijiro Yamamoto concurrently serves as the Representative Director & Partner of Integral Corporation. Integral Team Limited Partnership and Innovation Alpha Team L.P., who have unlimited liability partners that are companies with which Integral Corporation invests in and provides investment advice to, are subscribers for class A preferred shares. There are no special interests between the other candidates and the Company.
2. Kensuke Waki was newly elected as Director at the 63rd Annual General Meeting of Shareholders held on June 28, 2018, Reijiro Yamamoto was newly elected as Director at the Extraordinary General Meeting of Shareholders held on February 12, 2019, the number of attendance at FY2018 Board of Directors meetings that they could is different from that of the other candidates.

Proposal 3 : Election of 3 Audit & Supervisory Board Members

The terms of office of all 3 Audit & Supervisory Board Members will expire at the conclusion of this year's Annual General Meeting of Shareholders. The election of 3 Audit & Supervisory Board Members is proposed for the next term. Audit & Supervisory Board has previously given its consent to this proposal.

The candidates for Director are as follows:

1. Chihiro Ubukata	<u>Date of Birth:</u> February 11, 1959	Newly Appointed	<u>Number of shares of the Company held:</u> 0
 <u>Term of office for Audit & Supervisory Board Member:</u> - <u>Attendance at FY2018 Board of Directors meeting:</u> - <u>Attendance at FY2018 Audit & Supervisory Board Members meeting:</u> -	<u>Past experience, positions and significant concurrent positions</u> April 1983 Joined the Company May 2011 General Manager, Finance Division (to present) <u>Reasons for nomination as a candidate for Audit & Supervisory Board Member</u> Mr. Chihiro Ubukata, having served the Company as the head of finance division for many years, possesses ample experience and deep insights in finance and accounting. Expecting him to conduct fair and rigorous monitoring and audits through leveraging his ample experience and insights, the Company has nominated him as a candidate for Audit & Supervisory Board Member.		

2. Yoshiyuki Funakoshi		Date of Birth: April 13, 1950	Reappointed	Number of shares of the Company held: 0
 <u>Term of office for Audit & Supervisory Board Member:</u> 4 years <u>Attendance at FY2018 Board of Directors meeting:</u> 18/18 (100%) <u>Attendance at FY2018 Audit & Supervisory Borad Members meeting:</u> 20/20 (100%) Outside Auditor Candidate Independent Officer Candidate		<u>Past experience, positions and significant concurrent positions</u> April 1976 Joined Mitsui Toatsu Chemicals, Inc. June 2004 Executive Officer, Managerof Restructuring Promotion Div., Mitsui Chemicals, Inc. September 2004 Executive Officer, General Manager, Osaka Works, Production & Technology Center April 2007 Managing Executive Officer, Deputy Center Executive, Production & Technology Center, General Manager, Planning & Coordination Div., Production & Technology Center, Mitsui Chemicals, Inc. April 2008 Managing Executive Officer, Deputy Center Executive, Production & Technology Center, General Manager, Planning & Coordination Div., Production & Technology Center, Exectuive, Supply Chain Management Center, Mitsui Chemicals, Inc. April 2009 Managing Executive Officer, Deputy Center Executive, Production & Technology Center, Mitsui Chemicals, Inc. June 2009 Senior Managing Director, Center Executive, Production & Technology Center, Mitsui Chemicals, Inc. June 2011 President & CEO, General Manager, Internal Audit Department, Honshu Chemical Industry Co., Ltd. June 2015 Chairman, Honshu Chemical Industry Co., Ltd. June 2015 Outside Audit & Supervisory Board Member of The Company (to present) <u>Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member</u> Mr. Yoshiyuki Funakoshi, has been engaged in the chemical industry company, possess ample experience and deep insight in corporate management. He has been auditing the Company’s management appropriately from an independent standpoint. Since his performance of duties as an Outside Audit &Supervisory Board Member can continue to be expected,the Company has nominated him as candidate for Audit &Supervisory Board Member. Although he is a former executive officer of Mitsui Chemicals, Inc., a major shareholder of the Company, it has no dominant influence on the management of the Company, the objectivity and neutrality for monitoring and auditing the Company’s management are ensured. there is no possibility of conflicts of interest with general shareholders. Therefore, he has been designated as an Independent Officer under the rules of the Tokyo Stock Exchange. If he is re-elected, the Company will continue to designate him as an Independent Officer. <u>Liability limitation contracts with Audit &Supervisory board Members</u> The Company has a contract with him for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If he is re-elected, the Company will renew the contract with him. The limitation of liability under the contract will be the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.		

3. Kiyohito Uchida		Date of Birth: October 9, 1972	Reappointed	Number of shares of the Company held: 0
		Past experience, positions and significant concurrent positions April 1999 Registered as Attorney at Law (Dai-Ichi Tokyo Bar Association) April 2003 Fixed Term Official, Investigation Bureau, General Secretariat, Japan Fair trade Commission April 2008 Partner, Okamura Sogo Law Office (to present) January 2014 Judicial Commissioner, Tokyo Summary Court (to present) July 2014 SME Support, Japan June 2015 Outside Audit & Supervisory Board Member of the Company (to present) October 2016 Assistant of Committee, Public Security Examination Commission (to present) June 2017 Committee, Trial Expedited Legal Issue Committee, Japan Federation of Bar Associations (to present)		
Term of office for Audit & Supervisory Board Member: 4 years		Significant concurrent positions • Partner, Okamura Sogo Law Office		
Attendance at FY2018 Board of Directors meeting: 17/18 (94.4%)		Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member Mr. Kiyohito Uchida has developed expertise and professional experience as a lawyer for many years. He has been auditing the Company's management from an independent standpoint. Since his performance of duties as an Outside Audit & Supervisory Board Member can continue to be expected, the Company has nominated him as candidate for Audit & Supervisory While he has not been directly involved in corporate management, for the reasons given above, the Company assesses that he can continue to adequately fulfills his responsibilities as an Outside Audit & Supervisory Board Member. The Company receives legal advice from other lawyers from Okamura Sogo Law Office, to which he belongs as a partner, as necessary. It is less than 2% of its annual revenue and our consolidated sales, and in any case the ratio is low, objectivity and neutrality for monitoring and auditing the Company's management are ensured, and there is no possibility of conflicts of interest with general shareholders. Therefore, he has been designated as an Independent Officer under the rules of the Tokyo Stock Exchange. If he is re-elected, the Company will continue to designate him as an Independent Officer.		
Attendance at FY2018 Audit & Supervisory Borad Members meeting: 20/20 (100%)		Liability limitation contracts with Audit & Supervisory board Members The Company has a contract with him for limitation of liability for damages as provided in Article 423, Paragraph 1, of the Corporation Law as prescribed by Article 427, Paragraph 1, of the Corporation Law and the Articles of Incorporation of the Company. If he is re-elected, the Company will renew the contract with him. The limitation of liability under the contract will be the minimum liability amount set forth in Article 425, Paragraph 1, of the Corporation Law.		
Outside Auditor Candidate Independent Officer Candidate				