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Securities Code: 1828

June 5, 2020

To our shareholders:

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

Notice of the 52nd Annual General Meeting of Shareholders

You are cordially notified of the 52nd 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. Please review the attached Reference Documents for the General Meeting of Shareholders, and indicate your approval or disapproval of the proposals in the enclosed voting form and then return the form to the Company by postal mail so that your vote is received by 5:00 p.m. on Wednesday, June 24, 2020 (JST).

1. Date and Time: Thursday, June 25, 2020 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 52nd fiscal year (from April 1, 2019 to March 31, 2020)
2. The Consolidated Financial Statements for the 52nd fiscal year (from April 1, 2019 to March 31, 2020), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board

Matters to be resolved:

Proposal No. 1 Appropriation of Surplus

Proposal No. 2 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 significantly surpassing that of the previous year and the dividend payout ratio, the Company proposes to pay a year-end dividend of ¥30 per share (¥3 higher than the previous year) for the 52nd fiscal year.

Type of dividend property

Cash

Allotment of dividend property and their aggregate amount

¥30 per common share of the Company

Total dividends: ¥321,027,480

Effective date of dividends of surplus

June 26, 2020

Proposal No. 2 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 Branch Manager of OSAKA Branch Office in charge of NAGOYA Branch Office and HIMEJI Technology Center	Reelection
3	Hisayuki Yamaguchi	Executive Managing Director Branch Manager of OUMI Branch Office in charge of Quality and Safety Promotion Office and HOKURIKU 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	Yoshio Watanuki (July 3, 1941) Reelection Attendance record at meetings of the Board of Directors 18 out of 18	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 -	334,000 shares
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.			
2	Fumio Mizusawa (April 22, 1955) Reelection Attendance record at meetings of the Board of Directors 18 out of 18	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 (current position) Significant concurrent positions outside the Company -	52,500 shares
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.			

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 16 out of 18	Apr. 1979 June 2009 Apr. 2013 June 2013 June 2014 June 2016 Apr. 2018 Significant concurrent positions outside the Company -	Joined the Company Executive Officer and Branch Manager of CHIBA Branch Office Executive Officer and Branch Manager of OUMI Branch Office Senior Executive Officer and Branch Manager of OUMI Branch Office Senior Executive Director and Branch Manager of OUMI Branch Office Executive Managing Director and Branch Manager of OUMI Branch Office Executive Managing Director, Branch Manager of OUMI Branch Office in charge of Quality and Safety Promotion Office and HOKURIKU Branch Office (current position)	26,100 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 18 out of 18	Apr. 1979 Apr. 2013 June 2014 June 2015 June 2016 Apr. 2018 Significant concurrent positions outside the Company -	Joined the Company General Manager of Administration Department Executive Officer and General Manager of Administration Department Senior Executive Officer and General Manager of Administration Department Senior Executive Director and General Manager of Administration Department Senior Executive Director and General Manager of Corporate Administration Division (current position)	14,100 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 18	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 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 18 out of 18	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 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)
1. There is no special interest between any of the candidates and the Company.
 2. Candidates for Director Yuichi Yokota and Naoki Nomoto are candidates for Unaffiliated Director.
 3. 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.
 4. 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.
 5. Yuichi Yokota will have served as Unaffiliated Director four years at the conclusion of this meeting.
 6. Naoki Nomoto will have served as Unaffiliated Director two years at the conclusion of this meeting.