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Securities Code: 6369

June 10, 2020

To our shareholders:

Toru Yanagawa
President and Representative Director
TOYO KANETSU K.K.
11-1 Minamisuna 2-chome, Koto-ku, Tokyo

Notice of the 112th Annual General Meeting of Shareholders

The 112th Annual General Meeting of Shareholders of TOYO KANETSU K.K. (the “Company”) will be held as indicated below.

Due to the continuous effects of novel coronavirus disease (COVID-19), the Company requests shareholders not to attend the General Meeting of Shareholders in person this year unless absolutely necessary regardless of your health condition.

Instead, the Company requests you to exercise your voting rights in writing or by electronic methods (the Internet, etc.). Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights.

Instructions for the Exercise of Voting Rights

Exercising voting rights by mail (in writing)

Please 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 5:30 p.m. on Thursday, June 25, 2020 (JST).

Exercising voting rights via the Internet, etc.

Please access the website specified by the Company for exercising your voting rights (<https://evote.tr.mufg.jp/>) and exercise your voting rights by 5:30 p.m. on Thursday, June 25, 2020 (JST).

Exercising voting rights by attending the General Meeting of Shareholders

Please submit the enclosed voting form to the reception on the day of the meeting.

* The Company participates in the electronic voting platform.

1. Date and Time: Friday, June 26, 2020, 10:00 a.m. (JST) (Reception will open at 9:00 a.m.)

2. Venue: Large Hall, 3F, The Industry Club of Japan
4-6 Marunouchi 1-chome, Chiyoda-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 112th 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 and Supervisory Committee
2. The Non-consolidated Financial Statements for the 112th fiscal year (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
Proposal No. 2 Election of Four Directors (Excluding Audit and Supervisory Committee Members)

- If you attend the meeting in person, please submit the enclosed voting form to the reception. In addition, please bring this notice with you for reference during the meeting.
- If there are any modifications to the Reference Documents for General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements, such modifications will be published on the Company’s website.

The Company’s website (<https://www.toyokanetsu.co.jp/>)

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company recognizes the return of profit to its shareholders as a key management priority, and has been maintaining a basic policy for the return of profit to shareholders to optimize the balance between financial soundness and the return of profit to its shareholders.

In accordance with the policy for the return of profit to shareholders, the Company proposes to pay year-end dividends for the 112th fiscal year as follows:

Year-end dividends

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
The Company proposes to pay a dividend of ¥100 per common share of the Company.
In this event, the total dividends will be ¥853,303,400.
- (3) Effective date of dividends of surplus
June 29, 2020

<Reference>

Policy for return of profit to shareholders (fiscal year ended March 31, 2020)

- Consolidated dividend payout ratio: set at 50% or more.
(However, the lower limit will be set at ¥100 per share annually.)
- Consolidated total return ratio: not set, but to be flexibly adjusted according to the performance.
- Effective period of the policy: For three fiscal years, from the fiscal year ended March 31, 2020, to the fiscal year ending March 31, 2022. A review will be made at the expiry of the period.

Proposal No. 2 Election of Four Directors (Excluding Audit and Supervisory Committee Members)

The terms of office of all six Directors (excluding Audit and Supervisory Committee Members) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of four Directors.

Furthermore, as members of the “Nomination and Compensation Committee” (the majority of which are outside Directors), which was established voluntarily, all members of the Audit and Supervisory Committee made deliberations according to the criteria and procedures stipulated in the Company’s “Corporate Governance Guidelines” and participated in processes to report and make decisions in the meeting of the Board of Directors. Having also reexamined the above in the Audit and Supervisory Committee, it has been determined that the procedures for nominating candidates for Director who are not Audit and Supervisory Committee Members are appropriate and each candidate is eligible to be a Director of the Company. The procedures for determining the remuneration of Directors who are not Audit and Supervisory Committee Members are deliberated in the same process as elections; therefore, the Company believes the procedures are appropriate and the details of the remuneration, etc. are reasonable.

The candidates for Director (excluding Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name	Current position	Responsibility, etc.	Attribute
1	Toru Yanagawa	President and Representative Director	–	Reelection
2	Keisuke Kodama	Director	Executive Vice President	Reelection
3	Takashi Owada	Director	Managing Officer and Division Manager of Logistic Solutions Division	Reelection
4	Kazuhito Watanabe	Director	Managing Officer and Division Manager of Corporate Division	Reelection

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Toru Yanagawa (February 26, 1953)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Tenure as Director (at the conclusion of this meeting) 15 years</p> <p style="text-align: center;">Attendance to the Board of Directors meetings 12/12</p>	<p>Apr. 1975 Joined the Company</p> <p>Apr. 1998 General Manager of Machinery & Plant Sales Department of Sales Division</p> <p>July 2000 Executive Officer and General Manager of Machinery & Plant Sales Department of Sales Division</p> <p>July 2003 Senior Executive Officer and Deputy Division Manager of Plant & Machinery Division</p> <p>June 2005 Director, Senior Executive Officer, and Deputy Division Manager of Plant & Machinery Division</p> <p>Apr. 2008 Director</p> <p>Apr. 2008 President & Representative Director of TOYO KANETSU SOLUTIONS K.K. (currently the Company)</p> <p>Apr. 2014 President and Representative Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p style="text-align: center;">-</p>	16,669 shares
<p>Reasons for nomination as candidate for Director</p> <p>He has superior discernment and performance not only in his pursuits in the plant & machinery business that he has mainly engaged in since joining the Company, but also in the logistic solutions business. Moreover, given his excellent management skills, cultivated through his experience as President, etc. of the Company, the Company proposes 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 style="text-align: center;">Keisuke Kodama (December 26, 1958)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">Tenure as Director (at the conclusion of this meeting) 5 years</p> <p style="text-align: center;">Attendance to the Board of Directors meetings 12/12</p>	<p>Apr. 1982 Joined the Company</p> <p>July 2006 General Manager of Domestic Sales Department of Plant & Machinery Division</p> <p>Apr. 2009 General Manager of Corporate Management Department of Corporate Management Division</p> <p>Apr. 2010 Executive Officer and General Manager of Corporate Management Department of Corporate Management Division</p> <p>Apr. 2012 Seconded to TOYO KANETSU SOLUTIONS K.K. (currently the Company), and Executive Officer</p> <p>Apr. 2013 Transferred to TOYO KANETSU SOLUTIONS K.K., and Senior Executive Officer</p> <p>Apr. 2015 Transferred to the Company, Senior Executive Officer and Deputy Division Manager of Corporate Management Division</p> <p>June 2015 Director and Deputy Division Manager of Corporate Management Division</p> <p>Apr. 2016 Director and General Manager of Corporate Management Division</p> <p>Apr. 2018 Director and General Manager of Corporate Management Division</p> <p>Apr. 2019 Director, Senior Managing Officer and Division Manager of Corporate Division</p> <p>Apr. 2020 Director and Executive Vice President (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p style="text-align: center;">-</p>	4,284 shares
<p>Reasons for nomination as candidate for Director</p> <p>He has superior discernment and performance in not only his pursuits in the plant & machinery business that he has mainly engaged in since joining the Company, but also in the Corporate Division and the logistic solutions business. Moreover, given his excellent management skills, cultivated through his experience as General Manager of Domestic Sales Department of plant & machinery business, Division Manager of Corporate Division, and as an officer in charge of our logistic solutions business, the Company proposes 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
4	<p>Kazuhito Watanabe (November 17, 1960)</p> <p>Reelection</p> <p>Tenure as Director (at the conclusion of this meeting) 1 year</p> <p>Attendance to the Board of Directors meetings 10/10</p>	<p>Apr. 1983 Joined the Company</p> <p>Oct. 2002 Transferred to TOYO KANETSU SOLUTIONS K.K. (currently the Company)</p> <p>Apr. 2007 General Manager of Marketing No.3 Department, Marketing Division</p> <p>Apr. 2012 General Manager Supervising Marketing Division</p> <p>Apr. 2014 Executive Officer and General Manager Supervising Marketing Division</p> <p>Apr. 2017 Senior Executive Officer</p> <p>Apr. 2018 Transferred to the Company, and Executive Officer</p> <p> Seconded to TOYO KANETSU SOLUTIONS K.K. (currently the Company), and Director and Senior Executive Officer</p> <p>Apr. 2019 Managing Officer and Deputy Division Manager of Logistic Solutions Division of the Company</p> <p>June 2019 Director, Managing Officer and Deputy Division Manager of Logistic Solutions Division</p> <p>Apr. 2020 Director, Managing Officer and Division Manager of Corporate Division (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>—</p>	1,319 shares
<p>Reasons for nomination as candidate for Director</p> <p>He has superior discernment and performance in his pursuits in the logistic solutions business that he has mainly engaged in since joining the Company. Moreover, given his excellent management skills, cultivated through his experience as Director and General Manager Supervising Marketing Division, etc. of TOYO KANETSU SOLUTIONS K.K. (currently the Company), a then subsidiary operating our logistic solutions business, and also as Deputy Division Manager of Logistic Solutions Division of the Company, the Company proposes his reelection as Director.</p>			

Note: There is no special interest between any of the candidates for Director and the Company.