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(Stock Exchange Code 6309)
January 14, 2020

To Shareholders with Voting Rights:

Hitoshi Yamamoto
President
Tomoe Engineering Co., Ltd.
5-15 Kitashinagawa 5-chome,
Shinagawa-ku, Tokyo, Japan

**NOTICE OF
THE 90TH ANNUAL SHAREHOLDERS MEETING**

Dear Shareholders:

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

You are cordially invited to attend the 90th Annual Shareholders Meeting of Tomoe Engineering Co., Ltd. (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 in writing by mail or through electromagnetic means such as the Internet, etc. Please review the attached "Reference Documents for the Shareholders Meeting," and exercise your voting rights using one of the methods written on page 3 by 5:30 p.m. on Wednesday, January 29, 2020, Japan time.

- 1. Date and Time:** Thursday, January 30, 2020 at 10:00 a.m., Japan time
 - 2. Place:** Green Wind, GardenCity Shinagawa on the 1st floor of SHINAGAWA GOOS located at 13-3, Takanawa 3-chome, Minato-ku, Tokyo, Japan
 - 3. Meeting Agenda:**
 - Matters to be reported:** (1) The Business Report, Consolidated Financial Statements for the Company's 90th Fiscal Year (from November 1, 2018 to October 31, 2019) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
 - (2) Non-consolidated Financial Statements for the Company's 90th Fiscal Year (from November 1, 2018 to October 31, 2019)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Ten Directors (excluding Directors serving as Audit & Supervisory Committee Members)
 - Proposal 3:** Election of One Director serving as Audit & Supervisory Committee Member
 - Proposal 4:** Payment of Bonuses to Officers

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - ◎ Should the Reference Documents for the Shareholders Meeting, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.tomo-e.co.jp/>).
 - ◎ From among the documents to be attached to this notice, the Consolidated Statements of Changes in Shareholders' Equity of the Consolidated Financial Statements and Notes to the Consolidated Financial Statements as well as the Non-consolidated Statements of Changes in Shareholders' Equity of the Non-consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are posted on the Company's website (<https://www.tomo-e.co.jp/>) in accordance with laws and ordinances and the provisions in Article 14 of the Articles of Incorporation of the Company. Therefore, they are not stated in the Appendix provided with this notice. The Consolidated Financial Statements and Non-consolidated Financial Statements stated in the Appendix provided with this notice are part of the Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Audit & Supervisory Committee and the Accounting Auditor in preparing audit reports and accounting audit reports, respectively.

Reference Documents for the Shareholders Meeting

Proposals and References

Proposal 1: Appropriation of Surplus

1. Matters regarding the year-end dividend

As its basic policy, the Company will implement appropriate and stable dividends while seeking to increase internal reserves to reinforce its financial position and management foundation, and by considering consolidated operating results, the group's medium-term business strategy and other factors in a comprehensive manner.

Based on the above policy, the Company proposes a year-end dividend of 23.50 yen per share for the current fiscal year, taking into consideration the operating results for the fiscal year ended October 31, 2019 and the future outlook.

- (1) Matters regarding the assignment of assets to be distributed to shareholders and the total amount thereof
23.50 yen per share of the Company's common stock, in a total amount of 234,490,967 yen
As the Company has already paid the interim dividend of 23.50 yen per share, the annual dividend for the fiscal year ended October 31, 2019 will amount to 47 yen per share.
- (2) The date on which dividends of retained earnings become effective
January 31, 2020

2. Matters regarding appropriation of surplus

Regarding the internal reserves, the Company proposes as follows to reinforce the management foundation in preparation for the future business development.

- (1) Item of surplus to be increased and the amount thereof
General reserve of 1,000,000,000 yen
- (2) Item of surplus to be decreased and the amount thereof
Retained earnings brought forward of 1,000,000,000 yen

Proposal 2: Election of Ten Directors (excluding Directors serving as Audit & Supervisory Committee Members)

The term of office of all ten Directors (excluding Directors serving as Audit & Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the conclusion of this Annual Shareholders Meeting. Accordingly, the election of ten Directors is proposed.

With regard to this proposal, the Audit & Supervisory Committee has decided that all candidates qualify as a Director of the Company after reviewing each candidate's execution of duties, performance and remarks made at the Board of Directors during the fiscal year ended October 31, 2019, and past experience, etc.

The candidates for Directors are as follows:

No.	Name	Current positions and responsibilities, etc. at the Company	Attributes
1	Hitoshi Yamamoto	President	Reappointment
2	Yoshito Honma	Managing Director General Manager, Machinery & Equipment Div.	Reappointment
3	Akitomo Tamai	Managing Director General Manager, Chemical Products Div.	Reappointment
4	Akiyoshi Shinoda	Director Deputy General Manager, Chemical Products Div. (in charge of Fine Chemicals Dept., Electronic Materials Dept., and Plastics Dept.)	Reappointment
5	Masahiko Nakamura	Director Deputy General Manager, Machinery & Equipment Div. (in charge of Environmental Equipment Sales Dept.)	Reappointment
6	Toshiaki Yakura	Director In charge of Accounting Div. and Management Planning Dept.	Reappointment
7	Katsuhiko Ito	Director Deputy General Manager, Machinery & Equipment Div. (in charge of Industrial Machinery Sales Dept. and Overseas Sales Dept.)	Reappointment
8	Tetsuyuki Azuma	Director Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept., Industrial Materials Dept., and Minerals Dept.)	Reappointment
9	Atsushi Sada	Director Deputy General Manager, Machinery & Equipment Div. (in charge of Production), and General Manager, Sagami Factory	Reappointment
10	Osamu Fujii	General Manager, General Affairs Div.	New appointment

New appointment	Candidate for new Director
Reappointment	Candidate for reappointment as Director
Outside Director	Candidate for Outside Director
Independent Officer	Candidate for independent officer stipulated by stock exchanges, etc.

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
1	Hitoshi Yamamoto (July 20, 1955) Reappointment	April 1979	Joined the Company	30,148
		April 2003	General Manager, Industrial Machinery Sales Dept., Machinery & Equipment Div.	
January 2007	Director Deputy General Manager, Machinery & Equipment Div. (in charge of Industrial Machinery Sales Dept.)			
January 2009	Managing Director General Manager, Machinery & Equipment Div.			
January 2013	Senior Managing Director General Manager, Chemical Products Div.			
January 2015	President (current position)			
(Reasons for selecting the candidate for Director) Mr. Hitoshi Yamamoto has abundant operational knowledge and experience on the Company's overall business with focus on the machinery and equipment business and chemical products business. Since assuming office as Representative Director in January 2015, he has duly performed his duties as a senior executive officer of the Group. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.				
2	Yoshito Honma (October 2, 1952) Reappointment	November 1975	Joined the Company	26,578
		January 2005	General Manager, Environmental Equipment Sales Dept., Machinery & Equipment Div.	
April 2008	General Manager, Osaka Branch Office			
January 2009	Director			
January 2011	President, Tomoe Machinery Service Co., Ltd.			
January 2013	Managing Director of the Company (current position) General Manager, Machinery & Equipment Div. (current position)			
(Reasons for selecting the candidate for Director) Mr. Yoshito Honma has abundant operational knowledge and experience on the Company's overall business with focus on the machinery and equipment business. Since assuming office as a Director in January 2009, he has duly performed duties in general as Director. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
3	Akitomo Tamai (February 12, 1957) Reappointment	<p>April 1980 Joined JDC CORPORATION</p> <p>April 1988 Joined Elkem Japan K.K.</p> <p>April 2000 Joined the Company</p> <p>November 2005 General Manager, Industrial Materials Dept., Chemical Products Div.</p> <p>January 2011 Director Deputy General Manager, Chemical Products Div. (in charge of Plastics Dept., Industrial Materials Dept., and Fine Chemicals Dept.)</p> <p>November 2012 President, Tomoe Butsuryu Co., Ltd. President, Tomoe Trading (Shenzhen) Co., Ltd. (current position)</p> <p>January 2013 Deputy General Manager, Chemical Products Div. (in charge of Plastics Dept. and Industrial Materials Dept.) and General Manager, China Business Promotion Dept., Chemical Products Div. of the Company</p> <p>November 2017 Deputy General Manager, Chemical Products Div. (in charge of Plastics Dept. and Industrial Materials Dept.)</p> <p>January 2018 Managing Director (current position) General Manager, Chemical Products Div. (current position)</p>	20,377
<p>(Reasons for selecting the candidate for Director)</p> <p>Mr. Akitomo Tamai has abundant operational knowledge and experience on the Company's overall business with focus on the chemical products business. Since assuming office as a Director in January 2011, he has duly performed duties in general as Director. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.</p>			
4	Akiyoshi Shinoda (August 23, 1961) Reappointment	<p>April 1985 Joined Nippon Kaiji Kentei Kyokai</p> <p>September 1989 Joined the Company</p> <p>November 2011 General Manager, Chemical Products Sales Dept., Osaka Branch Office</p> <p>April 2014 General Manager, Fine Chemicals Dept., Chemical Products Div.</p> <p>January 2015 Director (current position) Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept. and Electronic Materials Dept.) and General Manager, Fine Chemicals Dept.</p> <p>April 2015 Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept., Electronic Materials Dept., and Fine Chemicals Dept.)</p> <p>January 2018 Deputy General Manager, Chemical Products Div. (in charge of Fine Chemicals Dept., Electronic Materials Dept., and Plastics Dept.) (current position) President, Tomoe Butsuryu Co., Ltd. (current position)</p>	17,442
<p>(Reasons for selecting the candidate for Director)</p> <p>Mr. Akiyoshi Shinoda has abundant operational knowledge and experience on the Company's overall business with focus on the chemical products business. Since assuming office as a Director in January 2015, he has duly performed duties in general as Director. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held	
5	Masahiko Nakamura (March 10, 1956) Reappointment	April 1978 December 1978 August 1990 January 2009 January 2015 April 2015	Joined MARUDAI FOOD CO., LTD. Joined Kyushu Setsubi Kosha K.K. Joined the Company General Manager, Environmental Equipment Sales Dept., Machinery & Equipment Div. Director (current position) Deputy General Manager, Machinery & Equipment Div. and General Manager, Environmental Equipment Sales Dept. Deputy General Manager, Machinery & Equipment Div. (in charge of Environmental Equipment Sales Dept.) (current position)	7,670
		(Reasons for selecting the candidate for Director) Mr. Masahiko Nakamura has abundant operational knowledge and experience on the Company's overall business with focus on the machinery and equipment business. Since assuming office as a Director in January 2015, he has duly performed duties in general as Director. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.		
6	Toshiaki Yakura (May 31, 1958) Reappointment	April 1981 April 2008 October 2012 April 2014 January 2015 November 2019	Joined The Fuji Bank, Limited General Manager, Americas Business Operations Department, Mizuho Corporate Bank, Ltd. Joined the Company General Manager assistant to Accounting Div. General Manager, Accounting Div. Director (current position) In charge of Accounting Div. and Management Planning Dept. and General Manager, Accounting Div. In charge of Accounting Div. and Management Planning Dept. (current position)	8,869
		(Reasons for selecting the candidate for Director) Mr. Toshiaki Yakura has abundant knowledge and experience with regard to accounting and management planning. Since assuming office as a Director in January 2015, he has duly performed duties in general as Director. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.		

No.	Name (Date of birth)	Past experience, positions and responsibilities		Number of shares of the Company held
7	Katsuhiko Ito (September 21, 1964) Reappointment	April 1987	Joined the Company	8,300
		April 2013	General Manager, Machinery & Equipment Dept., Osaka Branch Office	
		January 2017	Director (current position) Deputy General Manager, Machinery & Equipment Div. (in charge of Industrial Machinery Sales Dept. and Overseas Sales Dept.) (current position)	
(Reasons for selecting the candidate for Director) Mr. Katsuhiko Ito has abundant operational knowledge and experience on the Company's overall business with focus on the machinery and equipment business. Since assuming office as a Director in January 2017, he has duly performed duties in general as Director. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.				
8	Tetsuyuki Azuma (August 16, 1960) Reappointment	April 1984	Joined the Company	7,334
		November 2009	General Manager, Advanced Materials Dept., Chemical Products Div.	
		January 2018	Director (current position) Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept. and Industrial Materials Dept.) and General Manager, Advanced Materials Dept.	
		April 2018	Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept. and Industrial Materials Dept.)	
		November 2019	Deputy General Manager, Chemical Products Div. (in charge of Advanced Materials Dept., Industrial Materials Dept., and Minerals Dept.) (current position)	
(Reasons for selecting the candidate for Director) Mr. Tetsuyuki Azuma has abundant operational knowledge and experience on the Company's overall business with focus on the chemical products business. Since assuming office as a Director in January 2018, he has duly performed duties in general as Director. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
9	Atsushi Sada (October 30, 1964) Reappointment	April 1988 November 2016 January 2019 Joined the Company General Manager, Technical Development Dept., Machinery & Equipment Div. Director (current position) Deputy General Manager, Machinery & Equipment Div. (in charge of Production), and General Manager, Sagami Factory (current position)	1,339
	(Reasons for selecting the candidate for Director) Mr. Atsushi Sada has abundant operational knowledge and experience on the Company's overall business with focus on the machinery and equipment business. Since assuming office as a Director in January 2019, he has duly performed duties in general as Director. Therefore, the Company believes that he is qualified as a Director of the Company and reappoints him as a candidate for Director.		
10	Osamu Fujii (December 10, 1963) New appointment	April 1987 April 2013 Joined the Company General Manager, General Affairs Div. (current position)	5,438
	(Reasons for selecting the candidate for Director) Mr. Osamu Fujii has been engaged in the chemical products business and the administrative division since joining the Company and has abundant operational knowledge and experience on the Company's overall business with focus on the administrative division. Therefore, the Company expects that he is capable of duly performing his duties as a Director and appoints him as a candidate for Director.		

(Notes)

1. There are no special interests between each candidate and the Company.
2. The number of shares of the Company held by each candidate includes those held by the Tomoe Engineering officers' shareholding association or the Tomoe Engineering employees' shareholding association.

Proposal 3: Election of One Director serving as Audit & Supervisory Committee Member

Mr. Mitsuo Matsumoto who is Director serving as Audit & Supervisory Committee Member will resign from office at the conclusion of this Annual Shareholders Meeting. Accordingly, the election of one Director serving as Audit & Supervisory Committee Member is proposed as a substitute for him.

The term of office of the Director serving as Audit & Supervisory Committee Member who is elected in this Annual Shareholders Meeting shall expire at the time when the term of office of the resigning Director serving as Audit & Supervisory Committee Member expires pursuant to the Articles of Incorporation of the Company.

The Audit & Supervisory Committee has given its consent to this proposal.

The candidate for Director serving as Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
Masayoshi Fukasawa (January 14, 1952) New appointment	April 1975 Joined the Company April 2007 General Manager, General Affairs Div. January 2011 Director In charge of General Affairs Div. and Business Coordination Div. and General Manager, General Affairs Div. April 2013 In charge of General Affairs Div. and Business Coordination Div. (current position) January 2015 Managing Director (current position)	18,320
(Reasons for selecting the candidate for Director) Mr. Masayoshi Fukasawa has been in charge of operations for general and personnel affairs, legal affairs and import and export, and he is well versed in those operations as an executive Director of the Company. Therefore, the Company believes that he is qualified as a Director serving as Audit & Supervisory Committee Member and appoints him as a candidate for Director serving as Audit & Supervisory Committee Member.		

(Notes)

1. There are no special interests between the candidate and the Company.
2. The number of shares of the Company held by the candidate includes those held by the Tomoe Engineering officers' shareholding association.
3. If this proposal is approved and Mr. Masayoshi Fukasawa is elected as a Director serving as Audit & Supervisory Committee Member, the Company intends to enter into agreements with him pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit his liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act. The limit on liability for damages under the agreement will be the minimum liability amount specified in Article 425, Paragraph 1 of the Companies Act.

Proposal 4: Payment of Bonuses to Officers

By considering the operating results for the fiscal year ended October 31, 2019 and other factors, payment of bonuses to four Directors (excluding Directors serving as Audit & Supervisory Committee Members) and four Directors serving as Audit & Supervisory Committee Members in the total amount of 67,926,000 yen (47,469,000 yen for Directors (excluding Directors serving as Audit & Supervisory Committee Members), and 20,457,000 yen for Directors serving as Audit & Supervisory Committee Members) is proposed. With regard to this proposal, the Audit & Supervisory Committee and Audit & Supervisory Committee Members have determined that the procedures to decide the total amount of bonuses to Officers and the specific method of calculation, etc. are appropriate and valid.

(Reference)

Selection criteria for Outside Directors of the Company

Outside Directors and the candidates for Outside Director of the Company shall be the individuals satisfying the following criteria:

1. The individuals who are capable of directly supervising the matters regarding management in general, financial and legal affairs, corporate governance and other issues that are deliberated or resolved at the Board of Directors meetings.
2. The individuals who have insight, expertise and experience conducive to the sustainable growth and medium- to long-term enhancement of corporate value of the Company, and are capable of expressing useful opinions and giving advice regarding the matters related to corporate management, including business strategy, formulation of medium-term management plan, etc.

Criteria for independence of Outside Directors of the Company

Outside Directors and the candidates for Outside Director of the Company shall be the individuals that do not fall under the following criteria 1 to 5. The applicable period for the criteria 2 to 5 shall be the present and the past ten years.

1. Individual related to the Group
Director (excluding Outside Director), Audit & Supervisory Board Member (excluding Outside Audit & Supervisory Board Member), Accounting Advisor, Executive Officer, Operating Officer or employee (hereinafter, "Executive, etc.") of the Company, or subsidiaries and affiliates of the Company (hereinafter, "the Group")
2. Shareholder and individual related thereto
 - (1) A shareholder who holds 10% or more of the Company's voting rights, or Executive, etc. of such shareholder
 - (2) An Executive, etc. of the company in which the Group holds 10% or more of voting rights
3. Individual related to business partner
 - (1) Executive, etc. of a business partner that records a transaction amount with the Group equivalent to 2% or more of said entity's consolidated net sales or; Executive, etc. of a business partner with which the Group records a transaction amount equivalent to 2% or more of the Group's consolidated net sales
 - (2) Executive, etc. of a financial institution from which the Group is borrowing an amount equivalent to 2% or more of the Group's consolidated total assets
4. Attorney-at-law, certified public accountant, tax accountant, etc.
 - (1) Certified public accountant, or employee or partner of an audit corporation, which is the Accounting Auditor of the Group
 - (2) An individual who receives an annual remuneration of 10 million yen or more from the Group as attorney-at-law, certified public accountant, tax accountant or other consultant, in addition to the remuneration as an officer
5. Others
 - (1) A spouse or any family within the second degree of kinship of the individual that falls under the above criteria 1 to 4
 - (2) Executive, etc. of a company, between which and the Group directors are mutually appointed
 - (3) Executive, etc. of a company, between which and the Group mutually hold shares