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Securities Code: 1828

June 5, 2024

To our shareholders:

Fumio Mizusawa  
Representative Director and President  
**TANABE ENGINEERING CORPORATION**  
20 Fukuda, Joetsu City, Niigata Prefecture

## Notice of the 56th Annual General Meeting of Shareholders

You are cordially notified of the 56th Annual General Meeting of Shareholders of TANABE ENGINEERING CORPORATION (the “Company”), which will be held as indicated below.

When convening the meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company’s website. Please access the website by using the internet address shown below to review the information.

The Company’s website: <https://www.tanabe-ind.co.jp/> (in Japanese)

(From the above website, select “Investor Relations ( I R 情報),” “IR Library ( I R ライブラリ),” “Stock Information (株式について),” and then “General Meeting of Shareholders (株主総会).”)

In addition to the Company’s website mentioned above, matters subject to measures for electronic provision are also posted on the following website.

Website for posted informational materials for the general meeting of shareholders:  
<https://d.sokai.jp/1828/teiji/> (in Japanese)

Instead of attending the meeting in person, you may exercise your voting rights in writing or via the internet. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:00 p.m. on Tuesday, June 25, 2024 (JST).

**1. Date and time:** Wednesday, June 26, 2024 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 56th fiscal year (from April 1, 2023 to March 31, 2024)
2. The Consolidated Financial Statements for the 56th fiscal year (from April 1, 2023 to March 31, 2024), 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 Seven 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 you exercise your voting rights in writing (by post) and do not indicate approval or disapproval of a proposal, it will be treated as an indication of approval.
  - If you exercise your voting rights more than once via the internet, only the last vote shall be deemed effective.
  - Please note that should you exercise your voting rights both via the internet and in writing (by post), your online vote will prevail, regardless of when the votes are received.
  - If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's aforementioned website and the website for posted informational materials for the general meeting of shareholders.
  - For this general meeting of shareholders, we have delivered paper-based documents stating the matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them. Among the matters subject to measures for electronic provision, in accordance with laws and regulations and the Company's Articles of Incorporation, the following matters are not included in the paper-based documents delivered to shareholders.
- (1) "Systems to Ensure the Appropriateness of Business Operations and the Status of its Implementation" included in the Business Report
  - (2) "Statement of Changes in Shareholders' Equity" and "Notes to Non-consolidated Financial Statements" included in the Non-consolidated Financial Statements
  - (3) "Statement of Changes in Shareholders' Equity" and "Notes to Consolidated Financial Statements" included in the Consolidated Financial Statements

Accordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements included in the paper-based documents constitute a part of the documents audited by the Financial Auditor in preparing the financial audit report and the Audit & Supervisory Board Members in preparing the audit report.

## 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 comprehensive consideration to such matters as business performance, the dividend payout ratio and financial condition, the Company proposes to pay a year-end dividend of ¥50 per share (¥10 higher than the previous year) for the 56th fiscal year.

#### Type of dividend property

Cash

Allotment of dividend property and their aggregate amount

¥50 per common share of the Company

Total dividends: ¥523,375,800

Effective date of dividends of surplus

June 27, 2024

**Proposal No. 2** Election of Seven Directors

The terms of office of all seven Directors will expire at the conclusion of this meeting. As such, the Company proposes the election of seven Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility	Attributes
1	Yoshio Watanuki	Representative Director, Chairman	Reelection
2	Fumio Mizusawa	Representative Director, President and Executive Officer	Reelection
3	Hisayuki Yamaguchi	Director, Senior Managing Executive Officer In charge of Quality and Safety Promotion Office, NAGOYA Branch Office, OMUTA Branch Office, HIMEJI Technology Center	Reelection
4	Yuichi Gommori	Executive Managing Director General Manager of Corporate Administration Division	Reelection
5	Eiichi Aoki	Executive Managing Director Branch Manager of CHIBA Branch Office, in charge of KASHIMA Branch Office	Reelection
6	Yuichi Yokota	Unaffiliated Director	Reelection Unaffiliated Independent
7	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	<p style="text-align: center;">Yoshio Watanuki (July 3, 1941) Reelection</p> <p>Attendance record at meetings of the Board of Directors 16 out of 17</p>	<p>Feb. 1969      Joined the Company</p> <p>Oct. 1981      Director and General Manager of Sales Department</p> <p>Apr. 1990      Managing Director and General Manager of Sales Division</p> <p>June 1990      Senior Managing Director and General Manager of Sales Division</p> <p>Oct. 1998      Representative Director and President</p> <p>June 2009      Representative Director, President and Executive Officer</p> <p>June 2023      Representative Director and Chair (current position)</p> <p>Significant concurrent positions outside the Company -</p>	320,500 shares
<p>Reasons for nomination as candidate for Director</p> <p>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 was appointed Representative Director and Chair in 2023. 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.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
2	<p>Fumio Mizusawa (April 22, 1955) Reelection Attendance record at meetings of the Board of Directors 17 out of 17</p>	<p>Feb. 1983      Joined the Company Sep. 1998      Representative Director and President 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 Apr. 2021      Executive Managing Director In charge of OSAKA Branch Office, NAGOYA Branch Office, HIMEJI Technology Center and TANABE (THAILAND) Co., Ltd. Apr. 2022      Executive Managing Director in charge of OSAKA Branch Office, NAGOYA Branch Office, HIMEJI Technology Center, Power Operation Department and TANABE (THAILAND) Co., Ltd. June 2023      Representative Director, President and Executive Officer (current position) Significant concurrent positions outside the Company -</p>	56,700 shares
<p>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 operation. He was appointed Representative Director and President in June 2023 after serving as Representative Director of TANABE (THAILAND) Co., Ltd. and Executive Managing Director, 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 from a global perspective based on his wealth of experience and achievement overseas and thereby 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
3	<p data-bbox="331 757 539 813">Hisayuki Yamaguchi (June 15, 1956)</p> <p data-bbox="288 819 582 936">Reelection Attendance record at meetings of the Board of Directors 16 out of 17</p>	<p data-bbox="612 264 1236 1395"> Apr. 1979    Joined the Company  June 2009    Executive Officer and Branch Manager of  CHIBA Branch Office  Apr. 2013    Executive Officer and Branch Manager of  OUMI Branch Office  June 2013    Senior Executive Officer and Branch Manager  of OUMI Branch Office  June 2014    Senior Executive Director and Branch Manager  of OUMI Branch Office  June 2016    Executive Managing Director and Branch  Manager of OUMI Branch Office  Apr. 2018    Executive Managing Director, Branch Manager  of OUMI Branch Office in charge of Quality  and Safety Promotion Office and HOKURIKU  Branch Office  June 2020    Executive Managing Director, Branch Manager  of OUMI Branch Office in charge of Quality  and Safety Promotion Office, HOKURIKU  Branch Office and OMUTA Branch Office  June 2022    Executive Managing Director, Branch Manager  of OUMI Branch Office in charge of Quality  and Safety Promotion Office, Engineering  Department, HOKURIKU Branch Office and  OMUTA Branch Office  June 2023    Senior Managing Executive Officer and Branch  Manager of OUMI Branch Office in charge of  Quality and Safety Promotion Office,  NAGOYA Branch Office, OMUTA Branch  Office, and HIMEJI Technology Center  Apr. 2024    Senior Managing Executive Officer, in charge  of Quality and Safety Promotion Office,  NAGOYA Branch Office, OMUTA Branch  Office, and HIMEJI Technology Center (current  position)  Significant concurrent positions outside the Company  - </p>	30,800 shares
<p data-bbox="272 1435 754 1462">Reasons for nomination as candidate for Director</p> <p data-bbox="272 1469 1439 1588">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>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
4	<p>Yuichi Gommori (February 18, 1957) Reelection Attendance record at meetings of the Board of Directors 17 out of 17</p>	<p>Apr. 1979      Joined the Company Apr. 2013      General Manager of Administration Department June 2014      Executive Officer and General Manager of Administration Department June 2015      Senior Executive Officer and General Manager of Administration Department June 2016      Senior Executive Director and General Manager of Administration Department June 2018      Senior Executive Director and General Manager of Corporate Administration Division June 2023      Executive Managing Director and General Manager of Corporate Administration Division (current position) Significant concurrent positions outside the Company -</p>	17,500 shares
		<p>Reasons for nomination as candidate for Director 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>	
5	<p>Eiichi Aoki (September 25, 1960) Reelection Attendance record at meetings of the Board of Directors 13 out of 13</p>	<p>Apr. 1985      Joined the Company Apr. 2013      Branch Manager of KASHIMA Branch Office June 2016      Executive Officer and Branch Manager of KASHIMA Branch Office Apr. 2018      Executive Officer and Branch Manager of CHIBA Branch Office in charge of KASHIMA Branch Office June 2019      Senior Executive Officer and Branch Manager of CHIBA Branch Office in charge of KASHIMA Branch Office June 2022      Executive Managing Officer, Branch Manager of CHIBA Branch Office, in charge of KASHIMA Branch Office and SAITAMA Technology Center June 2023      Executive Managing Director and Branch Manager of CHIBA Branch Office in charge of KASHIMA Branch Office (current position) Significant concurrent positions outside the Company -</p>	16,000 shares
		<p>Reasons for nomination as candidate for Director Eiichi Aoki joined the Company in 1985 and has been mainly engaged in the industrial plant facility construction business, and was appointed as a Director in June 2023 and has been in charge of management of the Company. He has extensive experience and knowledge of on-site management, such as involvement in various major projects, and the Company deems that he will contribute to the sustainable growth of the Company and thereby requests his election as Director.</p>	



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
6	Yuichi Yokota (June 17, 1953) Reelection Unaffiliated Independent Attendance record at meetings of the Board of Directors 17 out of 17	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 and expected role Yuichi Yokota has never been directly involved in the management of a company except as an outside officer. 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.			
7	Naoki Nomoto (December 24, 1958) Reelection Unaffiliated Independent Attendance record at meetings of the Board of Directors 16 out of 17	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) Sep. 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 and expected role Naoki Nomoto has never been directly involved in the management of a company except as an outside officer. 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)
- There is no special interest between any of the candidates and the Company.
  - Candidates for Director Yuichi Yokota and Naoki Nomoto are candidates for Unaffiliated Director.
  - 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.
  - 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. 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.
  - The Company has entered into a Directors & Officers Liability Insurance agreement with an insurance company as set forth in Article 430-3, Paragraph 1 of the Companies Act. This agreement covers all directors, executive officers, and corporate auditors in the event that they are held liable for damages, etc. arising from their duties (does not apply to cases that are excluded within the insurance agreement). If the candidates are elected and assume office as directors, they will become insureds under this insurance agreement.  
This insurance agreement comes up for renewal on June 30, 2024.
  - Yuichi Yokota will have served as Unaffiliated Director for eight years at the conclusion of this meeting.

7. Naoki Nomoto will have served as Unaffiliated Director for six years at the conclusion of this meeting.

Skills Matrix of Board of Directors

Name		Areas of competency (knowledge, experience, abilities, etc.)								
		Corporate management	Accounting/ Finance/ Taxation	Legal/ Compliance	Personnel management	Engineering/ Project management	Quality/ Safety	Sales strategy	Global	Sustainability
Director	Yoshio Watanuki (affiliated)	●			●			●	●	
	Fumio Mizusawa (affiliated)	●				●			●	●
	Hisayuki Yamaguchi (affiliated)	●				●	●	●		
	Yuichi Gommori (affiliated)	●	●		●					●
	Eiichi Aoki (affiliated)					●	●	●		
	Yuichi Yokota (unaffiliated)							●		●
	Naoki Nomoto (unaffiliated)		●							●
Audit & Supervisory Board Member	Sunao Kosugi (affiliated)	●		●			●			
	Hideo Ito (unaffiliated)		●	●						●
	Ryuichi Shimamune (unaffiliated)		●							●

Note The above matrix does not list all of the officers' competencies. For each of the officers, as many as four categories are marked with ● to indicate a particular competency and areas where the Director or Audit & Supervisory Board Member is expected to make a contribution to the Company.