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To Shareholders with Voting Rights:

Kiyoshi Tazuke
Representative Director & CEO
Tri Chemical Laboratories Inc.
8154-217 Uenohara, Uenohara-shi,
Yamanashi

NOTICE OF THE 46th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We hereby notify you that the 46th Annual General Meeting of Shareholders of Tri Chemical Laboratories Inc. (the “Company”) will be held for the purposes as described on the next page.

When convening this General Meeting of Shareholders, the Company takes measures for electronic provision. Matters subject to measures for electronic provision are posted as the “Notice of the 46th Annual General Meeting of Shareholders” on the following website on the Internet.

The Company’s website:

<https://www.trichemical.com/english>

Please visit the Company’s website and select “IR Information” on the top page to check the information.

In addition to the above, matters subject to measures for electronic provision are also posted on the Tokyo Stock Exchange (TSE) website.

Tokyo Stock Exchange website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please visit the TSE website above, enter the Company’s name in the “Issue name (company name)” field or the Company’s securities code in the “Code” field, and perform a search. Then, click “Basic information” and select “Documents for public inspection/PR information” to check the information.

In addition to attending the meeting in person, you can exercise your voting rights either in writing or via the Internet. Please read the Reference Documents for the General Meeting of Shareholders included in matters subject to measures for electronic provision, confirm the “Guidance for Exercising Voting Rights” (Japanese only) to be hereinafter described and exercise your voting rights by 4:30 p.m. on Wednesday, April 24, 2024, Japan time.

- 1. Date and Time:** Thursday, April 25, 2024 at 10:00 a.m. Japan time (doors open at 9:00 a.m.)
- 2. Place:** Training Room on 2nd floor of Tri Chemical Laboratories Inc. Annex, located at 8154-29 Uenohara, Uenohara-shi, Yamanashi, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 46th Fiscal Year (February 1, 2023 - January 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
 2. Non-Consolidated Financial Statements for the Company's 46th Fiscal Year (February 1, 2023 - January 31, 2024)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of 7 Directors
- Proposal 3:** Election of 2 Auditors

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Should the matters subject to measures for electronic provision require any revisions, the details of the revisions will be posted on the respective websites on which the matters are posted.

No gifts will be distributed at the meeting. We appreciate your understanding.

Reference Documents for the General Meeting of Shareholders

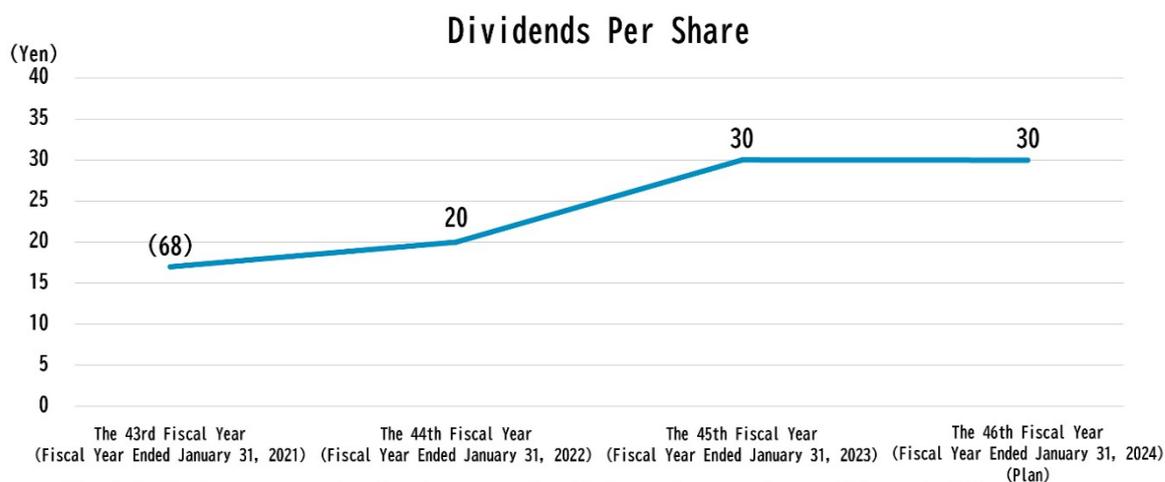
Proposals and References

Proposal 1: Appropriation of Surplus

The Company acknowledges shareholder return as one of the important management priorities. Taking into consideration enhancement of internal reserves for future business development and strengthening of the financial structure, our policy is to, in the future, enable shareholder return by comprehensively considering performance trends and payout ratio, etc., while aiming for stable dividends for the time being.

Based on the above policy, we propose that the year-end dividend for the current fiscal year to be as follows.

1. Type of dividend property:
Cash
2. Matters regarding the assignment of the dividend property and total amount thereof:
Dividend per common share of the Company ¥30
Total amount ¥974,908,140
3. Effective date of dividends of surplus:
April 26, 2024



- (Notes) 1. The Company executed a four-for-one stock split for each common share on February 1, 2021.
2. The graph is based on numerical values after the stock split.
3. The numerical values on the graph are the actual amounts of dividends.

Proposal 2: Election of 7 Directors

The terms of office of all 5 current Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders, and Mr. Takeshi Jin will retire due to the expiration of his term of office. Accordingly, in order to further expand our business and improve the transparency of management, the Company proposes increases in the number of Directors by 1 and in the number of External Directors by 1, as well as the election of 7 Directors (including 3 External Directors).

The candidates are as follows:

| No. | Name | Current positions and responsibilities in the Company | Attendance at the Board of Directors meetings |
|-----|---|---|---|
| 1 | Reappointment Jumpei Takenaka | Chairman | 100% (19/19) |
| 2 | Reappointment Kiyoshi Tazuke | Representative Director & CEO In charge of overall management, quality control, and safety promotion departments | 100% (19/19) |
| 3 | Reappointment Hironobu Ohsugi | Director Executive Officer In charge of technology department | 100% (15/15) |
| 4 | New appointment Yoshihide Suzuki | Executive Officer In charge of administration department | – |
| 5 | Reappointment External Independent Toshihisa Hashimoto | External Director | 100% (15/15) |
| 6 | New appointment External Independent Hitoshi Iida | – | – |
| 7 | New appointment External Independent Kyoko Kato | – | – |

(Reference) Experience and knowledge held by each new candidate

| Name | Position (scheduled) | Gender | Number of years in office | Knowledge, experience, and abilities held by each Director candidate | | | | | | | |
|------------------|----------------------------|--------|---------------------------|--|-----------------------------|--------------------|-----------------|--------|--------------------|-------------------------------|--------------------|
| | | | | Corporate management | Production technology R & D | Personnel strategy | Sales Marketing | Global | Finance Accounting | Legal affairs Risk management | ESG Sustainability |
| Yoshihide Suzuki | Director Executive Officer | Male | 4 years | | | ○ | | | ○ | | ○ |
| Hitoshi Iida | Director | Male | – | ○ | | | ○ | | | | |
| Kyoko Kato | Director | Female | – | | | | ○ | ○ | | | |

(Notes)

1. The number of years in office of Mr. Yoshihide Suzuki indicates the total number of years he has served as a Director, including the years in the past.
2. For details on reasons for selecting the above skills, please refer to the reasons for selection stated in (1) Status of Directors and Auditors in “4. Matters Regarding the Company’s Directors and Officers” under the Business Report.

| No. | Name (Date of birth) | Past experience, positions and responsibilities in the Company, and significant concurrent positions | Number of shares of the Company held |
|-----|--|--|--------------------------------------|
| 1 | Jumpei Takenaka (September 1, 1940) (Male) <u>Reappointment</u> | December 1978 Established the Company; President April 2001 Chairman June 2003 President April 2009 Director; Chairman April 2010 Director; Advisor April 2016 Chairman (current position) There are no special interests between the candidate and the Company. | 4,163,840 |
| | <p>[Reason for nomination as candidate for Director] As the founder of the Company, Mr. Jumpei Takenaka has directed and supervised the management of the Company, based on his extensive experience accumulated over the years as a business manager, and has committed to the growth of the businesses and enhancement of the Company's corporate value. The Company nominated him as a candidate for Director again because we expect him to continue working on the enhancement of corporate value and to fulfill his role of supervising the deliberations and decisions of important matters as well as business execution as a Director.</p> | | |
| 2 | Kiyoshi Tazuke (October 21, 1964) (Male) <u>Reappointment</u> | April 1987 Joined the Company July 2002 General Manager, Sales Department May 2004 General Manager, Sales Headquarters April 2007 Director; General Manager, Sales Headquarters April 2012 Senior Executive Director April 2014 President April 2022 Representative Director & CEO; In charge of overall management, quality control, and safety promotion departments (current position) There are no special interests between the candidate and the Company. | 305,600 |
| | <p>[Reason for nomination as candidate for Director] Having extensive experience mainly in the sales department of the Company, Mr. Kiyoshi Tazuke assumed the position of President in April 2014, and since then has been working on formulating and implementing strategies for the enhancement of the Company's corporate value in the medium to long term. The Company nominated him as a candidate for Director again because we expect him to continue working on the enhancement of corporate value, and fulfill his roles of supervising the deliberations and decisions of important matters and business execution, as well as roles of formulating and managing the execution of business strategies of the Company as a Director.</p> | | |
| 3 | Hironobu Ohsugi (August 13, 1972) (Male) <u>Reappointment</u> | April 1995 Joined the Company April 2006 General Manager, Production Department February 2017 Executive Manager, Production and Manufacturing Technology Department April 2017 Director; In charge of production and manufacturing technology September 2019 President, HBR Co., Ltd. (current position) April 2022 Executive Officer; In charge of technology department, the Company April 2023 Director; Executive Officer; In charge of technology department (current position) [Significant concurrent position] President, HBR Co., Ltd. There are no special interests between the candidate and the Company. | 114,800 |
| | <p>[Reason for nomination as candidate for Director] Since joining the Company, Mr. Hironobu Ohsugi has consistently held important positions in the production, manufacturing technology and development departments. He has in-depth knowledge on the business and industry of the Company, and has worked on the enhancement of the Company's corporate value as a Director and an Executive Officer in charge of technology department. The Company nominated him as a candidate for Director again because, by considering his track record, experience, and capabilities, we expect him to continue to contribute to the Company's business expansion and general management.</p> | | |

| No. | Name (Date of birth) | Past experience, positions and responsibilities in the Company, and significant concurrent positions | Number of shares of the Company held |
|---|---|---|--------------------------------------|
| 4 | Yoshihide Suzuki (July 31, 1971) (Male) New appointment | <p>April 1994 Joined the Company</p> <p>October 2007 General Manager, Corporate Planning Office</p> <p>April 2014 General Manager, Administration Department</p> <p>February 2017 Executive Manager, Administration and System Management Department</p> <p>April 2018 Director; In charge of administration, system management and quality control</p> <p>February 2021 Director; In charge of finance, accounting and purchasing</p> <p>April 2022 Executive Officer; In charge of administration department (current position)</p> <p>There are no special interests between the candidate and the Company.</p> | 135,000 |
| <p>[Reason for nomination as candidate for Director]</p> <p>Since joining the Company, Mr. Yoshihide Suzuki has consistently held important positions in the administration department. In particular, he has in-depth knowledge on the business and industry of the Company, and has worked on the enhancement of the Company's corporate value as a Director and an Executive Officer in charge of administration department.</p> <p>The Company nominated him as a candidate for Director because we believe, by considering his track record, experience, and capabilities, he will contribute to the Company's business expansion and general management.</p> | | | |
| 5 | Toshihisa Hashimoto (February 3, 1978) (Male) Reappointment External Independent | <p>October 2006 Registered at Daini Tokyo Bar Association</p> <p>October 2006 Joined Chugai Law Office (current position)</p> <p>May 2016 Legal Advisor, the Company</p> <p>April 2023 Director (current position)</p> <p>There are no special interests between the candidate and the Company.</p> | — |
| <p>[Reason for nomination as candidate for External Director and expected roles]</p> <p>Mr. Toshihisa Hashimoto has fulfilled roles of an External Director, including the functions of making decisions at the Board of Directors meetings, etc. and supervising the management of the Company, by actively raising questions and offering advice in deliberations of proposals, etc. at the Board of Directors meeting from an independent perspective of External Director, particularly on the issue of corporate governance structure, based on his professional knowledge and experience as an attorney.</p> <p>The Company requests his election because we believe he will continue to contribute significantly to the improvement of governance in the Company and the Company Group as an External Director.</p> <p>He will have served as an External Director of the Company for 1 year as of the conclusion of this year's Annual General Meeting of Shareholders.</p> | | | |
| 6 | Hitoshi Iida (March 2, 1958) (Male) New appointment External Independent | <p>April 1981 Joined Furukawa Mining Co., Ltd. (currently FURUKAWA CO., LTD.)</p> <p>July 2003 General Manager, Sales Department, Electronic Materials Division, FURUKAWA CO., LTD.</p> <p>March 2005 Director; General Manager, Sales Office, Furukawa Denshi Co., Ltd.</p> <p>June 2005 Director, Iwaki Semiconductor Co., Ltd.</p> <p>April 2014 President, FD Coil Philippines, Inc.</p> <p>June 2016 President & Representative Director, Furukawa Denshi Co., Ltd. Representative Director & Executive Vice President, Iwaki Semiconductor Co., Ltd.</p> <p>June 2018 Executive Officer, FURUKAWA CO., LTD.</p> <p>June 2023 Chairman, Furukawa Denshi Co., Ltd. (current position) Auditor, FURUKAWA CO., LTD. (current position)</p> <p>[Significant concurrent positions] Chairman, Furukawa Denshi Co., Ltd. Auditor, FURUKAWA CO., LTD.</p> <p>There are no special interests between the candidate and the Company.</p> | — |
| <p>[Reason for nomination as candidate for External Director and expected roles]</p> <p>Mr. Hitoshi Iida is a candidate for External Director. Having held important positions at Furukawa Denshi Co., Ltd. and other companies and currently being involved in the management of multiple companies, he has a wealth of knowledge and broad insight as a business manager.</p> <p>The Company requests his election because we believe that we can expect him to take advantage of such experience and insight and strengthen the Company's management structure through his advice and guidance for the management of the Company, as well as appropriate supervision from an objective viewpoint.</p> | | | |

| No. | Name (Date of birth) | Past experience, positions and responsibilities in the Company, and significant concurrent positions | Number of shares of the Company held |
|--|--|--|--------------------------------------|
| 7 | Kyoko Kato (April 6, 1963) (Female) <u>New appointment</u> <u>External</u> <u>Independent</u> | April 1986 Joined the Company April 1991 Senior Chemist, Ecolab K.K. May 1996 Marketing Communication Group Leader, Sigma-Aldrich Japan K.K. March 2005 Marketing Communication Manager, Life Technologies Japan Ltd. August 2010 Regional Marketing Manager, AB Sciex K.K. June 2013 Senior Customer Success Manager, Verticurl Japan G.K. September 2014 General Manager, Public Relations Department, Pitney Bowes Japan Corporation November 2015 Marketing Communication Manager, Bruker Japan K.K. (current position) [Significant concurrent position] Marketing Communication Manager, Bruker Japan K.K. There are no special interests between the candidate and the Company. | – |
| <p>[Reason for nomination as candidate for External Director and expected roles] Ms. Kyoko Kato is a candidate for External Director. Having held important positions at Bruker Japan K.K. and other companies, she has a wealth of knowledge and broad insight as a business manager. The Company requests her election because we believe that we can expect her to take advantage of such experience and insight and strengthen the Company's management structure through her advice and guidance for the management of the Company, as well as appropriate supervision from an objective viewpoint.</p> | | | |

(Notes)

1. Mr. Toshihisa Hashimoto, Mr. Hitoshi Iida, and Ms. Kyoko Kato are candidates for External Directors. The Company has appointed Mr. Toshihisa Hashimoto as an independent director as stipulated by Tokyo Stock Exchange, Inc. and notified the exchange to that effect. The Company also plans to appoint Mr. Hitoshi Iida and Ms. Kyoko Kato as independent directors as stipulated by the exchange and notify the exchange to that effect.
2. The Company plans to enter into an agreement with Mr. Hitoshi Iida and Ms. Kyoko Kato to limit their liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. If Mr. Toshihisa Hashimoto is reappointed, the Company plans to continue the above liability limitation agreement with him.
3. The Company has concluded a directors and officers liability insurance agreement with an insurance company to compensate for damages including compensation for damages, settlement money, and legal expenses to be borne by the insureds. Each of the candidates will become an insured person under the insurance agreement. In addition, the Company plans to renew the insurance policy with the same conditions at the next renewal.

Proposal 3: Election of 2 Auditors

Auditors Mr. Nobuyoshi Umezawa and Mr. Michiaki Hagiwara will retire at the conclusion of this year's Annual General Meeting of Shareholders due to the expiration of their term of office. Accordingly, the Company proposes the election of 2 new Auditors.

The Board of Auditors has given its prior approval to this proposal.

The candidates are as follows:

| No. | Name | | | Current positions in the Company | |
|-----|--------------------|----------|-------------|----------------------------------|---|
| 1 | New appointment | External | Independent | Koji Sakakura | – |
| 2 | New appointment | External | Independent | Young Gil Chung | – |

(Reference) Experience and knowledge held by each new candidate

| Name | Position (scheduled) | Gender | Number of years in office | Knowledge, experience, and abilities held by each Auditor candidate | | | | | | | | |
|--------------------|-------------------------|--------|---------------------------------|---|-----------------------------------|-----------------------|--------------------|--------|-----------------------|-------------------------------------|-----------------------|---|
| | | | | Corporate management | Production technology R & D | Personnel strategy | Sales Marketing | Global | Finance Accounting | Legal affairs Risk management | ESG Sustainability | |
| Koji Sakakura | Auditor | Male | – | | | | | | | ○ | ○ | ○ |
| Young Gil Chung | Auditor | Male | – | ○ | | | | | | | | ○ |

(Note) For details on reasons for selecting the above skills, please refer to the reasons for selection stated in (1) Status of Directors and Auditors in “4. Matters Regarding the Company’s Directors and Officers” under the Business Report.

| No. | Name (Date of birth) | Past experience, positions in the Company, and significant concurrent positions | Number of shares of the Company held |
|--|---|---|--|
| 1 | Koji Sakakura (March 13, 1965) (Male) New appointment External Independent | <p>October 1992 Joined Ota Showa Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>April 1997 Registered as a certified public accountant</p> <p>January 2005 Registered as a certified public tax accountant</p> <p>February 2012 Representative Director, Sakakura Management Research Institute Inc. (current position)</p> <p>January 2013 Head, Sakakura CPA Office (current position)</p> <p>[Significant concurrent positions] Representative Director, Sakakura Management Research Institute Inc. Head, Sakakura CPA Office</p> <p>There are no special interests between the candidate and the Company.</p> | – |
| [Reason for nomination as candidate for External Auditor] Mr. Koji Sakakura is both a certified public accountant and a certified public tax accountant, and has deep insight regarding finance and accounting. The Company requests his election because we believe he will adequately execute duties as an External Auditor. | | | |
| 2 | Young Gil Chung (November 3, 1962) (Male) New appointment External Independent | <p>April 1992 Joined Fujitsu Social Science Laboratory Limited</p> <p>April 1993 Joined Hitachi High-Tech Korea Co., Ltd.</p> <p>November 2013 Representative Director, Smatech Co., Ltd. (current position)</p> <p>[Significant concurrent position] Representative Director, Smatech Co., Ltd.</p> <p>There are no special interests between the candidate and the Company.</p> | – |
| [Reason for nomination as candidate for External Auditor] Mr. Young Gil Chung serves as Representative Director of Smatech Co., Ltd., and has a wealth of experience and broad insight as a corporate manager. The Company requests his election as an External Auditor because we can expect him to conduct audits and monitor the management based on his experience and insight. | | | |

(Notes)

- 1 Mr. Koji Sakakura and Mr. Young Gil Chung are candidates for External Auditors. The Company plans to appoint them as independent auditors as stipulated in the provisions of Tokyo Stock Exchange, Inc. and notify the exchange to that effect.
- 2 The Company plans to enter into an agreement with Mr. Koji Sakakura and Mr. Young Gil Chung to limit their liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act.
- 3 The Company has concluded a directors and officers liability insurance agreement with an insurance company to compensate for damages including compensation for damages, settlement money, and legal expenses to be borne by the insureds. Each of the candidates will become an insured person under the insurance agreement. In addition, the Company plans to renew the insurance policy with the same conditions at the next renewal.