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(Stock Exchange Code 4369)
April 3, 2020

To Shareholders with Voting Rights:

Kiyoshi Tazuke
President
Tri Chemical Laboratories Inc.
8154-217 Uenohara, Uenohara-shi,
Yamanashi

**NOTICE OF
THE 42nd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 42nd Annual General Meeting of Shareholders of Tri Chemical Laboratories Inc. (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 either in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, confirm the “Guidance for Exercising Voting Rights” (Japanese only) to be hereinafter described and exercise your voting rights by 4:30 p.m. on Thursday, April 23, 2020, Japan time.

- 1. Date and Time:** Friday, April 24, 2020 at 10:00 a.m. Japan time (doors open at 9:00 a.m.)
- 2. Place:** 4F, Banquet Room “Utage” at the Keio Plaza Hotel Hachioji located at 14-1, Asahi-cho, Hachioji-shi, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 42nd Fiscal Year (February 1, 2019 - January 31, 2020) 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 42nd Fiscal Year (February 1, 2019 - January 31, 2020)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of 10 Directors
Proposal 3: Election of 2 Auditors
Proposal 4: Election of 2 Substitute Auditors

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

Should the Business Report, Non-Consolidated Financial Statements, Consolidated Financial Statements and Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company’s website (<http://www.trichemical.com>).

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	¥58
Total amount	¥453,084,806

3. Effective date of dividends of surplus:

April 27, 2020

Proposal 2: Election of 10 Directors

The terms of office of all 9 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, in order to strengthen research and development as well as sales activities, the Company proposes to increase the number of Directors by 1 and the election of 10 Directors (including 2 External Directors).

The candidates are as follows:

No.	Name	Positions and titles	Attendance at the Board of Directors meetings
1	<input type="checkbox"/> Reappointment	Jumpei Takenaka Chairman	100% (18/18)
2	<input type="checkbox"/> Reappointment	Kiyoshi Tazuke President	100% (18/18)
3	<input type="checkbox"/> Reappointment	Hisakatsu Sugawara Senior Executive Director In charge of finance and accounting	94% (17/18)
4	<input type="checkbox"/> Reappointment	Masahito Shibata Executive Director In charge of sales and development	94% (17/18)
5	<input type="checkbox"/> Reappointment	Hironobu Ohsugi Director In charge of production and manufacturing technology	100% (18/18)
6	<input type="checkbox"/> Reappointment	Yoshihide Suzuki Director In charge of administration, system management and quality control	100% (18/18)
7	<input type="checkbox"/> New appointment	Takashi Udagawa General Manager, First Sales Department	—
8	<input type="checkbox"/> New appointment	Tatsuya Ohira Executive Manager, Sales Department	—
9	<input type="checkbox"/> Reappointment <input type="checkbox"/> External <input type="checkbox"/> Independent	Takeshi Jin Director	100% (18/18)
10	<input type="checkbox"/> Reappointment <input type="checkbox"/> External <input type="checkbox"/> Independent	Shuji Ota Director	94% (17/18)

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Jumpei Takenaka (September 1, 1940) [Reappointment]	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.	1,040,960
	<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) [Reappointment]	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 (current position) March 2017 Representative Director, TRI CHEMICAL ELECTRONIC MATERIALS TAIWAN INC. (current position) [Significant concurrent positions] Representative Director, TRI CHEMICAL ELECTRONIC MATERIALS TAIWAN INC. There are no special interests between the candidate and the Company.	76,100
	<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 to fulfill his role of supervising the deliberations and decisions of important matters as well as business execution as a Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Hisakatsu Sugawara (March 21, 1958) [Reappointment]	May 2004 February 2005 April 2006 April 2007 April 2012 April 2016 February 2017 April 2018 There are no special interests between the candidate and the Company.	80,400
		<p>[Reason for nomination as candidate for Director] Since joining the Company, Mr. Hisakatsu Sugawara has held important positions in the production and development departments and most recently became in charge of the finance and accounting departments, and made efforts including strengthening of the Company's financial structure. The Company nominated him as a candidate for Director again because we believe, by considering his track record, experience, and capabilities, he will continue to contribute to the Company's business expansion and general management.</p>	
4	Masahito Shibata (May 30, 1967) [Reappointment]	April 1991 May 2004 April 2012 April 2017 There are no special interests between the candidate and the Company.	42,200
		<p>[Reason for nomination as candidate for Director] Since joining the Company, Mr. Masahito Shibata has held important positions in the production, development and sales 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. The Company nominated him as a candidate for Director again because we believe, by considering his track record, experience, and capabilities, he will continue to contribute to the Company's business expansion and general management.</p>	
5	Hironobu Ohsugi (August 13, 1972) [Reappointment]	April 1995 April 2006 February 2017 April 2017 September 2019 [Significant concurrent positions] President, HBR Co., Ltd. There are no special interests between the candidate and the Company.	28,600
		<p>[Reason for nomination as candidate for Director] Since joining the Company, Mr. Hironobu Ohsugi has consistently held important positions in the production and manufacturing technology department. 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. The Company nominated him as a candidate for Director again because we believe, by considering his track record, experience, and capabilities, he will continue to contribute to the Company's business expansion and general management.</p>	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Yoshihide Suzuki (July 31, 1971) [Reappointment]	April 1994 Joined the Company October 2007 General Manager, Corporate Planning Office April 2014 General Manager, Administration Department February 2017 Executive Manager, Administration and System Management Department April 2018 Director; In charge of administration, system management and quality control (current position) There are no special interests between the candidate and the Company.	33,300
	[Reason for nomination as candidate for Director] 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 of the Company, and as Director has worked on the enhancement of the Company's corporate value. The Company nominated him as a candidate for Director again because we believe, by considering his track record, experience, and capabilities, he will continue to contribute to the Company's business expansion and general management.		
7	Takashi Udagawa (April 14, 1970) [New appointment]	April 1994 Joined the Company February 2017 General Manager, First Sales Department (current position) There are no special interests between the candidate and the Company.	4,700
	[Reason for nomination as candidate for Director] Since joining the Company, Mr. Takashi Udagawa has held important positions in the production and sales departments, and has in-depth knowledge on the business and industry of the Company. 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.		
8	Tatsuya Ohira (June 10, 1973) [New appointment]	April 1996 Joined the Company April 2015 General Manager, Sales Department II February 2017 Executive Manager, Sales Department (current position) There are no special interests between the candidate and the Company.	36,100
	[Reason for nomination as candidate for Director] Since joining the Company, Mr. Tatsuya Ohira has held important positions in the production, development and sales departments, and has in-depth knowledge on the business and industry of the Company. 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.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	Takeshi Jin (March 21, 1938) [Reappointment] [External] [Independent]	<p>April 1964 Registered at Daini Tokyo Bar Association April 1964 Joined Chugai Law Office (current position) August 2003 Auditor, the Company April 2005 Legal Advisor June 2015 Director, KANADEN CORPORATION (current position) April 2016 Director, the Company (current position)</p> <p>[Significant concurrent positions] Director, KANADEN CORPORATION</p> <p>There are no special interests between the candidate and the Company.</p>	16,200
<p>[Reason for nomination as candidate for External Director] Mr. Takeshi Jin has been fulfilling a function of decision-making at the Board of Directors meetings, etc. and to supervise 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. 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 a Director. He will have served as an External Director of the Company for 4 years as of the conclusion of this Annual General Meeting of Shareholders.</p>			
10	Shuji Ota (December 16, 1951) [Reappointment] [External] [Independent]	<p>April 1975 Joined Showa Audit Corporation (currently Ernst & Young ShinNihon LLC) July 2000 Senior Partner July 2013 Head, Shuji Ota CPA Office (current position) April 2014 Auditor, the Company April 2017 Director, the Company (current position) June 2017 Auditor, Japan International Broadcasting Inc. (current position) June 2019 Audit & Supervisory Board Member, NIPPON CHEMI-CON CORPORATION (current position)</p> <p>[Significant concurrent positions] Head, Shuji Ota CPA Office Auditor, Japan International Broadcasting Inc. Audit & Supervisory Board Member, NIPPON CHEMI-CON CORPORATION</p> <p>There are no special interests between the candidate and the Company.</p>	1,300
<p>[Reason for nomination as candidate for External Director] Mr. Shuji Ota has been fulfilling a function of decision-making at the Board of Directors meetings, etc. and to supervise 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, on issues such as the status of establishment of the Company's internal control system as well as corporate governance structure, based on his professional knowledge and experience as a certified public accountant. 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 a Director. He will have served as an External Director of the Company for 3 years as of the conclusion of this Annual General Meeting of Shareholders.</p>			

(Notes)

1. Messrs. Takeshi Jin and Shuji Ota are candidates for External Directors. The Company has appointed Messrs. Takeshi Jin and Shuji Ota as independent directors as stipulated by Tokyo Stock Exchange, Inc. and notified the exchange to that effect.
2. The Company has entered into an agreement with Messrs. Takeshi Jin and Shuji Ota 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 the two candidates are reappointed, the Company plans to continue the above liability limitation agreement with them.

Proposal 3: Election of 2 Auditors

The term of office of 2 Auditors Nobuyoshi Umezawa and Michiaki Hagiwara will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of 2 Auditors.

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

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Nobuyoshi Umezawa (August 23, 1940)	April 1995 Administrative Supervisor, Research Center for Pathogenic Fungi and Microbial Toxicoses, Chiba University	1,300
	[Reappointment] [External] [Independent]	October 2000 Administrative Manager, IMAI Quantum Computation and Information Project, Japan Science and Technology Agency April 2008 Auditor, the Company (current position) There are no special interests between the candidate and the Company.	
[Reason for nomination as candidate for External Auditor] Although Mr. Nobuyoshi Umezawa has never been directly involved in corporate management, he has held positions of clerical manager at a university and a public research institute, 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. He will have served as an External Auditor of the Company for 12 years as of the conclusion of this Annual General Meeting of Shareholders.			
2	Michiaki Hagiwara (September 30, 1948)	April 1967 Joined Nippon Telegraph and Telephone Public Corporation (currently NIPPON TELEGRAPH AND TELEPHONE CORPORATION)	10,400
	[Reappointment] [External] [Independent]	April 1990 Chief, Chiyoda Branch Office, NIPPON TELEGRAPH AND TELEPHONE CORPORATION April 2012 Auditor, the Company (current position) There are no special interests between the candidate and the Company.	
[Reason for nomination as candidate for External Auditor] Although Mr. Michiaki Hagiwara has never been directly involved in corporate management, he has acquired various business experience over the years and is expected to perform audit and monitor management based on his experience and insight. The Company requests his election because we believe he will adequately execute duties as an External Auditor. He will have served as an External Auditor of the Company for 8 years as of the conclusion of this Annual General Meeting of Shareholders.			

(Notes)

- Messrs. Nobuyoshi Umezawa and Michiaki Hagiwara are candidates for External Auditors. The Company has appointed Messrs. Nobuyoshi Umezawa and Michiaki Hagiwara as independent auditors as stipulated in the provisions of Tokyo Stock Exchange, Inc. and notified the exchange to that effect.
- The Company has entered into an agreement with Messrs. Nobuyoshi Umezawa and Michiaki Hagiwara 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 the two candidates are reappointed, the Company plans to continue the above liability limitation agreement with them.

Proposal 4: Election of 2 Substitute Auditors

To prevent a situation where the Company lacks the number of Auditors required by laws and regulations, pursuant to Article 329, Paragraph 3 of the Companies Act, the Company proposes the election of 2 Substitute Auditors.

The candidates are as follows. Mr. Masakazu Nakagawa is a candidate for Auditor as the substitute for Mr. Motoharu Takamatsu, and Mr. Koji Sakakura is a candidate for External Auditor as the substitute for Mr. Nobuyoshi Umezawa and Mr. Michiaki Hagiwara, who will assume office as External Auditors provided that Proposal 3 is approved as originally proposed. This proposal will be effective until the beginning of the next Annual General Meeting of Shareholders.

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

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Masakazu Nakagawa (June 20, 1963)	April 1986 Joined the Company February 2001 General Manager, Quality Control Department February 2011 Manager, Cost Accounting Section (current position) There are no special interests between the candidate and the Company.	13,000
		[Reason for nomination as candidate for Substitute Auditor] Since joining the Company, Mr. Masakazu Nakagawa has held important positions over the years in the production, quality control and administration departments and is deeply familiar with the Company's operations. The Company requests his election because we believe he will adequately execute duties as an Auditor.	
2	Koji Sakakura (March 13, 1965)	October 1992 Joined Ota Showa Audit Corporation (currently Ernst & Young ShinNihon LLC) April 1997 Registered as a certified public accountant August 2004 Head, Sakakura CPA Office (current position) January 2005 Registered as a certified public tax accountant There are no special interests between the candidate and the Company.	-
		[Reason for nomination as candidate for Substitute External Auditor] Although Mr. Koji Sakakura has never been directly involved in corporate management, he 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.	

(Notes)

1. Mr. Koji Sakakura is a candidate for Substitute External Auditor. If he is elected as an External Auditor, the Company plans to appoint him as an independent director as stipulated in the provisions of Tokyo Stock Exchange, Inc. and notify the exchange to that effect.
2. If Mr. Koji Sakakura is elected as an External Auditor, the Company plans to enter into an agreement with him to limit his 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.