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(Securities Code 6210)  
June 6, 2019

**To Shareholders with Voting Rights:**

Kazunori Sogame  
President and Director  
Toyo Machinery & Metal Co., Ltd.  
523-1 Aza Nishinoyama, Fukusato,  
Futami-cho, Akashi-shi, Hyogo, JAPAN

**NOTICE OF THE 145TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

You are cordially invited to attend the 145th Annual General Meeting of Shareholders of Toyo Machinery & Metal Co., Ltd. (the “Company”). The meeting will be held for the purposes as described below.

**If you are unable to attend the meeting, we would like to ask you to exercise your voting rights by in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter) and exercise your voting rights by 4:30 p.m. on Tuesday, June 25, 2019, Japan time.**

**[If exercising voting rights by postal mail]**

**Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form, and return it so that it arrives by the deadline mentioned above.**

**[If exercising voting rights via the Internet]**

**Please read the “Procedures for exercising voting rights via the Internet” (page 10), access the Website for exercising voting rights designated by the Company (<https://evote.tr.mufg.jp/>), and input your vote for or against the proposal by the deadline mentioned above.**

**1. Date and Time:** Wednesday, June 26, 2019 at 10:00 a.m. Japan time

**2. Venue:** Banquet Hall “Shofuku” on the 3rd floor of Hotel Castle Plaza  
2-2 Matsunouchi, Akashi-shi, Hyogo, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 145th Fiscal Year (April 1, 2018 - March 31, 2019)
  2. Results of audits of the Consolidated Financial Statements for the Company’s 145th Fiscal Year (April 1, 2018 - March 31, 2019) by the Accounting Auditor and the Board of Corporate Auditors

**Proposals to be resolved:**

- Proposal 1:** Election of 8 Directors  
**Proposal 2:** Election of 2 Substitute Corporate Auditors

**4. Information on Exercise of Voting Rights**

In the event that no indication of “for” or “against” has been made for each proposal, this shall be treated as the intent of “approval.”

**5. Other Matters related to this Notice of the Meeting**

Of the documents required to be provided with this notice, the “Notes to the Consolidated Financial

Statements” and “Notes to the Non-consolidated Financial Statements” have been posted on the Company’s website (<http://www.toyo-mm.co.jp/fia/data.html>) in accordance with laws and regulations and the Company’s Articles of Incorporation, and are therefore not included in the documents attached to this notice.

The audits by Corporate Auditors and the Accounting Auditor include items contained in the “Notes to the Consolidated Financial Statements” and “Notes to the Non-consolidated Financial Statements,” aside from the documents attached to this notice.

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- \* If you are attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception. To conserve resources, please bring this notice with you. The meeting will be held in light attire (“Cool Biz”).
  - \* If you are attending the meeting by proxy, please have the proxy present your Voting Rights Exercise Form along with written proof of his/her right of proxy at the reception. The proxy must be another shareholder of the Company having voting rights.
  - \* Please note that any amendments to the matters to be disclosed in the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements and Reference Documents for the Annual General Meeting of Shareholders will be posted on the Company’s website (<http://www.toyo-mm.co.jp/fia/data.html>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Election of 8 Directors

The current terms of office of all 8 Directors are to expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 8 Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Yoshiaki Tabata (October 30, 1961)	<p>April 1985      Joined the Company</p> <p>April 2002      General Manager of China Department of Overseas Sales Division</p> <p>October 2003    General Manager of Asia Department of Overseas Sales Division</p> <p>June 2011      Executive Officer, Deputy General Manager of Sales Division and General Manager of South Asia Sales Department and General Manager of Europe &amp; U.S. Sales Department</p> <p>January 2013    Executive Officer, Deputy General Manager of Sales Division</p> <p>June 2014      Director, General Manager of Overseas Sales Division</p> <p>January 2015    Director, General Manager of Sales Administrative Division and General Manager of Overseas Sales Division</p> <p>June 2018      Managing Director, General Manager of Sales Administrative Division (current position)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Yoshiaki Tabata has contributed to sales expansion as the leader of the sales division for many years. He has been engaged in supervision of management and determination of important matters based on a wealth of overseas experience and advanced insight. As the Company has judged that he is a person that can contribute to improving corporate value by drawing on these experiences and insight, his re-election as Director is proposed.</p>	25,700
2	Kazunori Sogame (March 27, 1960)	<p>April 1982      Joined the Company</p> <p>April 2005      General Manager of Kita-kanto Branch</p> <p>April 2008      General Manager of East Asia Department</p> <p>April 2009      General Manager of Overseas Sales Division and General Manager of East Asia Department</p> <p>January 2010    Executive Officer, General Manager of Sales Division and General Manager of East Asia Department</p> <p>June 2011      Director, General Manager of Sales Division and General Manager of Business Strategy Division</p> <p>May 2012      Director, General Manager of Sales Division and General Manager of Business Strategy Division and General Manager of Sales Planning Department</p> <p>April 2014      Director, General Manager of Sales Division and General Manager of Business Strategy Division</p> <p>May 2014      Director, General Manager of Sales Division</p> <p>June 2014      President and Representative Director</p> <p>March 2019    President and Representative Director, and General Manager of Production Administrative Division (current position)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Kazunori Sogame has led overall management of the Group as Representative Director, and has appropriately conducted supervision of management and decision-making of important matters based on a wealth of experience and ample knowledge. As the Company has judged that he is a person that can contribute to improving corporate value by drawing on these experiences and insight, his re-election as Director is proposed.</p>	40,300

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Kazumi Sunamoto (September 9, 1957)	<p>April 1981      Joined Hitachi, Ltd.</p> <p>April 2003      General Manager of General Affairs Department, Hanshin Electric, Co., Ltd. (currently Hitachi Automotive Systems Hanshin, Ltd.)</p> <p>April 2011      General Manager of General Affairs Department of the Company</p> <p>June 2011      Executive Officer, General Manager of General Affairs Department</p> <p>June 2013      Director, General Manager of Administrative Division and General Manager of General Affairs Department</p> <p>April 2016      Director, General Manager of Administrative Division</p> <p>May 2019      Director, General Manager of Administrative Division, General Manager of General Affairs Department and General Manager of CSR Office (current position)</p> <p>[Reasons for nomination as a candidate for Director]  Mr. Kazumi Sunamoto has led the administrative division and worked to strengthen corporate governance. He has been engaged in supervision of management and determination of important matters based on a wealth of experience and advanced insight. As the Company has judged that he is a person that can contribute to improving corporate value by drawing on these experiences and insight, his re-election as Director is proposed.</p>	29,700

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Katsumi Mori (June 20, 1960)	<p>April 1983      Joined the Company</p> <p>October 2008    General Manager of PLASTAR Sales Engineering Department</p> <p>August 2009    General Manager of Development Technology Department and General Manager of PLASTAR Design Department</p> <p>June 2010      Executive Officer, General Manager of Development Technology Division</p> <p>April 2013      Executive Officer, General Manager of Development Technology Division and General Manager of PLASTAR Design Department I and General Manager of Technology Management Department</p> <p>February 2014   Executive Officer, General Manager of Technology Division</p> <p>June 2014      Director, General Manager of Technology Division</p> <p>April 2015      Director, General Manager of PLASTAR Technology Division</p> <p>May 2019      Director, General Manager of PLASTAR Technology Division and General Manager of Export Management Division (current position)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Katsumi Mori has worked in product and technology development operations and technological support for customers as the leader of the technology division for many years. He has been engaged in supervision of management and determination of important matters based on a wealth of experience and advanced insight. As the Company has judged that he is a person that can contribute to improving corporate value by drawing on these experiences and insight, his re-election as Director is proposed.</p>	28,700

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5 *	Kenji Takatsuki (June 8, 1963)	<p>April 1986      Joined the Company</p> <p>March 2010     General Manager of Manufacturing Department</p> <p>April 2016     General Manager of General Affairs Department and General Manager of Environment Management Center</p> <p>June 2016     Executive Officer, General Manager of General Affairs Department, General Manager of CSR Office and General Manager of Environment Management Center</p> <p>June 2017     Executive Officer, General Manager of Export Management Division, General Manager of General Affairs Department, General Manager of CSR Office and General Manager of Environment Management Center</p> <p>May 2019     Executive Officer, General Manager of Manufacturing &amp; Procurement Division (current position)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Kenji Takatsuki has gained abundant experience in the manufacturing-related area, which is the core component of manufacturers, and he also has been cultivating experience as a leader of the general affairs division in recent years. As the Company has judged that he is a person that can contribute to the strengthening and enhancement of management structure, and the improvement of corporate value by drawing on broad perspective based on these experiences, his election as Director is proposed.</p>	1,000

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6 *	Yasuhiro Miwa (March 14, 1966)	<p>April 1990      Joined the Company</p> <p>May 2011      Deputy President, Toyo Machinery (Changshu) Co., Ltd.</p> <p>January 2013    President, Toyo Machinery (Changshu) Co., Ltd.</p> <p>June 2018      Executive Officer, General Manager of Overseas Sales Division (current position)</p> <p>[Reasons for nomination as a candidate for Director] Although Mr. Yasuhiro Miwa is from the design division, he has a wealth of knowledge and insights in overseas sales activities and also as a manager of an overseas manufacturing company. As the Company has judged that he is a person that can contribute to decision-making on important management matters and improving corporate value by drawing on these experiences and insight, his election as Director is proposed.</p>	0
7	Masaki Aoyama (September 29, 1953)	<p>April 1976      Joined The Mitsui Trust and Banking Company, Limited (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>October 1999    General Manager, Otsu Branch</p> <p>July 2001      General Manager of Loan Department, The Chuo Mitsui Trust and Banking Company, Limited (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>April 2004      Head of Finance Group, Sanyo Chemical Industries, Ltd.</p> <p>September 2005 General Manager of Casualty Insurance Department of Osaka Branch, Sanshin Shinko Co., Ltd.</p> <p>June 2007      Director and General Manager of Osaka Branch</p> <p>October 2012    Director and Executive Officer, Sansen Trust Insurance Service Co., Ltd.</p> <p>June 2015      Director of the Company (current position)</p> <p>[Reasons for nomination as a candidate for Outside Director] Mr. Masaki Aoyama has actively made statements and recommendations in the Board of Directors drawing on his wealth of knowledge and experience, etc., fostered through his career at financial institutions, etc. As the Company has judged that it is optimal for him to continue to supervise management in order to improve corporate value of the Company, his re-election as Outside Director is proposed. He will have been an Outside Director for 4 years at the conclusion of this Annual General Meeting of Shareholders.</p>	0

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Ken Ichihashi (September 6, 1950)	<p>April 1975      Joined Hitachi Metals, Ltd.  June 1998      General Manager, Technology Department, Yasugi Works  May 2003      General Manager, Yasugi Works  April 2005      Operating Officer and President, Specialty Steel Company  April 2007      Managing Operating Officer and President, Specialty Steel Company  April 2009      Director, Vice President, Hitachi Metals Admet, Ltd.  (currently Hitachi Metals Trading, Ltd.)  June 2009      President, Chief Executive Officer  June 2014      Retired from President, Chief Executive Officer  June 2017      Director of the Company (current position)</p> <p>[Reasons for nomination as a candidate for Outside Director]  Mr. Ken Ichihashi has been engaged in supervision of management and determination of important matters based on a wealth of experience in craftsmanship at a manufacturing company and experience as President of a sales company. As the Company has judged that it is optimal for him to continue to supervise management in order to improve corporate value of the Company, his re-election as Outside Director is proposed. He will have been an Outside Director for 2 years at the conclusion of this Annual General Meeting of Shareholders.</p>	0

(Notes)

1. The nominees with an asterisk (\*) are newly selected candidates for Director.
2. There are no special interests between each candidate and the Company.
3. Mr. Masaki Aoyama is a candidate for Outside Director and the Company has reported him to the Tokyo Stock Exchange as an Independent Director.
4. Mr. Ken Ichihashi is a candidate for Outside Director, and the Company has reported him to the Tokyo Stock Exchange as an Independent Director. Although Hitachi Metals Admet, Ltd. (currently the Hitachi Metals Trading, Ltd.), where he previously served, holds the Company as a transaction partner, as five years have passed since he retired from his position as President, Chief Executive Officer of Hitachi Metals Admet Ltd. on June 21, 2014, the Company has judged that his past career will not influence his independence as an Outside Director.
5. As stipulated in Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Masaki Aoyama and Mr. Ken Ichihashi, both as candidates for Outside Directors, to limit their liabilities for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act. If the reelection of Mr. Masaki Aoyama and Mr. Ken Ichihashi is approved, the Company plans to continue the aforementioned liability limitation agreement with both of them.



**Proposal 2: Election of 2 Substitute Corporate Auditors**

To prepare for cases where the number of Corporate Auditors falls below statutory requirements, the election of 2 Substitute Corporate Auditors is proposed. Of the candidates for Substitute Corporate Auditors, Mr. Shiro Miyamoto is proposed to be nominated as a candidate for Corporate Auditor who will substitute for Corporate Auditors other than Outside Corporate Auditors, and Mr. Hironori Igawa is proposed to be nominated as a candidate for Corporate Auditor who will substitute for Outside Corporate Auditors. The Board of Corporate Auditors has given its prior consent to this proposal.

The candidates for Substitute Corporate Auditors are as follows.

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
1	Shiro Miyamoto (March 23, 1962)	<p>April 1984      Joined the Company</p> <p>April 2009      General Manager of PLASTAR Sales Engineering Department, Sales Engineering Division</p> <p>January 2010    General Manager of PLASTAR Technology Department, Development Technology Division</p> <p>June 2011      General Manager of China Technical Support Center, China and East Asia Sales Administrative Department, Sales Division</p> <p>April 2013      General Manager of PLASTAR Technology Department, Sales Division</p> <p>April 2017      General Manager of Intellectual Property Rights Department</p> <p>May 2019      General Manager of Intellectual Property Department (current position)</p> <p>[Reasons for nomination as candidate for Substitute Corporate Auditor] Mr. Shiro Miyamoto, since joining the Company, has been engaged in a broad range of business operations, including design, sales engineering as well as intellectual property-related area in recent years. The Company has judged that he can appropriately perform the duties of Corporate Auditor based on his wealth of knowledge and experience.</p>	2,800
2	Hironori Igawa (May 20, 1975)	<p>November 1999    Joined Osaka Office of Showa Ota &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>September 2003   Registered as certified public accountant</p> <p>January 2006      Established Hironori Igawa Certified Public Accountant Office (current position)</p> <p>October 2006      Registered as certified tax accountant</p> <p>August 2018      Partner, Seiyu Audit Corporation (current position)</p> <p>[Reasons for nomination as candidate for Substitute Outside Corporate Auditor] Mr. Hironori Igawa has specialized knowledge and experience, etc., as a certified public accountant and certified tax accountant. As the Company has judged that he can draw on these knowledge and experience in the audit system of the Company, his election as Substitute Outside Corporate Auditor is proposed. Mr. Igawa has no experience in corporate management in the past other than serving as an outside corporate officer. The Company, however, believes that he can appropriately fulfill the duties of Outside Corporate Auditor based on the aforementioned experience.</p>	0

(Notes)

1. There are no special interests between each candidate and the Company.
2. Candidate for Substitute Corporate Auditor Hironori Igawa is a candidate for Outside Corporate Auditor.
3. If Mr. Hironori Igawa assumes the position of Corporate Auditor, the Company plans to report him to the Tokyo Stock Exchange as an Independent Director.
4. If Messrs. Shiro Miyamoto and Hironori Igawa assume the position of Corporate Auditor, the Company plans, as stipulated in Article 427, Paragraph 1 of the Companies Act, to enter into agreements with them to limit their liabilities for damages to the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act.

## <Procedures for exercising voting rights via the Internet>

Please check the instructions below before exercising your voting rights via the Internet.

If you are attending the General Meeting of Shareholders, there is no need for you to exercise your voting rights via postal mail (Voting Right Exercise Form) or via the Internet.

### 1. Website for exercising voting rights

- (1) Voting rights may be exercised via the Internet only on the website for exercising voting rights designated by the Company (<https://evote.tr.mufg.jp/>) which may be accessed from a computer, smartphone or mobile phone. (Please note that the website is not available from 2:00 a.m. to 5:00 a.m. daily).
- (2) Depending on the Internet connection environment, you may not be able to exercise your voting rights through your computer or smartphone. Such environment includes the case where a firewall is used for the Internet connection, antivirus software has been installed, a proxy server is used, or TLS encrypted communication has not been designated.
- (3) When exercising voting rights using your mobile phone, please note that mobile phones that are incompatible with TLS encrypted communication or transmission of mobile phone information, cannot be used for security reasons.
- (4) Exercise of voting rights via the Internet will be accepted until 4:30 p.m. on Tuesday, June 25, 2019, but we ask you to exercise your voting rights at your earliest convenience. Should you have any questions, please contact the help desk.

### 2. How to exercise your voting rights via the Internet

#### (1) Through your computer or mobile phone

- a. On the website for exercising voting rights (<https://evote.tr.mufg.jp/>), enter the “Login ID” and “Temporary Password” printed on the Voting Rights Exercise Form and follow the instructions on the screen to indicate your approval or disapproval for each proposal.
- b. In order to prevent unauthorized access (“spoofing”) by a third party other than the shareholder and falsification of the contents of your votes, you will be requested to change your “Temporary Password” on the website for exercising voting rights.
- c. A new “Login ID” and “Temporary Password” will be issued each time the General Meeting of Shareholders is convened.

#### (2) Through your smartphone

- a. Scanning “QR code for login” printed on the Voting Rights Exercise Form using your smartphone lets you automatically access the website for exercising voting rights where you can exercise your rights. (Entering “Login ID” and “Temporary Password” is not necessary.)
- b. For security purposes, exercising voting rights with a QR code is available only once. If you scan a QR code for the second time and thereafter, you will be asked to enter “Login ID” and “Temporary Password.” Login using a QR code may be not available for certain smartphones. If you cannot login with a QR code, please exercise voting rights through your computer or mobile phone as in (1). \* QR code is a registered trademark of DENSO WAVE INCORPORATED.

### 3. Handling of voting rights exercised multiple times

- (1) Please be advised that where voting rights have been exercised in duplicate both by postal mail and via the Internet, the vote submitted via the Internet will be deemed the valid vote.
- (2) If voting rights have been exercised multiple times via the Internet, the last vote will be deemed the valid vote. Similarly, where voting rights have been exercised in duplicate from a computer, smartphone or mobile phone, the last vote will be deemed the valid vote.

### 4. Costs incurred for accessing the website for exercising voting rights

Costs incurred for accessing the website for exercising voting rights (Internet connection fees, etc.) shall be borne by the shareholder. Similarly, if a mobile phone is used, packet communication fees and other mobile phone usage fees shall also be borne by the shareholder.

Inquiries about system, etc.  
Stock Transfer Agency Department (Help Desk) of Mitsubishi UFJ  
Trust and Banking Corporation  
Telephone 0120-173-027 (inquiries accepted from 9:00 to 21:00 JST,  
toll free)

<For institutional investors>

Nominee shareholders (including standing proxies), such as custodian trust banks, may use the voting rights electronic exercise platform operated by ICJ Inc., if application is made in advance.