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(Securities code: 9880)

June 8, 2021

To our shareholders:

Nobuyuki Otsuka, President and Representative Director
INNOTECH CORPORATION
3-17-6 Shin-yokohama, Kouhoku-ku, Yokohama-shi,
Kanagawa, 222-8580, JAPAN

Notice of the 35th Annual General Meeting of Shareholders

We would like to inform our shareholders that the 35th Annual General Meeting of Shareholders of INNOTECH CORPORATION (hereinafter “the Company”) will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by either indicating your approval or disapproval on the enclosed voting form and send it back to us, or voting via the Internet by accessing the Company’s voting website stated on the voting form (refer to pages 2 to 3, in Japanese only). After reviewing the Reference Documents for General Meeting of Shareholders, which are provided on the following pages, please exercise your voting rights by no later than 5:30 p.m. on Wednesday, June 23, 2021 (JST).

- 1. Date and Time:** Thursday, June 24, 2021, at 10:00 a.m. (JST)
- 2. Venue:** INNOTECH CORPORATION Seminar Room, 2nd Floor
3-17-6 Shinyokohama, Kouhoku-ku, Yokohama-shi, Kanagawa Prefecture, JAPAN

3. Purpose of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 35th Term (from April 1, 2020 to March 31, 2021), as well as the results of audit of the Consolidated Financial Statements by Accounting Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 35th Term (from April 1, 2020 to March 31, 2021)

Matters to be resolved:

- | | |
|-----------------------|--------------------------------|
| Proposal No. 1 | Dividends of Surplus |
| Proposal No. 2 | Election of Nine (9) Directors |

- If attending the meeting in person, please submit the enclosed voting form at the reception on the day.
- The reception on the day is scheduled to open at 9:00 a.m.
- Any corrections in the Reference Documents for General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements will be posted on the Company’s website.
- The documents that should be provided by this Notice, “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements, and “Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements, based on the provisions of laws and regulations and Article 15 of the Company’s Articles of Incorporation, have been posted on the Company’s website. The documents posted on the website are also included in the scope of the audit by the Audit & Supervisory Board Members and the Accounting Auditor.

Company’s website (<https://www.innotech.co.jp/>)

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Dividends of Surplus

The Company proposes to pay dividends of surplus as follows:

Year-end dividends

In view of business performance of the current term, future business environment and so on, the Company proposes to pay year-end dividends for the current term as follows:

1. Type of dividend property
Cash
2. Allotment of dividend property and their aggregate amount
¥30 per common share of the Company
Total dividends: ¥381,980,460
3. Effective date of dividends of surplus
June 25, 2021

Proposal No. 2 Election of Nine (9) Directors

The terms of office of all nine Directors will expire at the conclusion of this General Meeting. Accordingly, the Company proposes to elect nine Directors including three outside Directors.

The candidates for Director are as listed below.

Candidate No.	Name	Current position and responsibility in the Company	Attributes
1	Toshihiko Ono	Chairman	[Reelection]
2	Nobuyuki Otsuka	President and Representative Director	[Reelection]
3	Yoshinori Tanahashi	Representative Senior Managing Director	[Reelection]
4	Yosuke Kaburagi	Managing Director	[Reelection]
5	Takashi Takahashi	Managing Director	[Reelection]
6	Choon-Leong LOU	Director	[Reelection] [Foreigner]
7	Ichiro Anjo	Director	[Reelection] [Outside] [Independent]
8	Kimito Nakae	—	[New] [Outside] [Independent]
9	Shino Hirose	—	[New] [Female] [Outside] [Independent]

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Toshihiko Ono (April 19, 1947) [Reelection]	Feb. 1973 Joined Fujitsu Limited Jun. 2001 Director Jun. 2004 Senior Managing Director Jun. 2006 Vice President and Representative Director Jan. 2009 Advisor of the Company Apr. 2009 Administrative Officer in charge of Test Solution Division and Storage Division Jun. 2009 Director in charge of Test Solution Division and Storage Division Apr. 2011 Managing Director in charge of Test Solution Division and Storage Division Apr. 2012 Vice President and Representative Director Apr. 2013 President and Representative Director Apr. 2021 Chairman (current position) [Significant concurrent positions outside the Company] Director of SANEI HYTECHS Co., Ltd. Director of STAr Technologies, Inc. President and Representative Director of INNOTECH FRONTIER, Inc.	3,000 shares
<p>Reasons for nomination as candidate for Director</p> <p>In addition to a wealth of experience in the semiconductor industry and achievements in management for many years, Toshihiko Ono has been involved in the management of the Company as Vice President and Representative Director since 2012, as President and Representative Director since 2013, and as Chairman since April 2021. The Company nominates him again as a candidate for Director with the expectation that such experience will be continuously utilized in the management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Nobuyuki Otsuka (December 22, 1962) [Reelection]	Apr. 1982 Joined Humo Laboratory, Ltd. Feb. 1987 Joined Marubeni Hytech Corp. (currently MARUBENI INFORMATION SYSTEMS Co., Ltd.) Apr. 1991 Joined the Company Oct. 2006 General Manager of Test Technology Engineering Department of Solution Business Division Apr. 2009 General Manager of Test Solution Division Jun. 2012 Director, General Manager of Test Solution Division Apr. 2016 Director in charge of Test Solution Division Nov. 2018 Senior Managing Director in charge of Test Solution Division Apr. 2019 Representative Senior Managing Director in charge of Test Solution Division Apr. 2021 President and Representative Director (current position) [Significant concurrent positions outside the Company] Director of Regulus Co., Ltd. Director of STAR Technologies, Inc. Director of STAR-PROBE MICROTECH PTE. LTD.	33,300 shares
<p>Reasons for nomination as candidate for Director</p> <p>In addition to experience and a track record in launching and developing the semiconductor testing business of the Company, Nobuyuki Otsuka has participated in the management of domestic and overseas subsidiaries, and has a wealth of experience in management. He has been involved in the management of the Company as Representative Senior Managing Director since 2019 and as President and Representative Director since April 2021, and the Company nominates him as a candidate for Director with the expectation that such experience will be continuously utilized in the management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned.
3	Yoshinori Tanahashi (December 5, 1967) [Reelection]	<p>Apr. 1990 Joined Nomura Research Institute, Ltd.</p> <p>Jun. 1997 Transferred to Nomura Securities Co., Ltd.</p> <p>May 1999 Joined Merrill Lynch Japan Incorporated (currently BofA Securities Japan Co., Ltd.)</p> <p>Jan. 2001 Vice President of Investment Banking Division</p> <p>Aug. 2003 Joined SKY Perfect Communications Inc. (currently SKY Perfect JSAT Corporation)</p> <p>Nov. 2004 General Manager of Corporate Planning Department</p> <p>Apr. 2009 General Manager of Administration Division</p> <p>Aug. 2010 Joined the Company General Manager of Financial and Accounting Department of Administration Division</p> <p>Apr. 2011 General Manager of Administration Division</p> <p>Jun. 2013 Director, General Manager of Administration Division</p> <p>Apr. 2021 Representative Senior Managing Director (current position)</p> <p>[Significant concurrent positions outside the Company] Auditor of IT Access Co., Ltd. Director of SANEI HYTECHS Co., Ltd. Director of Regulus Co., Ltd. Director of GAIO TECHNOLOGY CO., LTD. Supervisor of STAR Technologies, Inc. Director of INNOTECH FRONTIER, Inc.</p>	18,200 shares
<p>Reasons for nomination as candidate for Director</p> <p>Yoshinori Tanahashi has a wide track record of involvement in the management of fields such as finance and planning through his extensive experience in the financial industry and the corporate planning division of the operational company. Since April 2021, he has been involved in management of the Company as Representative Senior Managing Director. The Company nominates him again as a candidate for Director with the expectation that such experience will be continuously utilized in the management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned.
4	Yosuke Kaburagi (February 28, 1970) [Reelection]	Apr. 1994 Joined the Company Apr. 2000 Joined IT Access Co., Ltd. Director, General Manager of Sales Division Jun. 2004 President and Representative Director Apr. 2009 Administrative Officer, General Manager of Device Technology Division of the Company Jun. 2009 Director, General Manager of Device Technology Division Apr. 2013 Managing Director, General Manager of Device Technology Division Jul. 2014 Managing Director, General Manager of Intelligent System Solution Division Apr. 2015 Director in charge of IC Solution Division Mar. 2019 Director of YMIRLINK Inc. (current position) Apr. 2021 Managing Director in charge of IC Solution Business Unit (current position) [Significant concurrent positions outside the Company] Chairman and Representative Director of GAIO TECHNOLOGY CO., LTD. Director of IT Access Co., Ltd. Director of INNOTECH FRONTIER, Inc. Director of YMIRLINK Inc. Chairman and Representative Director of MoDeCH Inc.	16,000 shares
Reasons for nomination as candidate for Director In addition to a wealth of experience in the embedded software and electronic components businesses, Yosuke Kaburagi has achievements in management for many years as President and Representative Director of a subsidiary of the Company. The Company nominates him again as a candidate for Director with the expectation that such experience will be continuously utilized in the management of the Company.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned.
5	Takashi Takahashi (March 9, 1963) [Reelection]	Apr. 1986 Joined DAIHEN Technology Institute Sep. 1994 Joined the Company Jul. 2003 General Manager of Sales Department of IC Solution Sales Division Apr. 2005 General Manager of Cadence Business Division of IC Solution Division Apr. 2006 General Manager of IC Solution Division Jun. 2007 Director, General Manager of IC Solution Division Apr. 2013 Managing Director, General Manager of IC Solution Division Apr. 2015 Director, General Manager of Intelligent System Solution Division Apr. 2018 Director in charge of Intelligent System Solution Division Apr. 2021 Managing Director in charge of Intelligent System Solution Business Unit (current position) [Significant concurrent positions outside the Company] President and Representative Director of IT Access Co., Ltd. Director of GAIO TECHNOLOGY CO., LTD.	25,774 shares
<p>Reasons for nomination as candidate for Director</p> <p>In addition to a wealth of experience in semiconductor design software and design services, Takashi Takahashi has been involved in the management of such businesses at the Company. Further, he has contributed to the development of new business as Representative Director of a subsidiary. The Company nominates him again as a candidate for Director with the expectation that such experience will be continuously utilized in the management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned.
6	Choon-Leong LOU (December 10, 1969) [Reelection] [Foreigner]	Jun. 1994 Joined Chartered Semiconductor Manufacturing Pte. Ltd. Nov. 1997 Joined Agilent Technologies, Inc. Business and Product Manager Aug. 2000 Established STAr Technologies, Inc. Chairman and CEO (current position) Jun. 2019 Director of the Company (current position) [Significant concurrent positions outside the Company] Chairman and CEO of STAr Technologies, Inc. Director and General Manager of STAr-Quest Technologies Pte. Ltd. Director and General Manager of UNISTAr Pte. Ltd. Director of STAr Technologies Korea, LLC. Director and General Manager of STArMind Technologies Private Limited Director of STAr-EDGE Technologies, Inc. Director and General Manager of STAR-PROBE MICROTECH PTE. LTD. Director of TECAT TECHNOLOGIES (SUZHOU) LIMITED Director of Accel-RF Instruments Corporation	—
<p>Reasons for nomination as candidate for Director</p> <p>Choon-Leong LOU has a wealth of experience in the semiconductor industries of Asia, Europe and the U.S., particularly Taiwan, China, and Singapore, and in addition has many years of managerial experience as founder of STAr Technologies, Inc., and has demonstrated strong leadership in the development of the said company. The Company nominates him again as a candidate for Director with the expectation that such experience will be continuously utilized in the management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned.
7	<p style="text-align: center;">Ichiro Anjo (July 3, 1952) [Reelection] [Outside] [Independent]</p>	<p>Apr. 1978 Joined Hitachi, Ltd.</p> <p>Mar. 2000 Department Manager for DRAM Department, Assembly Engineering Department, Semiconductor & Integrated Circuit Division</p> <p>Dec. 2000 Temporary transferred to NEC-Hitachi Memory, Inc. Deputy General Manager of Production Engineering Department of Concurrent Engineering Division.</p> <p>Apr. 2004 Joined Elpida Memory, Inc. (currently Micron Memory Japan)</p> <p>Apr. 2005 Executive Manager of Marketing & Designing Office NPD Gr.</p> <p>Mar. 2008 Established Jisso Partners, Inc. President and Representative Director (current position)</p> <p>Jun. 2016 outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] President and Representative Director of Jisso Partners, Inc.</p>	-
<p>Reasons for nomination as candidate for outside Director and Expected Role</p> <p>The Company has determined that Ichiro Anjo will be able to supervise and provide advice as Directors execute their duties on a continual basis by taking advantage of his many years of experience and deep insight in the semiconductor business, and the Company therefore nominates him again as a candidate for Outside Director. In the event of reelection, the Company intends to have him involved in selecting the candidate officers and determining compensation for officers of the Company as a member of voluntary Advisory Committee from his objective and neutral standpoint.</p> <p>Tenure as Outside Director</p> <p>Five years at the conclusion of this Annual General Meeting of Shareholders</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned.
8	Kimito Nakae (June 30, 1953) [New] [Outside] [Independent]	Apr. 1976	Joined Ministry of Finance
		Jul. 1981	Chief of Hitachi Tax Office, National Tax Agency
		May 1990	Consul General of Japan in New York
		Jul. 1993	General Manager, Public Relations Office, Documents Division, Minister's Secretariat, Ministry of Finance
		Jul. 1994	Ministry of Finance Accounting Bureau Accounting Planning Officer (in charge of coordination)
		May 1995	Chief Cabinet Secretary of Japan Secretary
		Jul. 1997	Chief Accountant, Accounting Bureau, Ministry of Finance (in charge of Foreign Affairs, Trade and Economic Cooperation)
		Jul. 1998	Chief of Accounting Division, Accounting Bureau, Defense Agency
		Jul. 2000	General Affairs Division Manager, Inspection Bureau, Financial Services Agency
		Jul. 2001	General Affairs Inspection Section, Secretariat, Securities and Exchange Surveillance Commission, Financial Services Agency
		Jul. 2002	General Affairs Division Manager, General Affairs Planning Bureau, Financial Services Agency
		Jul. 2003	Deputy Director-General, General Affairs Planning Bureau, Financial Services Agency (in charge of Inspection Bureau)
		Jul. 2004	Deputy Director, General Affairs Planning Bureau, Financial Services Agency (in charge of planning)
		Aug. 2005	General Deputy Director, General Affairs Planning Bureau, Financial Services Agency
		Jul. 2007	Director, Accounting Equipment Bureau, Ministry of Defense
		Aug. 2009	Vice-Minister of Defense
		Feb. 2012	Ministry of Defense Adviser
		Jun. 2012	Special Advisor of Rokinren Bank
		Feb. 2013	Auditor of The Tokyo Foundation for Policy Research (current position)
		Jun. 2014	Chairman of the Rokinren Bank (current position)
		Jun. 2014	Chairman of the National Labor Bank Association (current position)
		[Significant concurrent positions outside the Company]	Auditor of The Tokyo Foundation for Policy Research
		[Significant concurrent positions outside the Company]	Chairman of the Rokinren Bank
[Significant concurrent positions outside the Company]	Chairman of the National Labor Bank Association		
<p>Reasons for nomination as candidate for outside Director and Expected Role</p> <p>Kimito Nakae has many years of experience and specialist expertise in the administrative organizations and the financial industry, and therefore the Company nominates him as a candidate for outside Director, with the expectation that he will be able to supervise and provide advice from a broad range of view to improve management and administration of the Company. In the event of election, the Company intends to have him involved in selecting the candidate officers and determining compensation for officers of the Company as a member of voluntary Advisory Committee from his objective and neutral standpoint.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Shino Hirose (March 8, 1967) [New] [Female] [Outside] [Independent]	<p>Apr. 1989 Joined Nikkan Sports Newspaper</p> <p>Apr. 2000 Registered as a lawyer</p> <p>Apr. 2000 Joined Abe / Ikubo / Katayama Law Office</p> <p>Apr. 2004 Abe / Ikubo / Katayama Law Office Partner (current position)</p> <p>Oct. 2006 Study abroad at the University of International Business and Economics, Beijing, China</p> <p>Apr. 2008 Appointed to the Embassy of Japan in China (First Secretary)</p> <p>Sep. 2014 Outside Audit & Supervisory Board Member of Joyful Honda Co., Ltd. (current position)</p> <p>Jun. 2016 Outside Audit & Supervisory Board Member of Nippon Suisan Kaisha, Ltd. (current position)</p> <p>May 2018 Standing director of the Baseball Federation of Japan (current position)</p> <p>Sep. 2019 Auditor of the Japan-Asia Community Cultural Cooperation Organization (current position)</p> <p>Jun. 2020 Auditor of the Japan Basketball Association (current position)</p> <p>[Significant concurrent positions outside the Company] Abe / Ikubo / Katayama Law Office Partner Outside Audit & Supervisory Board Member of Joyful Honda Co., Ltd. Outside Audit & Supervisory Board Member of Nippon Suisan Kaisha, Ltd. Standing director of the Baseball Federation of Japan Auditor of the Japan-Asia Community Cultural Cooperation Organization Auditor of the Japan Basketball Association</p>	—
<p>Reasons for nomination as candidate for outside Director and Expected Role</p> <p>In addition to a wealth of experience in the areas of corporate law and compliance as an attorney, Shino Hirose has a broad range of expertise in international businesses and corporate activities. Therefore, the Company nominates her as a candidate for outside Director with the expectation that such highly-specialized experience and perspectives will be utilized in the overall management of the Company. In the event of election, the Company intends to have her involved in selecting the candidate officers and determining compensation for officers of the Company as a member of voluntary Advisory Committee from her objective and neutral standpoint. Shino Hirose has not been involved with the management of a company other than as an outside officer but with her extensive knowledge in corporate law as an attorney, the Company believes that she is fully qualified to be an outside Director and execute her duties.</p>			

- Notes:
1. Toshihiko Ono is concurrently serving as President and Representative Director of INNOTECH FRONTIER, Inc., and transactions such as business outsourcing take place between the Company and INNOTECH FRONTIER, Inc.
 2. Yosuke Kaburagi is concurrently serving as Chairman and Representative Director of GAIO TECHNOLOGY CO., LTD., Director of YMIRLINK Inc, and Chairman and Representative Director of MoDeCH Inc. Transactions such as the purchase and sale of products take place between the Company and GAIO TECHNOLOGY CO., LTD., and transactions such as the purchase and sale of software products take place between the Company and MoDeCH Inc.
 3. Takashi Takahashi is concurrently serving as President and Representative Director of IT Access Co., Ltd., and transactions such as the purchase and sale of products and the leasing of building take place between the Company and IT Access Co., Ltd.
 4. Choon-Leong LOU is concurrently serving as Chairman and CEO of STAR Technologies, Inc., and transactions such as the purchase and sale of products take place between the Company and STAR Technologies, Inc.
 5. There is no special interest between any other candidate for Director and the Company.
 6. Ichiro Anjo, Kimito Nakae, and Shino Hirose are candidates for outside Directors.
 7. The Company has executed an agreement with Ichiro Anjo pursuant to the provisions of Article 427 paragraph 1 of the Companies Act which limits the liability to compensate for damages under Article 423 paragraph 1 of said Act to the minimum liability limit prescribed in Article 425 paragraph 1 of said Act. If the reelection of Ichiro Anjo is approved, the Company plans to renew the aforementioned agreements with him. Also, if the elections of Kimito Nakae and Shino Hirose are approved, the Company plans to execute the agreements with the same nature with them.
 8. The Company, based on the provisions of the Tokyo Stock Exchange, has reported Ichiro Anjo as an independent officer. If he is reelected, the Company plans to continue to report him as an independent officer. Also, Kimito Nakae and Shino Hirose satisfy the requirements of independent officers based on the provisions of the Tokyo Stock Exchange. If their elections are approved, the Company plans to report them as independent officers.
 9. The Company executes the directors and officers liability insurance agreement with an insurance company pursuant to Article 430-3 paragraph 1 of the Companies Act of Japan and by such insurance, any damage and legal fees which may be claimed to any insured person will be covered. In the event of reelection/election of each candidate is approved, he or she will become the insured person based on such insurance agreement. The Company plans to renew the forementioned insurance agreement with the same terms and conditions as the current ones for the next term.
 10. Makoto Sumita and Atsuo Saka will complete their service terms and will retire at the conclusion of this Annual General Meeting of Shareholders.