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Securities Code: 7212

June 4, 2024

(Commencement date of measures for electronic provision of information: May 27 2024)

To our shareholders:

Yuichi Fukuda
President & CEO
F-TECH INC.

19 Showanuma, Shobucho, Kuki-shi, Saitama

Notice of the 69th Annual General Meeting of Shareholders

You are cordially invited to attend the 69th Annual General Meeting of Shareholders of F-TECH INC. (the “Company”) to be held as described below.

In convening this General Meeting of Shareholders, measures for electronic provision of information are implemented for the information contained in the Reference Documents for General Meeting of Shareholders, etc. (matters subject to the measures for electronic provision), which is posted on “4. Websites on Which Matters Subject to the Measures for Electronic Provision Are Posted” described below. You are kindly requested to access any of these websites and check the information.

If you choose not to attend the meeting, you may exercise your voting rights via the Internet or in writing. Please exercise your voting rights by either of the methods. The contents of each proposal are described in the Reference Documents for General Meeting of Shareholders. Please review the documents and exercise your voting rights, so that your vote is received no later than 5:00 p.m. on Wednesday, June 19, 2024 (JST).

1. Date and Time: Thursday, June 20, 2024, at 10:00 a.m. (reception starts at 9:00 a.m.) (JST)

2. Venue: Royal Crown C, fourth floor, ROYAL PINES HOTEL URAWA
2-5-1 Naka-cho, Urawa-ku, Saitama-shi, Saitama

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements, and audit reports by financial auditors and the Board of Auditors of the Consolidated Financial Statements for the 69th fiscal year (from April 1, 2023 to March 31, 2024).
2. The Non-consolidated Financial Statements for the 69th fiscal year (from April 1, 2023 to March 31, 2024).

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
Proposal No. 2 Election of Five Directors

4. Websites on Which Matters Subject to the Measures for Electronic Provision Are Posted:

No.	Name and URL of the website	How to access
1	The Company’s website https://www.fttech.co.jp/	Please inspect the information from the Notice of the General Meeting of Shareholders in the Archives of IR reports in Investor Relations.
2	Listed Company Search (Tokyo Stock Exchange) https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show	Please enter “F-TECH” in the issue name (company name) or “7212” in the securities code to search, and select Basic information and Documents for public inspection/PR information in that order.
3	The Portal of Shareholders’ Meeting https://www.soukai-portal.net (Japanese only)	Please scan the QR Code on the enclosed voting form, or enter your ID and initial password.

* Each of the above websites may be temporarily unavailable for access due to regularly scheduled maintenance, etc.
If you are unable to view either website, please confirm the posted content through another website or wait a certain amount of time

before attempting to access the same website again.

- When you attend the meeting in person, please submit the enclosed voting form at the reception.
- Only shareholders who need nursing care or Japanese-language interpretation may enter the meeting accompanied by one caregiver or interpreter. However, these accompanying persons may only speak and act as caregivers or interpreters in the venue, except when they are shareholders with voting rights.
- Any changes in the matters subject to the measures for electronic provision will be posted on each of the websites on the Internet.
- Among the matters subject to the measures for electronic provision, the matters below are posted on the Company's website in accordance with laws and regulations and the provision of Article 17 of the Articles of Incorporation of the Company, and are not included in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. Accordingly, the documents are a part of the Consolidated Financial Statements or the Non-consolidated Financial Statements audited by the auditor in preparing an audit report and by the financial auditor in preparing an accounting audit report.
 - (i) Notes to the Consolidated Financial Statements
 - (ii) Notes to the Non-consolidated Financial Statements
- Souvenirs will not be handed out to shareholders attending the General Meeting of Shareholders. We appreciate your understanding in regard to this matter.
- Any changes in the operation of the General Meeting of Shareholders due to yet unforeseen future circumstances will be announced on the Company's website.

The Company's website (<https://www.fttech.co.jp/>)

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The appropriation of surplus is proposed to be as follows:

Year-end dividends

Giving consideration to the future business development, the Company proposes to pay the year-end dividend for the fiscal year under review of JPY10 per share.

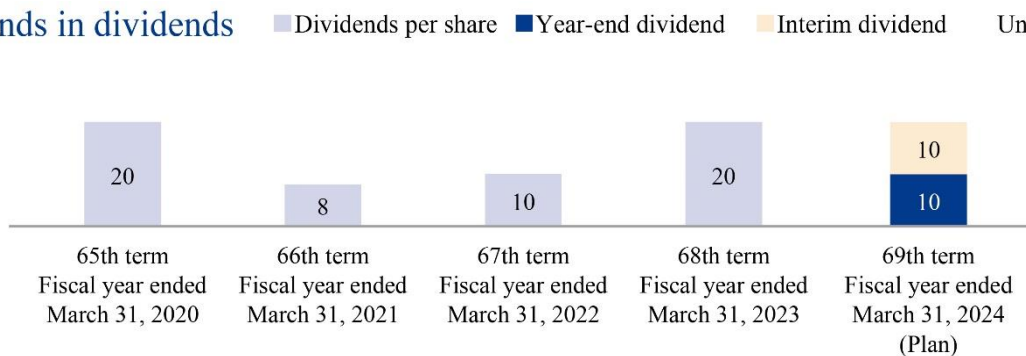
- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and their aggregate amount
JPY10 per common share of the Company
Total amount: JPY187,077,730
- (3) Effective date of dividends of surplus
June 21, 2024

Reference Dividend Policy

The Company recognizes the return of profits to shareholders based on business performance as an important management issue and maintains a basic policy to return profits to shareholders in a manner that is stable and continuous, comprehensively taking into account the status of operating results, dividend payout ratios, and internal reserves in addition to investment plans from a long-term perspective and strengthening of the corporate structure, and will continue to strive for sustainable growth and improved dividend levels.

For the fiscal year under review, the Company intends to pay the year-end dividend of JPY10 per share, and combined with the interim dividend of JPY10, the annual dividend is scheduled to be JPY20 per share for a dividend payout ratio of 22.1%.

Trends in dividends



Proposal No. 2 Election of Five Directors

At the conclusion of this meeting, the terms of office of five Directors will expire.

Therefore, the Company proposes the election of five Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibilities in the Company	Candidate status	Member of Nomination and Remuneration Committee *
1	Yuichi Fukuda	President & CEO	Reelection	○
2	Hajime Fujitaki	Director & Senior Managing Executive Officer Global Chief SED Officer	Reelection	
3	Hiroyuki Aoki	Director & Senior Managing Executive Officer Division Manager of Management Planning Division Global Business Management Officer	Reelection	
4	Naoko Tomono	Director	Reelection Outside Independent	◎
5	Nobuhiro Koga	Director	Reelection Outside Independent	○

* Nomination and Remuneration Committee consists of three Directors (including two outside Directors). ○ indicates a member and ◎ indicates a chairperson (as of April 1, 2024).

Reference: Diversity of the candidates for Director

The Board of Directors of the Company is composed of diverse Directors from different backgrounds, with diverse expertise, experience, and other qualities.

The backgrounds of the five candidates for Director, including their expertise, experience, etc. are as follows:

Name	Gender	Independent Officer	Corporate management	Technology & development	Production & manufacturing technology	Sales & procurement	Finance & accounting	Legal affairs & risk management	Governance & Sustainability	Academic experience	Overseas experience
Yuichi Fukuda	Male		○		○	○	○				○
Hajime Fujitaki	Male			○	○	○					○
Hiroyuki Aoki	Male						○	○	○		○
Naoko Tomono	Female	Outside Independent						○	○		
Nobuhiro Koga	Male	Outside Independent		○						○ (Engineering)	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
1	<p>Yuichi Fukuda (December 1, 1967)</p> <p>[Tenure as Director] 20 years, as of the conclusion of this general meeting</p> <p>[Attendance at Board of Directors Meetings (fiscal year under review)] 20 attended/20 held (100%)</p> <p>Reelection</p>	<p>Dec. 1994 Joined the Company</p> <p>Jun. 2004 Director</p> <p>Jun. 2008 Director & Senior Managing Executive Officer</p> <p>Mar. 2010 Division Manager of Management Planning Division</p> <p>Apr. 2012 Chief Sales & Marketing Officer and Regional CEO of North America</p> <p>Apr. 2013 Chief Domestic Business Officer</p> <p>Apr. 2014 Executive Vice President</p> <p>Apr. 2015 President & CEO (current position)</p> <p>Dec. 2021 Member of Nomination and Remuneration Committee (current position)</p> <p>[Significant concurrent positions outside the Company] None</p>	309,900 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Yuichi Fukuda has diverse experience and broad knowledge gained through his service as a president of domestic and overseas sites and as a person responsible for overseas business area, production planning area and management planning area. Since becoming President & CEO in April 2015, he has adequately performed his duties in critical management decision-making and supervising business execution with strong leadership and decisiveness nurtured through his experience and knowledge. The Company has judged him to be able to strive for the Company group's continuous growth and increase in corporate value over a medium- to long-term, and has nominated him again as Director. He is scheduled to assume the position as President & CEO when reelected as Director.</p>			
2	<p>Hajime Fujitaki (October 7, 1959)</p> <p>[Tenure as Director] 12 years, as of the conclusion of this general meeting</p> <p>[Attendance at Board of Directors Meetings (fiscal year under review)] 19 attended/20 held (95%)</p> <p>Reelection</p>	<p>Aug. 1981 Joined the Company</p> <p>Jun. 2004 Senior Operating Officer</p> <p>May 2008 President of F&P America Mfg., Inc.</p> <p>Apr. 2012 Division Manager of Quality Assurance Division</p> <p>Jun. 2012 Director & Managing Executive Officer</p> <p>Apr. 2013 Division Manager of Production Planning Division</p> <p>Apr. 2016 Division Manager of Sales & Marketing Division</p> <p>Apr. 2017 Division Manager of Sales & Marketing Division and Regional CEO of Asia</p> <p>Apr. 2020 Director & Senior Managing Executive Officer (current position)</p> <p>Apr. 2020 Global Chief SED Officer (current position)</p> <p>[Significant concurrent positions outside the Company] None</p>	11,400 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Hajime Fujitaki has a wide range of experience as a responsible person including the supervision of the development area, sales & marketing area, and production planning area, as well as the service as a president of overseas sites, and currently serves as Global Chief SED Officer. Leveraging his abundant experience and in-depth knowledge in the Company group's management nurtured through his career, he has properly performed his duties in critical management decision-making and supervising business execution as a Director. Therefore, the Company has nominated him again as Director. He is also scheduled to assume the position as Senior Managing Executive Officer when reelected as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
3	<p>Hiroyuki Aoki (October 12, 1958)</p> <p>[Tenure as Director] 8 years, as of the conclusion of this general meeting</p> <p>[Attendance at Board of Directors Meetings (fiscal year under review)] 20 attended/20 held (100%)</p> <p>Reelection</p>	<p>Aug. 2015 Joined the Company as Deputy Division Manager of Management Planning Division</p> <p>Apr. 2016 Senior Operating Officer</p> <p>Apr. 2016 Division Manager of Management Planning Division (current position)</p> <p>Jun. 2016 Director & Senior Operating Officer</p> <p>Apr. 2020 Director & Senior Managing Executive Officer (current position)</p> <p>Apr. 2020 Global Business Management Officer (current position)</p> <p>[Significant concurrent positions outside the Company] None</p>	15,600 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Hiroyuki Aoki has experience in important administrative affairs as a person responsible for the Company's management planning area, including supervision of the Company group's accounting, finance, human resources and labor management, governance and compliance. Currently, he serves concurrently as Global Business Management Officer. Leveraging his abundant experience and in-depth knowledge in the Company group's management nurtured through his career, he has properly performed his duties in critical management decision-making and supervising business execution as a Director. Therefore, the Company has nominated him again as Director. He is also scheduled to assume the position as Senior Managing Executive Officer when reelected as Director.</p>			
4	<p>Naoko Tomono (August 25, 1964)</p> <p>[Tenure as outside Director] 7 years, as of the conclusion of this general meeting</p> <p>[Attendance at Board of Directors Meetings (fiscal year under review)] 20 attended/20 held (100%)</p> <p>Reelection Outside Independent</p>	<p>Apr. 1988 Joined Sogo & Seibu Co., Ltd. (formerly Seibu Department Store Co., Ltd.)</p> <p>Dec. 2008 Registered as an attorney at law (Daini Tokyo Bar Association)</p> <p>Jan. 2009 Joined T and T PARTNERS LAW OFFICE (formerly Takagi Yoshiko LAW OFFICE)</p> <p>Jan. 2013 Partner (current position)</p> <p>Jun. 2016 Outside Director of Taisei Lamick Co., Ltd. (current position)</p> <p>Jun. 2017 Outside Director of the Company (current position)</p> <p>Dec. 2021 Chairperson of Nomination and Remuneration Committee (current position)</p> <p>Apr. 2024 Vice President of the Daini Tokyo Bar Association (current position)</p> <p>[Significant concurrent positions outside the Company] Partner of T and T PARTNERS LAW OFFICE Outside Director of Taisei Lamick Co., Ltd. Vice President of the Daini Tokyo Bar Association</p>	- shares
<p>[Reasons for nomination as candidate for outside Director and summary of expected roles]</p> <p>Naoko Tomono has no experience of involvement in company management except as an outside officer, but she has an objective viewpoint and abundant experience from her many years working in business and as a lawyer, and has been judged to be able to appropriately perform the duties, such as supervising the business execution of Directors of the Company. Therefore, the Company has again nominated her as outside Director.</p> <p>She is expected to utilize her extensive practical experience as an attorney at law to continue to supervise all aspects of the execution of duties, particularly regarding legal affairs, risk management, governance and sustainability, and oversee the Company's management from an independent standpoint.</p> <p>When reelected, she will deliberate on the election and dismissal of officers, a remuneration system for officers, and other matters as a chairperson of Nomination and Remuneration Committee, and engage in building a highly objective governance system.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
5	Nobuhiro Koga (April 26, 1955) [Tenure as outside Director] 6 years, as of the conclusion of this general meeting [Attendance at Board of Directors Meetings (fiscal year under review)] 20 attended/20 held (100%) Reelection Outside Independent	Apr. 1996 Associate Professor, Faculty of Fundamental Engineering (formerly Department of Mechanical Engineering), Nippon Institute of Technology Apr. 2002 Professor, Faculty of Fundamental Engineering (formerly Department of Mechanical Engineering), Nippon Institute of Technology (current position) Apr. 2013 Chairman, Industry-University Cooperation Center (formerly Industry-University Cooperation and Entrepreneurial Education Center), Nippon Institute of Technology (current position) May 2016 Director, Association of Saishin Collabo Sangakukan industry-academic-government collaboration (current position) Jun. 2018 Outside Director of the Company (current position) Dec. 2021 Member of Nomination and Remuneration Committee (current position) [Significant concurrent positions outside the Company] Professor, Faculty of Fundamental Engineering, Nippon Institute of Technology Chairman, Industry-University Cooperation Center, Nippon Institute of Technology Director, Association of Saishin Collabo Sangakukan industry-academic-government collaboration	– shares
[Reasons for nomination as candidate for outside Director and summary of expected roles] Nobuhiro Koga has no experience of involvement in company management except as an outside officer, but he has abundant knowledge, experience, and an objective viewpoint as a university professor specializing in mechanical engineering. Therefore, the Company has judged him to be able to appropriately perform the duties, such as supervising the business execution of Directors of the Company, and has again nominated him as outside Director. He is expected to utilize his extensive knowledge and experience as a university professor specializing in mechanical engineering to continue to supervise all aspects of the execution of duties, particularly regarding research and development, and oversee the Company's management from an independent standpoint. When reelected, he will deliberate on the election and dismissal of officers, a remuneration system for officers, and other matters as a member of Nomination and Remuneration Committee, and engage in building a highly objective and transparent governance system.			

- Notes:
1. For the selection of Director candidates, the Company has established a Nomination and Remuneration Committee as a non-statutory advisory body to the Board of Directors. The Committee is chaired by an independent outside Director, and a majority of the Committee members are independent outside Directors. Consulted by the Board of Directors, the Committee makes discussions and reports on the outcome to the Board of Directors. The Board of Directors shall respect the report of Nomination and Remuneration Committee so as to increase the objectivity and transparency of the decision-making procedures.
 2. There is no special interest between any of the candidates and the Company.
 3. Naoko Tomono and Nobuhiro Koga are candidates for outside Director.
 4. The Company has entered into agreements with Naoko Tomono and Nobuhiro Koga to limit their liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to the stipulations of Article 427, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under Article 425, paragraph 1 of the same Act. If their election is approved, the Company plans to renew the agreements with them.
 5. Each candidate currently serves as a Director of the Company. The Company has entered into a directors and officers (D&O) liability insurance contract with an insurance company, as prescribed under Article 430-3, Paragraph 1 of the Companies Act. Each candidate is an insured party under this contract. The insurance covers legal damages and litigation expenses borne by an insured party in the event that a claim for damages is made due to an act (or omission) committed by the insured party in his or her capacity as a Director or an officer of the Company. The Company is fully responsible for paying the insurance premiums for all insured parties. If the election of each candidate is approved, then they will continue to be included in the insured parties under the insurance contract. The Company intends to renew the insurance contract on

the same terms, during the candidates' term of office.

6. Naoko Tomono and Nobuhiro Koga satisfy the requirements of the Company's "Independence Criteria for Outside Officers." Furthermore, they satisfy the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company has submitted notification to the aforementioned exchange concerning their appointment as independent officers. If their election is approved, the Company plans to continue their registration as independent officers.

<Independence Criteria for Outside Officers>

The Company has established the following independence criteria for selecting candidates for independent outside Director and independent outside Auditor. The highest priority is given to the requirement that there be no conflict of interest between outside Directors and general shareholders, and those falling under any of the following criteria shall not be deemed to be independent.

- (1) A person who is currently falling under any of (i) to (viii)
 - (i) A business executive of the Company group
 - (ii) An entity or its business executive where the Company group is a major business partner, and that has derived 2% or more of its annual consolidated net sales from transactions with the Company group in the most recent business year
 - (iii) An entity or its business executive that is major business partner of the Company group, with the Company group having derived 2% or more of its annual consolidated net sales from transactions with the entity in the most recent business year
 - (iv) An entity or its business executive that is an important provider of funds for the Company, such that the value of funds provided to the Company group is 2% or more of the Company group's consolidated total assets
 - (v) A major shareholder of the Company (who owns 10% or more of the voting rights, whether directly or indirectly), or its business executive
 - (vi) A certified public accountant, or employee, partner or staff of an audit corporation, serving as financial auditor to the Company group
 - (vii) A certified public accountant, tax accountant, legal specialist or other consultant who obtain monetary and other financial benefits amounting to JPY10 million or more in annual compensation excluding officers' compensation from the Company group (including the person belonging to the organization if the one who received the relevant property is an organization such as corporation, association and offices)
 - (viii) A person who belongs to legal offices, audit corporations, tax accountant offices or consulting companies that receive monetary consideration or other property from the Company group amounting to 2% or more of their annual consolidated net sales
- (2) A person who has fallen under (ii) - (viii) over the previous 5 years
- (3) Spouse or persons within the second degree of kinship of a person falling under the above criteria (only in cases where a person is in a position of importance)
- (4) A person whose tenure as an outside officer totals more than 8 years

Established on November 5, 2015

- Notes: 1. "Business executive" shall mean an executive director, executive officer, operating officer, manager or other such employee. (Excluding Auditors)
2. "The Company group" shall mean the Company and the subsidiaries of the Company.
3. "Position of importance" shall mean a director, operating officer, person of the level of general manager, certified public accountant of an audit corporation or accountant office, or attorney at law belonging to any kind of legal firm (including so-called associates).