

(Securities code: 9880)
June 7, 2024

To our shareholders

Nobuyuki Otsuka, President and Representative Director
INNOTECH CORPORATION

3-17-6 Shin-yokohama, Kouhoku-ku, Yokohama-shi,
Kanagawa, JAPAN

Notice of the 38th Annual General Meeting of Shareholders

We would like to inform our shareholders that the 38th Annual General Meeting of Shareholders of INNOTECH CORPORATION (hereinafter “the Company”) will be held as described below.

As INNOTECH convokes this General Meeting of Shareholders, we provide the information which is the content of Reference Documents for General Meeting of Shareholders by electronic means (the matters for which electronic provision measures should be taken). The documents are posted on the Company’s website;

INNOTECH website: <https://www.innotech.co.jp/english/>
(Access to the website, and select “IR Information” “IR Calendar” “General Meeting of Shareholders” from the menu in order).

Also, the matters for which electronic provision measures should be taken are posted on both Website for Posting Materials for the General Meeting of Shareholders and the Tokyo Stock Exchange (TSE) website;

Tokyo Stock Exchange website (information service for the TSE listed companies):
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>
(Access to the TSE website and input “INNOTECH” in the “Issue name (company name)” box or the Company’s securities code “9880” in the “Code” box and search. Select the “Basic information” “Documents for public inspection/PR information” in order and refer to the “Information Materials for a General Shareholders Meeting”).

Website for Posting Materials for the General Meeting of Shareholders:
<https://d.sokai.jp/9880/teiji/>

If you intend not to attend the meeting in person, you may exercise your voting rights by either indicating

your approval or disapproval on the printed voting form and sending it back to us by postal mail, or voting via the Internet by accessing the Company's voting website stated on the voting form. 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 Monday, June 24, 2024 (JST).

1. Date and Time Tuesday, June 25, at 10:00 a.m. (JST) 2024
2. Venue INNOTECH CORPORATION Seminar Room, 2nd Floor
 3-17-6 Shin-yokohama, Kouhoku-ku, Yokohama-shi, Kanagawa, JAPAN
 (Refer to the map at the end of this document)
3. Purpose of the Meeting
Matters to be reported 1. Business Report and Consolidated Financial Statements for the 38th Term (from April 1, 2023 to March 31, 2024), as well as the results of audit of the Consolidated Financial Statements by Accounting Auditor and the Audit & Supervisory Committee
 2. Non-consolidated Financial Statements for the 38th Term (from April 1, 2023 to March 31, 2024)
- Matters to be resolved
 Proposal No. 1 Dividends of Surplus
 Proposal No. 2 Election of Two (2) Directors (Excluding Those Serving as Audit & Supervisory Committee Members)
4. Matters to be Determined for Convocation (Information with respect to Exercising Your Voting Rights)
 - (1) In the event that there is no indication of approval or disapproval for each proposal on the printed voting form which was sent back to INNOTECH by postal mail, it will be dealt with as a vote of approval.
 - (2) In the event that you exercised your voting right multiple times by the Internet, the last vote will be dealt with as the effective vote.
 - (3) In the event that you exercised your vote both by the Internet and in writing (by the printed voting form which was sent back to INNOTECH by postal mail), regardless of their date and time of arrival, the vote exercised by the Internet will be dealt with as the effective vote.
 - (4) In the event that you wish your representative to execute your voting right on your behalf, you may elect one shareholder who has a voting right as your representative; provided however a document evidencing such person's power of representation must be submitted.

◎If attending the meeting in person, please submit the printed voting form at the reception on the day.

◎The reception on the day is scheduled to open at 9:00 a.m.

◎For any correction to the matters for which electronic provision measures should be taken, content of such correction, together with the matters both before and after the correction, will be posted on the Company's website and the Tokyo Stock

Exchange website which are indicated on page 2 of this document.

©To shareholders who requested for delivery of documents, INNOTECH will provide such documents including the matters for which electronic provision measures should be taken; provided however, among such documents, “Status and Holding Status of Share Acquisition Rights of the Business Report”, “System to Ensure Appropriateness of Operations and Performance Overview of the System”, “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, are excluded based on the provisions of laws and regulations and Article 15 of the Company’s Articles of Incorporation. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements which are stated in these documents are included in the scope of documents audited by the Accounting Auditor in creating an accounting audit report and by the Audit & Supervisory Committee in creating a corporate audit report.

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
¥35 per common share of the Company
Total dividends: ¥472,513,510
3. Effective date of dividends of surplus
June 26, 2024

Proposal No. 2 Election of Two (2) Directors (Excluding Those Serving as Audit & Supervisory Committee Members)

The term of office of current two (2) Directors (excluding those serving as Audit & Supervisory Committee Members; hereinafter the same in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders.

Thus, INNOTECH proposes to elect two (2) Directors.

As for this proposal, the Audit & Supervisory Committee has determined that both candidates are qualified for the proposed positions.

The candidates for Directors are as listed below;

Candidate No.	Name	Current position and responsibility in the Company	Attributes
1	Nobuyuki Otsuka	President and Representative Director	[Reelection]
2	Yoshinori Tanahashi	Senior Managing Executive Officer and Representative Director	[Reelection]

1	Nobuyuki Otsuka (December 22, 1962) [Reelection]	Apr. 1982	Joined Humo Laboratory, Ltd.	60,700 shares
		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 “代表取締役社長”	
		Jun. 2023	President and Representative Director (current position) “代表取締役社長執行役員”	
		[Significant concurrent positions outside the Company] Director of STAr Technologies, Inc. Director of INNOTECH FRONTIER, Inc.		
<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, as President and Representative Director since April 2021. 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.
2	Yoshinori Tanahashi (December 5, 1967) [Reelection]	<p>Apr. 1990 Joined Nomura Research Institute, Ltd. Jun. 1997 Transferred to Nomura Securities Co., Ltd. May 1999 Joined Merrill Lynch Japan Incorporated (currently <i>BofA Securities Japan Co., Ltd.</i>) Jan. 2001 Vice President of Investment Banking Division Aug. 2003 Joined SKY Perfect Communications Inc. (currently SKY Perfect JSAT Corporation) Nov. 2004 General Manager of Corporate Planning Department Apr. 2009 General Manager of Administration Division Aug. 2010 Joined the Company General Manager of Financial and Accounting Department of Administration Division Apr. 2011 General Manager of Administration Division Jun. 2013 Director, General Manager of Administration Division Apr. 2021 Representative Senior Managing Director Jun. 2023 Senior Managing Executive Officer and Representative Director (current position)</p> <p>[Significant concurrent positions outside the Company] Director of Sanei Hytechs Co., Ltd. Director of GAIO TECHNOLOGY CO., LTD. Director of STAr Technologies, Inc. Director of INNOTECH FRONTIER, Inc.</p>	38,900 shares
<p>Reasons for nomination as candidate for Director 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, and since June 2023, as Senior Managing Executive Officer and Representative 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>			

- Notes:
1. There is no special interest between any candidate for Director and the Company.
 2. 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; provided, however, in order to ensure appropriateness of execution of duties by the insured persons, any damage and so on incurred due to criminal act or willful illegal act by any insured person will not be covered. In the event that reelection of each candidate is approved, he 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.

Reference: Skill Matrix of Each Director Candidate

Candidate Number	Name	Current Position at INNOTECH	Gender	Attribute	Skills and Expertise Expected by INNOTECH and Each Candidate Director's Areas of Strength (up to three areas per Director Candidates (one for Outside Director Candidates))							
					Corporate Governance	Finance/Accounting	Legal/Compliance	Global Business	Industry Expertise/Technology	Investment/New Business	ESG/Sustainability	
	Nobuyuki Otsuka	President and Representative Director	Male		●			●	●		●	
	Yoshinori Tanahashi	Senior Managing Executive Officer and Representative Director	Male		●	●	●				●	●
	Ichiro Anjo	Director	Male	Outside Independent	●				●		●	
	Kimito Nakae	Director	Male	Outside Independent	●	●						●
	Shino Hirose	Director	Female	Outside Independent			●	●				●

*This matrix does not cover all the skills and expertise of each Director Candidate.