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(Securities Code: 6986)

June 6, 2024

(Start Date of Electronic Provision Measures: June 5, 2024)

To Our Shareholders

Motoaki Arima
President and Representative Director,
Chief Executive Officer

Futaba Corporation
629 Oshiba, Mobara, Chiba, Japan

**NOTICE OF THE 81st ORDINARY GENERAL MEETING OF
SHAREHOLDERS**

We are pleased to notify you that the 81st Ordinary General Meeting of Shareholders of the Company will be held as described below.

The Company has taken measures for electronic provision in convening this General Meeting of Shareholders and has posted the matters to be provided electronically on the website below as “**NOTICE OF THE 81st ORDINARY GENERAL MEETING OF SHAREHOLDERS.**”

The Company’s website: <https://www.futaba.co.jp/ir/library/005657>

They are also posted on the website of the Tokyo Stock Exchange (TSE).

Please access the TSE website (Listed Company Search) shown below, enter “Futaba Corporation” in “Issue name (company name)” or “6986” (half-width characters) in “Code,” and select “Basic information” and then “Documents for public inspection/PR information” to confirm the information listed there.

TSE website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

If you are unable to attend the meeting, you may exercise your voting rights via the internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders below, and exercise your voting rights by no later than 5:15 p.m. on Wednesday, June 26, 2024 (Japan Time).

1. Date and Time: Thursday, June 27, 2024, at 10:00 a.m. (Reception desk opens at 9:00 a.m.)

2. Place: Hall, 3rd floor, Main Building of the Company
629 Oshiba, Mobara, Chiba Prefecture, Japan

3. Agenda of the Meeting:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the 81st Fiscal Year (from April 1, 2023 to March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the 81st Fiscal Year (from April 1, 2023 to March 31, 2024)

[Translation for Reference and Convenience Purposes Only]

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Five Directors (excluding Directors who are Audit and Supervisory Committee Members)

Matters Decided for the Convocation

- (1) If you exercise your voting rights in writing (by mail) and provide no indication, on the Voting Rights Exercise Form, of approval or disapproval with regard to the proposals, you shall be considered to have expressed approval, which shall be handled accordingly.
- (2) If you exercise your voting rights both via the internet and in writing (by mail), the vote cast via the internet shall be treated as the valid vote, regardless of the date and time of arrival.
- (3) If you exercise your voting rights more than once via the internet, the last vote shall be treated as valid.

[Translation for Reference and Convenience Purposes Only]

Notes:

- 1. If you plan to attend the meeting, please hand in your Voting Rights Exercise Form at the reception desk when you arrive at the venue.**
- 2. For this General Meeting of Shareholders, we have decided to send all shareholders a written document including the matters to be provided electronically, regardless of whether or not they have requested the delivery of such a written document. In accordance with laws and regulations as well as Article 16 of the Company's Articles of Incorporation, the following items are not listed in the matters to be provided electronically. The above document constitutes part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in preparing the audit reports.**
 - Systems to Secure the Properness of Business Activities and the Status of Implementation of the Systems**
 - Consolidated Statement of Changes in Equity**
 - Notes to the Consolidated Financial Statements**
 - Non-Consolidated Statement of Changes in Equity**
 - Notes to the Non-Consolidated Financial Statements**
- 3. Modifications, if any, to the matters to be provided electronically will be posted on the Company's website and the TSE website on the Internet.**
- 4. If you attend the meeting in a wheelchair, please call us by 5:15 p.m. on Monday, June 24, 2024, for us to prepare the venue accordingly.
Telephone number: 0475-24-1111 (main phone number)**
- 5. Other information for shareholders will be posted on the Company's website. Please check our website for the latest information as necessary.**

[Translation for Reference and Convenience Purposes Only]

REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposals and References

Proposal 1: Appropriation of Surplus

Matters relating to year-end dividend

In comprehensive consideration of the business environment surrounding the Company, its basic policy of steady dividend payments and others, the Company proposes to pay ¥5 per share as the year-end dividend for the 81st fiscal year.

The annual dividend per share for the fiscal year under review, including the interim dividend of ¥5 per share already paid out, will be ¥10 per share.

- (1) Type of dividend property
Cash
- (2) Appropriation of dividend property to shareholders and total amount
¥5 per common share of the Company ¥212,080,910 (total amount)
- (3) Effective date of dividends from surplus
June 28, 2024

(Reference)

◆ The Company's basic policy on dividend

The Company recognizes the return of profits as one of its most important managerial priorities and has a basic policy of steady and sustainable distribution of surplus to shareholders.

[Translation for Reference and Convenience Purposes Only]

Proposal 2: Election of Five Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of all five Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same applies in this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of five Directors.

The candidates for Directors are as follows:

| No. | Name | Current position and assignments | Years in office as Director | Attendance at the meetings of the Board of Directors |
|-----|---|--|-----------------------------|--|
| 1 | [Re-elected] Motoaki Arima (Male) | President and Representative Director Chief Executive Officer | 8 | 100% (15 out of 15 meetings) |
| 2 | [Re-elected] Toshihide Kimizuka (Male) | Director Senior Managing Executive Officer Assistant to the President | 8 | 100% (15 out of 15 meetings) |
| 3 | [Re-elected] Masaharu Tomita (Male) | Director Managing Executive Officer General-Manager, Corporate Planning Division | 1 | 100% (11 out of 11 meetings) |
| 4 | [Re-elected] [Outside Director] [Independent Officer] Takemitsu Kunio (Male) | Outside Director | 5 | 100% (15 out of 15 meetings) |
| 5 | [Re-elected] [Outside Director] [Independent Officer] Masako Tanaka (Female) | Outside Director | 2 | 93% (14 out of 15 meetings) |

[Translation for Reference and Convenience Purposes Only]

Candidates for Directors

| No. | Name (Date of birth) | Career summary, position, assignments and significant concurrent positions | Number of the shares of the Company held |
|---|--|--|--|
| 1 | Motoaki Arima (December 17, 1960) [Re-elected] | Mar. 1984 Joined the Company Jan. 2007 Temporarily transferred to FUTABA Corporation of America; President Oct. 2009 Group-Manager, Business Strategy Group, Corporate Planning Division Jun. 2011 Executive Officer; General-Manager, Corporate Planning Division Jun. 2013 Senior Executive Officer; Deputy General-Manager, Electronic Components Division Jul. 2014 Senior Executive Officer; General-Manager, Electronic Device Business Center Jan. 2016 Senior Executive Officer; General-Manager, Touch Panel Business Center Jun. 2016 Director; Managing Executive Officer in charge of Electronic Components and Electronic Systems; General-Manager, Touch Panel Business Center Jun. 2017 Director responsible for Business and Development Division Jun. 2019 Representative Director and President Jul. 2023 President and Representative Director; Chief Executive Officer (to present) | 75,700 shares |
| <p>Reasons for recommendation of candidate for Director</p> <p>At the Company, Mr. Motoaki Arima has served as the President of a U.S. subsidiary, and has been involved in corporate planning and business divisions. As such, he has extensive experience and a proven track record.</p> <p>He has led the strengthening of competitiveness across business divisions overall as a Director since June 2016 and has been taking leadership as the Representative Director and President since June 2019. The Company recommends him as a candidate for Director because the Company believes that he will continue to make managerial decisions from a company-wide perspective toward its sustainable growth and improvement of medium- to long-term corporate value.</p> | | | |

Note: There are no special interests between Mr. Motoaki Arima and the Company.

[Translation for Reference and Convenience Purposes Only]

| No. | Name (Date of birth) | Career summary, position, assignments and significant concurrent positions | Number of the shares of the Company held |
|---|---|---|--|
| 2 | Toshihide Kimizuka (May 2, 1962) [Re-elected] | Apr. 1986 Joined the Company Jul. 2007 Group-Manager, Personnel Group, Corporate Finance & Administration Division Aug. 2009 Group-Manager, Finance & Accounting Group, Corporate Finance & Administration Division Jun. 2010 Executive Officer; Group-Manager, Finance & Accounting Group, Corporate Finance & Administration Division Jun. 2014 Senior Executive Officer; Group-Manager, Business Planning Group, Corporate Planning Division Jul. 2014 Senior Executive Officer; General-Manager, Corporate Administration Division Apr. 2015 Senior Executive Officer; General-Manager, Corporate Administration Division *The position name in Japanese has changed (due to promotion). Jun. 2016 Director; Managing Executive Officer; General-Manager, Corporate Administration Division Jul. 2016 Director; Managing Executive Officer in charge of Administration, Personnel and Finance & Accounting Jun. 2017 Director responsible for Administration Division Jun. 2020 Senior Managing Director responsible for Administration Division Jul. 2023 Director; Senior Managing Executive Officer; Assistant to the President (to present) | 27,400 shares |
| <p>Reasons for recommendation of candidate for Director At the Company, Mr. Toshihide Kimizuka has been involved mainly in the Personnel and Finance & Accounting Divisions, and has extensive experience and a track record in the Company's administration divisions. He has led the strengthening of corporate governance, etc. as a Director since June 2016. The Company recommends him as a candidate for Director because the Company believes that he will continue to make managerial decisions from a company-wide perspective toward its sustainable growth and improvement of medium- to long-term corporate value.</p> | | | |

Note: There are no special interests between Mr. Toshihide Kimizuka and the Company.

[Translation for Reference and Convenience Purposes Only]

| No. | Name (Date of birth) | Career summary, position, assignments and significant concurrent positions | Number of the shares of the Company held |
|--|---|--|--|
| 3 | Masaharu Tomita (April 10, 1967) [Re-elected] | Apr. 1990 Joined the Company | 7,000 shares |
| | | Oct. 2006 Temporarily transferred to FUTABA (Europe) GmbH; President | |
| | | May 2009 Temporarily transferred to FUTABA Corporation of America; President | |
| | | Jan. 2016 Executive Officer; General-Manager, Electronic Device Business Center | |
| | | Jun. 2017 Executive Officer; General-Manager, System Solution Business Center | |
| | | Oct. 2019 Executive Officer; General-Manager, Corporate Planning Division | |
| | | Jun. 2023 Director; General-Manager, Corporate Planning Division | |
| | | Jul. 2023 Director; Managing Executive Officer; General-Manager, Corporate Planning Division (to present) | |
| <p>Reasons for recommendation of candidate for Director At the Company, Mr. Masaharu Tomita has served as the President of a U.S. and a European subsidiary, and has been involved in corporate planning and business divisions. As such, he has extensive experience and a proven track record. He has led the overall corporate planning, including the structural reform of businesses, as a Director since June 2023. The Company recommends him as a candidate for Director because the Company believes that such experience will be necessary for its efforts toward sustainable growth and improvement of medium- to long-term corporate value.</p> | | | |

Note: There are no special interests between Mr. Masaharu Tomita and the Company.

[Translation for Reference and Convenience Purposes Only]

| No. | Name (Date of birth) | Career summary, position, assignments and significant concurrent positions | Number of the shares of the Company held | |
|---|---|--|---|--------------|
| 4 | Takemitsu Kunio (January 5, 1955) [Re-elected] [Outside Director] [Independent Officer] | Dec. 1982 | Joined NEC Corporation | 7,400 shares |
| | | Jul. 1995 | General Manager, Ultra Large Scale Integrated Circuits Research Department, Microelectronics Research Laboratories, NEC Corporation | |
| | | Apr. 2001 | General Manager, Research Planning Division, Central Research Laboratories, NEC Corporation | |
| | | Jan. 2004 | Associate Senior Vice President, Executive General Manager, Central Research Laboratories, NEC Corporation | |
| | | Apr. 2010 | Senior Vice President, NEC Corporation | |
| | | Jun. 2010 | Senior Vice President and Member of the Board, NEC Corporation | |
| | | Jun. 2011 | Senior Vice President, NEC Corporation | |
| | | May 2013 | Associate Senior Vice President, NEC Corporation | |
| | | Apr. 2017 | Advisor, NEC Corporation (Retired) | |
| Jun. 2019 | Outside Director of the Company (to present) | | | |
| <p>Reasons for recommendation of candidate for Outside Director and outline of expected roles Mr. Takemitsu Kunio has extensive experience and a broad perspective in technological development and its commercialization, creation and development of new business areas, business management, and other areas at a major electronics manufacturer. Since June 2019, as an Outside Director of the Company, he has provided meaningful opinions and advice for the development of business overall. The Company recommends him as a candidate for Outside Director because the Company believes that he will continue to offer precious recommendations for its efforts toward sustainable growth and improvement of medium- to long-term corporate value.</p> | | | | |

- Notes:
1. There are no special interests between Mr. Takemitsu Kunio and the Company.
 2. Mr. Takemitsu Kunio is currently in office as an Outside Director of the Company and will have served for five years as an Outside Director at the end of this General Meeting of Shareholders.
 3. Mr. Takemitsu Kunio served at NEC Corporation. Although the Company has transactions with NEC Corporation such as product sales, the amount of transactions accounts for less than 0.01% of the respective consolidated net sales of the Company and NEC Corporation. The Company therefore judges that such a transactional relationship does not have an effect on the independence of Mr. Takemitsu Kunio.
 4. The Company has entered into an agreement with Mr. Takemitsu Kunio pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit his liability for damages to the Company as stipulated in Article 423, Paragraph 1 of the said Act to the limit specified by laws and regulations, and plans to continue such agreement if he is re-elected.
 5. The Company has registered Mr. Takemitsu Kunio as an independent officer with the Tokyo Stock Exchange pursuant to the regulations of the Tokyo Stock Exchange. If Mr. Takemitsu Kunio is re-elected, the Company plans to re-nominate him as an independent officer.

[Translation for Reference and Convenience Purposes Only]

| No. | Name (Date of birth) | Career summary, position, assignments and significant concurrent positions | Number of the shares of the Company held |
|---|--|---|--|
| 5 | <p>Masako Tanaka (December 4, 1958)</p> <p>[Re-elected] [Outside Director] [Independent Officer]</p> | <p>Apr. 1981 Joined Furukawa Electric Co., Ltd.</p> <p>Apr. 2015 Corporate Vice President, General Manager, Legal Department, Administration & CSR Division, Furukawa Electric Co., Ltd.</p> <p>May 2015 Corporate Vice President, Deputy General Manager, Strategy Division and Head of Working-style Reform Project Team, Furukawa Electric Co., Ltd.</p> <p>Oct. 2017 Corporate Vice President, Deputy General Manager, Strategy Division and General Manager, Human Resource Department, Furukawa Electric Co., Ltd.</p> <p>Apr. 2021 Corporate Vice President, Deputy General Manager, Business Basic Transformation Division, Furukawa Electric Co., Ltd.</p> <p>Jun. 2021 Outside Director (Audit and Supervisory Committee Member), Howa Machinery, Ltd. (to present)</p> <p>Mar. 2022 Corporate Vice President, Furukawa Electric Co., Ltd. (Retired)</p> <p>Jun. 2022 Outside Director of the Company (to present)</p> <p>Oct. 2023 Outside Director, UCHIDA YOKO CO., Ltd. (to present)</p> <p>(Significant concurrent positions) Outside Director, UCHIDA YOKO CO., Ltd. Outside Director (Audit and Supervisory Committee Member), Howa Machinery, Ltd.</p> | 0 shares |
| <p>Reasons for recommendation of candidate for Outside Director and outline of expected roles</p> <p>Ms. Masako Tanaka has extensive experience and a broad perspective in the human resource department, the CSR division, the legal department, etc. of a major non-ferrous metal manufacturer. Since June 2022, as an Outside Director of the Company, she has provided meaningful opinions and advice for the promotion of work-style reform and diversity.</p> <p>The Company recommends her as a candidate for Outside Director because the Company believes that she will continue to offer precious recommendations for its efforts toward sustainable growth and improvement of medium- to long-term corporate value.</p> | | | |

- Notes:
1. There are no special interests between Ms. Masako Tanaka and the Company.
 2. Ms. Masako Tanaka is currently in office as an Outside Director of the Company and will have served for two years as an Outside Director at the end of this General Meeting of Shareholders.
 3. Ms. Masako Tanaka served at Furukawa Electric Co., Ltd. Although the Company has transactions with Furukawa Electric Co., Ltd. such as product sales, the amount of transactions accounts for less than 0.01% of the respective consolidated net sales of the Company and Furukawa Electric Co., Ltd. The Company therefore judges that such transactional relationship does not have an effect on the independence of Ms. Masako Tanaka.
 4. The Company has entered into an agreement with Ms. Masako Tanaka pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit her liability for damages to the Company as stipulated in Article 423, Paragraph 1 of the said Act to the limit specified by laws and regulations, and plans to continue such agreement if she is re-elected.
 5. The Company has registered Ms. Masako Tanaka as an independent officer with the Tokyo Stock Exchange pursuant to the regulations of the Tokyo Stock Exchange. If Ms. Masako Tanaka is re-elected, the Company plans to re-nominate her as an independent officer.

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Composition and Expertise of the Directors and Executive Officers at the end of this Ordinary General Meeting of Shareholders

[Directors]

| Name | Position and assignments | Expertise, experience, etc. | | | | | | | | |
|--------------------|---|---|----------------------|--|--|----------------|------------------|----------------------|-------------------|-------------------|
| | | Corporate management (outside the Company) | Finance & Accounting | Risk management Legal & management | Personnel affairs & Human resource development | Sustainability | Technology & R&D | Production & Quality | Sales & Marketing | Global experience |
| Motoaki Arima | President and Representative Director Chief Executive Officer | | | | | | • | • | • | • |
| Toshihide Kimizuka | Senior Managing Executive Officer Assistant to the President | | • | • | • | • | | | | • |
| Masaharu Tomita | Managing Executive Officer General-Manager, Corporate Planning Division | | | | | | • | • | • | • |
| Takemitsu Kunio | | • | | | | • | • | • | • | |
| Masako Tanaka | | • | | • | • | • | | | | |
| Tadashi Ohmura | Audit and Supervisory Committee Member | • | • | • | | • | | | | • |
| Tatsuya Ikeda | Audit and Supervisory Committee Member | | • | | | • | | | • | • |
| Akihiro Ishihara | Audit and Supervisory Committee Member | | | • | | • | | | | • |

[Translation for Reference and Convenience Purposes Only]

[Executive Officers]

| Name | Position and assignments | Expertise, experience, etc. | | | | | | | | |
|-------------------|--|-----------------------------|----------------------|---|--|----------------|------------------|----------------------|-------------------|-------------------|
| | | Corporate planning | Finance & Accounting | Risk management Legal & Risk management | Personnel affairs & Human resource development | Sustainability | Technology & R&D | Production & Quality | Sales & Marketing | Global experience |
| Toru Kono | Managing Executive Officer General-Manager, Machinery & Tooling Business Center | • | | | | | • | • | • | |
| Masayuki Nakamura | Executive Officer General-Manager, Corporate Administration Division | • | • | • | • | • | | | | |
| Eiji Jinno | Executive Officer General-Manager, Robotics Solution Business Center | | | | | | • | • | • | • |
| Kazuhito Nakamura | Executive Officer General-Manager, System Solution Business Center | | | | | | • | • | • | |
| Akihiro Nonaka | Executive Officer General-Manager, Core Technology Development Center | | | | | | • | | | |

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[Reference]

Opinion of the Audit and Supervisory Committee

With respect to the nomination and compensation of Directors (excluding Directors who are Audit and Supervisory Committee Members), two of the three members of the Audit and Supervisory Committee were present as committee members and the remaining one as an observer at the “Nomination and Compensation Committee,” which is an advisory body to the Board of Directors set up voluntarily and constituted by five members (plus two observers). They confirmed policies for nomination of Directors, a method to calculate compensation for Directors, etc., while expressing their opinions on them.

Consequently, the Audit and Supervisory Committee has judged that the procedures for nomination of Directors (excluding Directors who are Audit and Supervisory Committee Members) are appropriate, and that the candidates are suitably qualified as Directors of the Company as a result of considering their expertise and abundant experiences.

For compensation for Directors, the Audit and Supervisory Committee has judged that the procedures for its findings on compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) at the “Nomination and Compensation Committee” reported to the Board of Directors are appropriate, and that the methods to consider and calculate specific amounts of compensation and their contents are also reasonable when checked with the “Policy concerning determination of compensation for Directors” on the condition that objectivity and transparency are guaranteed.

Directors and Officers Liability Insurance Contract

The Company has concluded a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance covers damages and litigation expenses to be borne by the insured in the event of claims for damages submitted by shareholders, the Company, employees or other third parties arising from acts in the course of their duties as directors and officers of the Company during the term of the policy.

If each of the candidates is elected as Director and assumes office, he/she will be insured under the directors and officers liability insurance contract.

The term of the directors and officers liability insurance contract is one year. The Company plans to renew this insurance policy upon resolution by the Board of Directors before the expiration of the term.

Policies and Procedures for the Nomination of Candidates for Directors

In selecting candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members), the Board of Directors considers the overall balance of insight, knowledge, experience, ability, and so forth of each candidate that are required to execute duties and consults beforehand with the optional Nomination and Compensation Committee, more than half of the members of which are Outside Directors, on qualified individuals.

When the Board of Directors selects candidates for Directors who are Audit and Supervisory Committee Members, it consults with the Nomination and Compensation Committee based on the above, and further, proposes candidates to the Audit and Supervisory Committee and obtains its consent before making decisions.

Criteria for the Independence of Outside Directors

In addition to the independence standards set forth by financial instruments exchanges, the Company elects an Outside Director who meets the following criteria:

1. A person who does not execute material business (any Director, Audit and Supervisory Board Member, executive officer, or important employee) of a major shareholder (any shareholder who holds 10% or more of the voting rights of the total shareholders) of the Company;
2. A person who does not execute material business of a major business partner (any major business partner of the Company where the annual amount of payments or receipts pertaining to transactions between the Company and such business partner in the most recent fiscal year exceeds 2% of the amount of the consolidated net sales of the Company or such business partner);
3. A person who is not an attorney-at-law, certified public accountant, consultant (of any kind), or education specialist who receives a large amount of compensation or donation (for an individual, an amount of ¥10 million or more, and for a corporation/organization, an amount exceeding 1% of its consolidated net sales in the most recent fiscal year) from the Company.

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Status of Cross-Held Shares in the Company

The Company markets a wide range of products in each of the Electronic Devices-related segment and the Machinery & Tooling segment. It therefore believes that constructing long-term and stable relationships with its business partners is beneficial for smooth promotion of businesses and will eventually contribute to improvement of the Company's corporate value. This is the reason for the Company to hold cross-held shares.

1. Regarding its cross-held shares, the Company reports the capital cost, the actual return, the status of trade, etc. of each stock issue to the Board of Directors, and comprehensively considers whether to continue holding or reduce the shares of the issue, in each semiannual period.
2. If the consideration results in the determination that specific cross-held shares do not serve the purpose or are not appropriate, the Company intends to reduce the shares after discussing the reduction with a corresponding business partner.

(The number of cross-held share issues)

| | 77th fiscal year | 78th fiscal year | 79th fiscal year | 80th fiscal year | 81st fiscal year (ended Mar. 31, 2024) |
|------------------|------------------|------------------|------------------|------------------|--|
| Number of issues | 25 | 21 | 21 | 20 | 18 |