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Securities code: 6613

June 7, 2024

(Starting date of the measures for electronic provision: June 6, 2024)

To Shareholders with Voting Rights:

Mitsuru Sugawara
President and CEO
QD Laser, Inc.
1-1 Minamiwatarida-cho,
Kawasaki-ku, Kawasaki,
Kanagawa, Japan

**NOTICE OF
THE 18TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

Please be informed that the 18th Annual General Meeting of Shareholders of QD Laser, Inc. (the “Company”) will be held as described below.

The Company has taken measures for the electronic provision in convening this General Meeting of Shareholders and posted the matters to be provided electronically on the following website as “Notice of the 18th Annual General Meeting of Shareholders.”

- The Company’s website: <https://www.qdlaser.com/en/ir/meeting/>

In addition to the above, the materials to be provided electronically are disclosed on the following websites. To view the information thus disclosed on the Tokyo Stock Exchange’s website, please access the website below, search for us by entering our issue name (QD Laser) or securities code (6613), and select “Basic information” and then “Documents for public inspection/PR information.”

- Tokyo Stock Exchange’s website:

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

- *Netto de Shoshu* website: <https://s.srdb.jp/6613/>

Shareholders who have requested the provision of a paper copy will receive one that contains the matters to be provided electronically as well. Pursuant to laws and regulations and provisions of Article 15 of the Articles of Incorporation of the Company, the following matter is not contained in said documents.

As such, said documents form a part of the documents audited by the Audit Committee and the Accounting Auditor in preparing the Audit Report.

- Notes to Financial Statements

You may exercise your voting rights by postal mail using the enclosed Voting Rights Exercise Form or via the Internet (see pages 4 and 5, in Japanese only). Please review the Reference Documents for the General Meeting of Shareholders included in the matters to be provided electronically and exercise your voting rights by Thursday, June 27, 2024, 5:30 p.m. Japan time.

1. Date and Time: Friday, June 28, 2024 at 10:00 a.m. Japan time
(Reception desk opens at 9:00 a.m.)

2. Place: 301/302, 3rd Floor, PACIFICO Yokohama Conference Center
1-1-1, Minato Mirai, Nishi-ku, Yokohama, Kanagawa, Japan
* The venue is different from last year. Please refer to the "Map to the Venue of the General Meeting of Shareholders" at the end of the Japanese version of this document for details.

3. Meeting Agenda:

Matters to be reported: The Business Report and Financial Statements for the Company's 18th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

Proposal: Election of Three (3) Directors (Excluding Directors Who Are Members of the Audit Committee)

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- If you will be attending the meeting on the day, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - Any revisions to the matters to be provided electronically will be posted on the relevant websites.
 - There will be no souvenirs provided on the day of the Annual General Meeting of Shareholders. We appreciate your understanding on this matter.

Reference Documents for the General Meeting of Shareholders

Proposal: Election of Three (3) Directors (Excluding Directors Who Are Members of the Audit Committee)

The terms of office of all four (4) Directors (excluding Directors who are members of the Audit Committee) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Directors (excluding Directors who are members of the Audit Committee).

Concerning this proposal, the Audit Committee of the Company has judged that all the candidates for Directors (excluding Directors who are members of the Audit Committee) are qualified.

The candidates for Directors (excluding Directors who are members of the Audit Committee) are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Osamu Nagao (January 27, 1960)	April 1982 Joined Mitsui & Co., Ltd. July 2005 President & CEO, MVC Corporation (currently Mitsui & Co. Global Investment, Inc.) April 2006 Director, the Company (to 2009) October 2009 General Manager, Principal Investment Division, Financial and New Business Unit, Mitsui & Co., Ltd. April 2012 Senior Vice President of Mitsui & Co. (U.S.A.), Inc. and head of Corporate Planning Division of Americas Business Unit of Mitsui & Co. April 2015 Advisor, HOB Co., Ltd. March 2018 President & CEO, Infomart Corporation January 2022 Chairman and Director April 2024 Director (current position)	5,000

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Tsutomu Yoshida (July 17, 1956)	<p>April 1980 Joined Mitsui & Co., Ltd.</p> <p>April 1997 Manager, New Industrial Technologies Department, Operations Division</p> <p>December 1999 Representative Partner, ACTIV Investment Partners, Ltd.</p> <p>November 2003 General Manager, Investment Business Department, Corporate Investment Development Division, Mitsui & Co., Ltd.</p> <p>September 2004 Senior Vice President & GM, Financial Markets Business Division, Mitsui & Co. (U.S.A.), Inc.</p> <p>April 2006 General Manager, Financial Market Operations Division, Mitsui & Co., Ltd.</p> <p>April 2008 General Manager, Corporate Investment Division</p> <p>October 2009 General Manager, M&A Promotion Division</p> <p>July 2013 Representative Director and President, Mitsui & Co. Global Investment, Inc.</p> <p>July 2013 Director, the Company (current position)</p> <p>April 2015 General Manager, Tokyo Branch, Mitsui & Co. Global Investment, Inc.</p> <p>October 2015 General Manager, Chairman's Office, Takata Corporation</p> <p>June 2016 Director and Executive Officer</p> <p>October 2018 Executive Officer, M&A Office, Corporate Strategy Division, Mitsubishi Chemical Holdings Corporation (currently Mitsubishi Chemical Group Corporation)</p> <p>April 2021 Executive Officer, Corporate Development Office, Corporate Strategy Division</p> <p>April 2022 Director, Corporate Development Department</p> <p>April 2024 Executive Advisor, Strategy (current position)</p>	906
3	Kaoru Hatano (January 19, 1977)	<p>April 2001 Joined Semiconductor Energy Laboratory Co., Ltd.</p> <p>April 2013 Joined Thomson Reuters KK (currently Clarivate Analytics (Japan) Co., Ltd)</p> <p>May 2017 Jointly founded Section C Co Ltd.</p> <p>October 2019 Jointly founded Cardio Intelligence Inc.</p> <p>July 2021 Department of Intellectual Property & New Business Development</p> <p>July 2021 Specially appointed professor, Tohoku University (current position)</p> <p>June 2022 Director, the Company (current position)</p> <p>July 2023 R&D Department, Cardio Intelligence Inc. (current position)</p>	906

Notes: 1. There are no special interests between any of the candidates and the Company.

2. Tsutomu Yoshida and Kaoru Hatano are candidates for Outside Directors.

3. Osamu Nagao was nominated as a candidate for Director as he has experience of being a corporate manager at multiple corporations. He can be expected to contribute to the improved corporate value of the Company into the future as he has demonstrated his ability in various fields, such as business strategy planning, execution and management improvement of the companies at the stage of growth including the Company's start-up, and he is deemed to be qualified for the position of Director.

4. Tsutomu Yoshida was nominated as a candidate for Outside Director as he has experience of being a corporate manager at multiple corporations. As he can be expected to contribute to ensuring the transparency, objectivity and appropriateness of management and is deemed to be qualified for the position of Outside Director, he has been nominated. He will have been in office as Outside Director of the Company for 11 years at the conclusion of this General Meeting.
5. Kaoru Hatano was nominated as a candidate for Outside Director as she has experience in intellectual property affairs at multiple research and development companies and foundation of companies. As she can be expected to contribute to enhancement of the Company's corporate value from the intellectual property aspect and is deemed to be qualified for the position of Outside Director, she has been nominated. She will have been in office as Outside Director of the Company for 2 years at the conclusion of this General Meeting.
6. The Company has entered into a Directors and Officers liability insurance contract (D&O insurance) with an insurance company. Under the said insurance contract, Directors shall be covered for liability borne from the performance of their duties or for damages arising from claims in pursuit of that liability to be borne by insured persons. The Company intends to renew the said contract. Each candidate is to be included as an insured person under the said insurance contract.
7. The Company has entered into an agreement with Outside Directors to limit their liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act, in accordance with provisions of Article 427, Paragraph 1 of the same Act. If the election of Tsutomu Yoshida and Kaoru Hatano as Outside Directors is approved, the Company intends to continue the above agreement with them. In addition, the maximum amount of liability for damages under the said agreement is the minimum amount of liability stipulated by laws and regulations.
8. The Company has submitted a notice to the Tokyo Stock Exchange designating Tsutomu Yoshida and Kaoru Hatano as Independent Directors as stipulated in the said exchange's Securities Listing Regulations. If their election is approved, the Company intends to continue designating them as Independent Directors.
9. Regarding the criteria used in electing Independent Outside Directors of the Company, with reference to the criteria for independence stipulated by the Tokyo Stock Exchange, the Company has ensured that there are no interests between the candidate and the Company, and there is no risk of a conflict of interest between the candidate and general shareholders.
10. The number of shares of the Company held states the figure as of March 31, 2024.

<Reference> Skills Matrix

The skills matrix that lists the knowledge, experience, abilities, etc. possessed by each Director if the Proposal is approved is as follows.

Name	Positions	Corporate management/ Management strategy	Development/ Technology	Sales/ Marketing	Internationality/ Diversity	Financing/ Accounting/ Response to market	Legal affairs/ Risk management
Osamu Nagao	Director	○			○	○	○
Tsutomu Yoshida	Director (Outside)	○			○	○	○
Kaoru Hatano	Director (Outside)		○	○	○		
Satoru Uchida	Director, Member of the Audit Committee (Outside)	○		○	○		
Hiroyuki Yamada	Director, Member of the Audit Committee (Outside)	○				○	○
Hiroki Mori	Director, Member of the Audit Committee (Outside)						○

* “Governance” is not indicated in this table as it is required of all Directors.