

To Our Shareholders

2-5-38 Saito-Yamabuki, Ibaraki City, Osaka Prefecture  
JTEC Corporation  
President Takashi Tsumura

## Notice of the 31st Annual General Meeting of Shareholders

You are cordially invited to the 31st Annual General Meeting of Shareholders of JTEC Corporation (hereafter “the Company”) to be held as below.

In convening this General Meeting of Shareholders, we have taken measures to electronically provide information that is the contents of the Reference Documents for the General Meeting of Shareholders, etc. (matters to be provided electronically), which are posted on each of the following websites on the internet, so please access any of these websites and confirm the information.

[Our website] <https://www.j-tec.co.jp/ir/meeting.html>



[Website of the General Meeting of Shareholders] <https://d.sokai.jp/3446/teiji/>



Tokyo Stock Exchange website

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



Please access the above website, enter or search for our company name or securities code "3446", and select "Basic Information" and "Documents for Public Inspection/PR Information" in that order.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet, etc., as described in the "Information on the Exercise of Voting Rights" (pages 3 to 4), so please review the reference documents for the General Meeting of Shareholders below and exercise your voting rights by 5:30 p.m. on Thursday, September 26, 2024 (Tokyo time).

1. **Date and Time:** Friday, September 27, 2024 at 10:00 a.m. Japan time
2. **Place:** Main Conference Room, 4th floor of the Company's Head Office  
2-5-38 Saito-Yamabuki, Ibaraki, Osaka Prefecture  
(Please see the map of the venue attached at the end of this notice.)
3. **Meeting Agenda:**
  1. Business Report, Consolidated Financial Statements, and report on audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors for the 31st Fiscal Term (July 1, 2023–June 30, 2024)
  2. Non-Consolidated Financial Statements for the 31st Fiscal Term (July 1, 2023–June 30, 2024)

**Matters to be reported:**

**Proposals to be resolved:**

Proposals

  1. Election of Seven (7) Directors
  2. Election of Three (3) Auditors

### Matters Concerning Electronic Provision Measures

- In the event of any modification to the electronic provision measures, a notice will be posted on each of the aforementioned websites, along with the information that was provided before and after the modification.
- At this General Meeting of Shareholders, the Company will uniformly send a document stating the matters to be provided electronically to all shareholders, regardless of whether or not they have requested the delivery of the document. In accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation, the following matters are not included in this Notice of the General Meeting of Shareholders.
  - (i) "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
  - (ii) "Notes to Non-Consolidated Financial Statements."The above items (i) and (ii) are included in the scope of audit conducted by the corporate auditors and accounting auditors in preparing their audit report.

### Attendance at this General Meeting of Shareholders

- If you plan to attend the meeting in person, please submit the enclosed Voting Rights Exercise Form to the receptionist at the meeting.
- If there are any major changes in the operation of this Shareholders' Meeting due to future changes in circumstances, we will announce such changes on our website on the Internet (address: <https://www.j-tec.co.jp/>) as appropriate.

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Election of Seven (7) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this General Meeting of Shareholders.

We propose

the election of seven (7) Directors.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions	No. of Company shares held
1	Takashi Tsumura (April 25, 1957)	Apr 1981    Joined Kurabo Industries Ltd. Apr 1991    Joined Kataoka Jitsugyo, K.K. Director, General Manager of Technology Department Dec 1993    Established the Company President (current) May 2021    President and Representative Director, ESCO, Ltd. Dec 2021    Chairman and Representative Director, ESCO, Ltd (current)	2,477,200
2	Masahiko Kanaoka (July 7, 1978)	Apr 2003    Joined NIKON CORPORATION Apr 2017    Seconded to TOCHIGI NIKON CORPORATION Oct 2019    Joined the Company Jul 2020    General Manager of Sales Department, the Company (current) Sep 2020    Director, the Company (current) May 2021    Director, ESCO, Ltd (current)	2,400
3	Tetsuya Hidani (May 14, 1967)	Apr 1990    Joined Daiwa Securities Co. Ltd. Oct 2002    Joined Security Protection Network Co., Ltd. ("SPN") Jun 2008    President of Osaka Branch, SPN Jul 2012    Executive Officer in charge of West Japan operations, SPN Apr 2015    Executive Officer in charge of Headquarters, SPN Apr 2017    Joined Helios co., ltd. (information communication business) Managing Executive Officer Apr 2018    Joined the Company May 2018    Head of Internal Audit Office, the Company Aug 2022    Head of Audit Office, the Company Sep 2022    Director, the Company (current) Mar 2023    General Manager of Management Department, the Company (current) Jun 2023    Director, ESCO, Ltd.(current)	2,800
4	Masanori Tsujioka* (September 17, 1956)	Apr 1982    Joined Sumitomo Electric Industries, Ltd. Jan 1996    Senior Researcher, Ionics Group, Itami Research Laboratory Mar 2004    Seconded to Nippon ITF, Inc. Mar 2004    General Manager of Technology Dept. Jun 2012    Director and General Manager of Corporate Planning Dept. Jun 2015    Managing Director Jun 2019    Senior Managing Director Mar 2022    Advisor of the Company Sep 2023    Director, the Company (current)	700

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions	No. of Company shares held
5	Nozomu Kawasaki (July 22, 1950)	<p>Apr 1972 Joined Matsushita Electric Industrial Co., Ltd. (current Panasonic Holdings Corporation)</p> <p>Oct 1972 Seconded to Semiconductor Department, Matsushita Electronics Corporation (current Panasonic Holdings)</p> <p>Aug 1977 Established Contec, K.K. (current Osaka Computer Industry, K.K.) Representative Director (current)</p> <p>Apr 1979 Joined TECHNO TAKATSUKI CO., LTD. President &amp; CEO</p> <p>Dec 1993 Director, the Company (current)</p> <p>Jan 2020 Chairman of the Board, TECHNO TAKATSUKI (current)</p>	360,000
6	Yoshio Matsumi (September 1, 1946)	<p>Apr 1969 Joined ITOCHU Corporation</p> <p>Jan 1994 Joined ITOCHU International Inc. General Manager of Development &amp; Venture Division</p> <p>Apr 1997 General Manager of Aerospace Information Division, ITOCHU International</p> <p>Jan 2000 Vice President of Aerospace, Electronics &amp; Multimedia Company, ITOCHU</p> <p>Jun 2004 Executive Officer, Head of Innovative Technology Business Development Office, ITOCHU</p> <p>Jul 2007 Advisor, Head of Research Institute of Innovative Technology, ITOCHU</p> <p>Apr 2009 Advisory Member, ITOCHU (current)</p> <p>Apr 2009 Representative Director, Matsumi Associates LLC (current)</p> <p>Dec 2014 Representative Director and President, Osaka University Venture Capital Co., Ltd. ("OUVC")</p> <p>Jul 2017 Consultant, OUVC</p> <p>Sep 2018 Director, the Company (current)</p>	None
7	Isahiro Hasegawa (July 27, 1959)	<p>Apr 1982 Joined Tokyo Shibaura Electric Co., Ltd. (current TOSHIBA CORPORATION)</p> <p>Mar 2002 General Manager of Production Technology Department, Yokkaichi Plant, TOSHIBA</p> <p>Jun 2014 Executive Officer &amp; Corporate Vice President (in charge of Production and Planning Division, Procurement Division, and Corporate Manufacturing Engineering Center), TOSHIBA</p> <p>Jun 2016 Executive Officer &amp; Corporate Senior Vice President (in charge of Production and Procurement Division), TOSHIBA</p> <p>Nov 2017 Joined Toshiba Trading Incorporated (TTI)</p> <p>Dec 2017 President, TTI</p> <p>Apr 2019 Representative Director, character K.K. (current)</p> <p>Sep 2021 Director, the Company (current)</p>	None

Notes:

1. There are no special-interest relationships between the Company and the above candidates.
2. Mr. Nozomu Kawasaki, Mr. Yoshio Matsumi, and Mr. Isahiro Hasegawa are candidates for Outside Directors.
3. Reasons for nomination as candidates for Outside Directors and summary of expected roles
  - (1) We propose the election of Mr. Nozomu Kawasaki as Outside Director, because we believe he will bring his extensive knowledge, experience, and high level of expertise gained through managing manufacturing companies over many years to supervising and monitoring the Company's overall management, thereby strengthening the functions of its Board of Directors. If his reappointment is approved, as a member of the voluntary Nominating and Compensation Committee, he will participate in nominating Directors and determining remuneration for officers from an objective and neutral standpoint.
  - (2) We propose the election of Mr. Yoshio Matsumi as a candidate for Outside Director, because we believe he will contribute to the Company's management with his abundant business experience and management expertise acquired through his years at a major general trading company. Further, with his extensive knowledge in innovative technologies, we believe he will provide effective oversight of the Company's management from an objective standpoint, independent of executive management. If his reappointment is approved, as a member of the voluntary Nominating and Compensation Committee, he will participate in nominating Directors and determining remuneration for officers from an objective and neutral standpoint.
  - (3) We propose the election of Mr. Isahiro Hasegawa as Outside Director, because we believe that with his extensive knowledge and high level of expertise in management and production technology, he has amassed through his years at a major general manufacturing company, he will provide effective oversight of the Company's management, especially in the area of manufacturing, from an objective standpoint independent of executive management and with specialization in the field. If his

is election is approved, as a member of the voluntary Nominating and Compensation Committee, he will participate in nominating Directors and determining remuneration for officers from an objective and neutral standpoint.

4. Mr. Nozomu Kawasaki, Mr. Yoshio Matsumi, and Mr. Isahiro Hasegawa are currently Outside Directors of the Company. As of the conclusion of this General Meeting of Shareholders, Mr. Kawasaki's term of office will be 30 years and nine (9) months, Mr. Matsumi's six (6) years, and Mr. Hasegawa's three (3) years.
5. The Company has concluded limited liability agreements with Mr. Nozomu Kawasaki, Mr. Yoshio Matsumi, and Mr. Isahiro Hasegawa under Article 423, Paragraph 1 of the Companies Act in accordance with provisions of Article 427, Paragraph 1 of said Act. The maximum amount of liability for damages under the agreement shall be the higher of 100,000 yen or the minimum liability amount stipulated in Article 425, Paragraph 1 of said Act for Mr. Kawasaki, and the minimum liability amount stipulated in Article 425, Paragraph 1 of said Act for Mr. Matsumi and Mr. Hasegawa. If the reappointment of the three candidates is approved, the Company will maintain the limited liability agreements with the candidates.
6. The Company has entered into a directors' and officers' liability insurance agreement with an insurance company as stipulated in Article 430, Paragraph 3-1 of the Companies Act, which includes all Directors and members of the Board of Auditors of the Company as insured parties. The insurance agreement covers the cost of liability claims made against the insured parties as well as litigation costs incurred by them in connection with the liability claims, as a result of actions taken by the insured to fulfill the duties of their position. If the candidates are appointed as Directors, they will become the insured parties of this agreement.  
The Company intends to renew the agreement with the same details at the next renewal period.
7. The Company has registered Mr. Nozomu Kawasaki, Mr. Yoshio Matsumi, and Mr. Isahiro Hasegawa as Independent Directors as stipulated by the Tokyo Stock Exchange. If they are reappointed, the Company will continue to designate them as Independent Directors.
8. The number of shares of the Company held by Mr. Nozomu Kawasaki is the number of shares actually held, including those held by a company in which Mr. Kawasaki holds a majority of voting rights.

(Reference) Areas of particular specialization of candidates for Directors (skills matrix)

The areas in which each candidate for Directors is expected to make a particular contribution are as below.

When appointing Directors, the Company places much importance on the expertise, experience, and enthusiasm of each candidate in their respective field of specialization that it considers are necessary for enhancing corporate value in the medium to long term. The Company appoints candidates for Outside Directors who it expects will provide effective oversight of business execution and management from an independent standpoint, considering overall balance and diversity of the Board of Directors. Candidates for Independent Outside Directors include those that have gained management experience at other companies.

[Skills matrix]

Candidates for Directors		Independent	Outside	Term of office	Corporate management	Areas of particular specialization					Nominating and Compensation Committee	
						Research, technology development, manufacture	Sales, marketing	Global	Compliance, risk management	Finance, accounting		ESG
Takashi Tsumura	Reappointment			30 yrs. 9 mo.	○	○	○		○		○	○
Masahiko Kanaoka	Reappointment			4 yrs.		○	○	○				
Tetsuya Hidani	Reappointment			2 yrs.					○	○	○	
Masanori Tsujioka	Reappointment			1 yr	○	○						
Nozomu Kawasaki	Reappointment	●	●	30 yrs. 9 mo.	○	○	○	○	○		○	○
Yoshio Matsumi	Reappointment	●	●	6 yrs.	○		○	○	○		○	○
Isahiro Hasegawa	Reappointment	●	●	3 yrs.	○	○		○	○		○	○

Notes: The above table does not show all areas of expertise for each candidate.

Nominating and Compensation Committee comprises five members, including full-time auditor Nobuhisa Masaki, in addition to the four indicated above.

**Proposal 2: Election of Three (3) Auditors**

The terms of office of all three (3) Auditors will expire at the conclusion of this General Meeting of Shareholders, and thus, we propose the election of three (3) Auditors.

Note that this proposal has already been agreed at the Auditors Committee.

The candidates for Auditors are as follows.

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions	No. of Company shares held
1	*Tsuyoshi Ayabe (March 2, 1961)	Apr 1983    Joined Noritz Corporation Mar 2011    General Manager of Finance Department, Administration Division, Noritz Corporation Jan 2014    President and Representative Director, Noritz Capital Mar 2017    Corporate Auditor, Noritz Corporation Mar 2019    Board member, Noritz Corporation (full-time Audit and Supervisory Committee member)	None
2	*Hiroaki Umeda (December 13, 1966)	Oct 1994    Joined Asahi (current KPMG AZSA LLC) Apr 1998    Registered as a certified public accountant Aug 2004    President of Hiroaki Umeda Certified Public Accountant Office (current) Sep 2004    Registered as a tax accountant Mar 2011    Outside Auditor, Fuji Seiki Co., Ltd (current) Apr 2013    Representative Director and Board Member, E-SERVE Co., Ltd. (current) Jun 2017    Outside director and Board Member, TORIDOLL Holdings Corporation (Audit and Supervisory Committee; current)	None
3	*Maki Kataoka (February 24, 1971)	Dec 2009    Registered as a lawyer Dec 2009    Joined Dojima Law Office Jun 2014    Seconded to Regional Economy Vitalization Corporation of Japan Sep 2016    Returned to Dojima Law Office (current) Jun 2016    Outside director and Board Member, TORIDOLL Holdings Corporation (Audit and Supervisory Committee; current)	None

**Notes:**

1. \* indicates new candidates for Auditors.
2. There are no special-interest relationships between the Company and the above candidates.
3. Mr Ayabe, Mr Umeda, and Ms. Kataoka are candidates for Outside Auditors
4. Reasons for nomination as candidates for Outside Auditors and summary of expected roles
  - (1) We propose the election of Mr. Tsuyoshi Ayabe as an Outside Auditor, as we believe he has extensive experience and broad insight related to corporate activities including as an Auditor as well as an expectation that he will audit and supervise the execution of the directors' duties as an Outside Auditor from an objective and fair standpoint .  
For this reason, we believe he will be able to appropriately carry out his duties as an Outside Auditor.
  - (2) We propose the election of Mr. Hiroaki Umeda as an Outside Auditor, as we believe as a certified public accountant and tax accountant, he is an expert in accounting and taxation and has sufficient knowledge including as an Auditor to supervise company management as well as an expectation that he will audit and supervise the execution of directors' duties as an Outside Auditor from an objective and fair standpoint.  
For this reason, we believe he will be able to appropriately carry out his duties as an Outside Auditor.
  - (3) We propose the election of Ms. Maki Kataoka as an Outside Auditor, as we believe she has sufficient insight and experience as an Auditor to reflect her experience as a lawyer and knowledge in corporate legal affairs as well as an expectation that she will audit and supervise the execution of directors' duties as an Outside Auditor from an objective and fair standpoint.  
For this reason, we believe he will be able to appropriately carry out his duties as an Outside Audit & Supervisory Director.
5. If Mr. Ayabe, Mr. Umeda and Ms. Kataoka are elected, the Company will enter limited liability agreements with all three individuals under Article 423, Paragraph 1 of the Companies Act in accordance with provisions of Article 427, Paragraph 1 of said Act. The maximum amount of liability for damages under the agreement shall be the the minimum liability amount stipulated in Article 425, Paragraph 1.
6. The Company will enter into a directors' and officers' liability insurance agreement with an insurance company as stipulated in Article 430, Paragraph 3-1 of the Companies Act, which includes all Directors and members of the Board of Auditors of the Company as insured parties. The insurance agreement covers the cost of liability claims made against the insured parties as well as litigation costs incurred by them in connection with the liability claims, as a result of actions taken by the insured to fulfill the duties of their position. If Mr. Ayabe, Mr. Umeda and Ms. Kataoka are appointed as Directors, they will become the insured parties of this agreement.