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Securities Code: 7212 June 5, 2018

To our shareholders:

Yuichi Fukuda President & CEO **F-TECH INC.** 19 Showanuma, Shobucho, Kuki-shi, Saitama

Notice of the 63rd Annual General Meeting of Shareholders

You are cordially invited to attend the 63rd Annual General Meeting of Shareholders of F-TECH INC. (the "Company") to be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights, so that your vote is received no later than 5:00 p.m. on Wednesday, June 20, 2018 (JST).

- 1. Date and Time: Thursday, June 21, 2018, at 10:00 a.m. (reception starts at 9:00 a.m.) (JST)
- 2. Venue: Momo room, fifth floor, Hotel Rafre Saitama

3-2 Shintoshin, Chuo-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 63rd fiscal year (from April 1, 2017 to March 31, 2018).
- 2. The Non-consolidated Financial Statements for the 63rd fiscal year (from April 1, 2017 to March 31, 2018.)

Matters to be resolved:

- Proposal No. 1Appropriation of SurplusProposal No. 2Election of 11 DirectorsProposal No. 3Election of Two AuditorsProposal No. 4Payment of Retirement Benefits to a Retiring Auditor
- Proposal No. 5 Payment of Bonuses to Officers
- When you attend the meeting in person, please submit the enclosed voting form at the reception.
- Any changes in the Reference Documents for General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-consolidated Financial Statements will be posted on the Company's website.
- Among the documents should be provided with this Notice, the below-mentioned documents 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 this Notice. Accordingly, the documents attached to this notice 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

The Company's website (http://www.ftech.co.jp/)

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The dividend policy of the Company is as stated in the Reference Documents (in Japanese only). 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.

Year-end dividends

- (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: JPY187,078,750
- (3) Effective date of dividends of surplus June 22, 2018

Proposal No. 2 Election of 11 Directors

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

In that regard, the Company proposes the election of 11 Directors, increasing the number of Directors by one to enhance the management system.

Candidate No.	Name	Current position and responsibilities in the Company	Candidate status
1	Yuichi Fukuda	President & CEO	Reelection
2	Kenichi Ando	Executive Vice President Operating Officer Chief SED Officer and Regional CEO of North America	Reelection
3	Hajime Fujitaki	Director & Managing Officer Division Manager of Sales & Marketing Division and Regional CEO of Asia	Reelection
4	Noriyuki Miyaoka	Director & Managing Officer Division Manager of Purchasing Division	Reelection
5	Shigeharu Tobita	Director & Managing Officer General Manager of Corporate Planning Office and Regional CEO of China	Reelection
6	Yoshinori Furusawa	Director & Managing Officer Division Manager of Research & Development Division	Reelection
7	Mitsuru Takeuchi	Director & Senior Operating Officer Division Manager of Production Planning Division	Reelection
8	Hiroyuki Aoki	Director & Senior Operating Officer Division Manager of Management Planning Division	Reelection
9	Kazuhiko Ogawa	Director & Senior Operating Officer Division Manager of Engineering Division	Reelection
10	Naoko Tomono	Director	Reelection Outside Independent
11	Nobuhiro Koga	_	New election Outside Independent

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and pos and responsibility in the Co	Company's sl			
	Yuichi Fukuda (December 1, 1967)	Dec. 1994 Joined the Company Jun. 2009 Director & Senior Manag	ing Officer			
	[Tenure as Director] 14 years, as of the conclusion of this general meeting	Mar. 2010 Division Manager of Man Division Apr. 2012 Chief Sales & Marketing CEO of North America	Officer and Regional			
1	[Attendance at Board of Directors Meetings (fiscal year under review)] 19 attended/19 held (100%)	Apr. 2013Chief Domestic BusinessApr. 2014Executive Vice PresidentApr. 2015President & CEO (currentSignificant concurrent positions outside thNone	position)	hares		
	Reelection					
	Since becoming President & CEO in April 2015, Yuichi Fukuda has adequately performed his duties in critical management decision-making and supervising business execution with strong leadership and decisiveness nurtured through his abundant experience as well as numerous achievements. The Company has nominated him again as Director in order to increase the Company group's corporate value and enable its continuous growth. He is scheduled to assume the position as President & CEO when reelected as Director.					
2	Kenichi Ando (August 18, 1952)	Apr. 1976Joined the CompanyMar. 2010President of F&P MFG, IApr. 2012President of F&P AMERI				
	[Tenure as Director] Two years, as of the conclusion of this general meeting	Yun. 2013 Regional CEO of North A Company Apr. 2014 Managing Officer Apr. 2016 Executive Vice President		_		
	[Attendance at Board of Directors Meetings (fiscal year under review)] 18 attended/19 held (94%)	Apr. 2016 Chief SED Officer Tun. 2016 Executive Vice President (current position) Apr. 2017 Chief SED Officer and Reference of the set of th	egional CEO of North	hares		
	Reelection	America (current position Significant concurrent positions outside the None	-			
	execution as Director. Also, he ha Vice President Operating Officer, concurrent post of Regional CEO		neering and development areas globall a president of overseas sites in his has nominated him again as Director.			

Candidate No.	Name (Date of birth)		Career summary, and position and responsibility in the Company	Number of the Company's shares owned		
	Hajime Fujitaki (October 7, 1959)	Aug. 1981 Jun. 2004 May 2008 Apr. 2012	Joined the Company Senior Operating Officer of the Company President of F&P AMERICA MFG., INC. Division Manager of Quality Assurance			
	[Tenure as Director] Six years, as of the conclusion of this general meeting	Jun. 2012 Apr. 2013	Division of the Company Director & Managing Officer (current position) Division Manager of Production Planning Division	9,000 shares		
	[Attendance at Board of Directors Meetings	Apr. 2016	Division Manager of Sales & Marketing Division			
3	(fiscal year under review)] 18 attended/19 held (94%)	Apr. 2017	Division Manager of Sales & Marketing Division and Regional CEO of Asia (current position)			
	Reelection [Significant concurrent positions outside the Company] None					
	Hajime Fujitaki has properly performed his duties in critical management decision-making and supervising business execution as Director. Also, he has been in charge of matters of sales & marketing area as Managing Officer, and leverages his experience of working as a president of overseas sites in his concurrent post of Regional CEO of Asia. Therefore, the Company has nominated him again as Director. He is also scheduled to assume the position as Managing Officer when reelected as Director.					
	Noriyuki Miyaoka (September 10, 1958)	Apr. 2011 Mar. 2012 Apr. 2012	Joined the Company General Manager of Corporate Planning Office Senior Operating Officer			
4	[Tenure as Director] Six years, as of the conclusion of this general meeting	Jun. 2012 Apr. 2015	Director & Senior Operating Officer Director and Managing Officer (current position)			
	[Attendance at Board of Directors Meetings (fiscal year under review)] 18 attended/19 held (94%)	Apr. 2016 [Significant on None	Division Manager of Purchasing Division (current position) concurrent positions outside the Company]	2,600 shares		
	Reelection					
	[Reasons for nomination as candidate for Director] Noriyuki Miyaoka has properly performed his duties in critical management decision-making and supervising business execution as Director. Also, he has been in charge of matters of purchasing area both domestically and overseas as Managing Officer, and possesses abundant experience as well as numerous achievements. Therefore, the Company has nominated him again as Director. He is also scheduled to assume the position as Managing Officer when reelected as Director.					

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned			
5	Shigeharu Tobita (March 21, 1964) [Tenure as Director] One year, as of the conclusion of this general meeting [Attendance at Board of Directors Meetings (fiscal year under review)] 14 attended/14 held (100%) Reelection	Sep. 1985Joined the CompanyJun. 2009Senior Operating OfficerJun. 2009Deputy Division Manager of Management Planning DivisionMay 2012General Manager of F-Tech Zhongshan Inc.Jun. 2013Regional CEO of China of the CompanyApr. 2017Managing OfficerApr. 2017General Manager of Corporate Planning Office and Regional CEO of China (current position)Jun. 2017Director & Managing Officer (current position)NoneVone	9,300 shares			
	[Reasons for nomination as candidate for Director] Shigeharu Tobita has properly performed his duties in critical management decision-making and supervising business execution as Director. Also, he has been in charge of matters of corporate planning as Managing Officer, and leverages his experience of working as a president of overseas sites in his concurrent post of Regional CEO of China. Therefore, the Company has nominated him again as Director. He is also scheduled to assume the position as Managing Officer when reelected as Director.					
6	Yoshinori Furusawa (October 6, 1959) [Tenure as Director] Four years, as of the conclusion of this general meeting [Attendance at Board of Directors Meetings (fiscal year under review)] 19 attended/19 held (100%)	Apr. 2013Joined the Company as Senior Operating OfficerApr. 2014Division Manager of Research & Development Division (current position)Jun. 2014Director & Senior Operating Officer Apr. 2018Apr. 2018Director & Managing Officer (current position)[Significant concurrent positions outside the Company]None	4,800 shares			
	Reelection [Reasons for nomination as candidate for Director] Yoshinori Furusawa has properly performed his duties in critical management decision-making and supervising business execution as Director. Also, he has been in charge of matters of research & development area both domestically and overseas as Managing Officer, and possesses abundant experience as well as numerous achievements. Therefore, the Company has nominated him again as Director. He is also scheduled to assume the position as Managing Officer when reelected as Director.					

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned			
	Mitsuru Takeuchi (July 25, 1962)	Apr. 1985Joined the CompanyApr. 2011Deputy Division Manager of Engineering Division				
	[Tenure as Director] Two years, as of the conclusion of this general meeting	Apr. 2012Senior Operating OfficerApr. 2012Division Manager of Engineering DivisionApr. 2016Division Manager of Production Planning	2 000 1			
7	[Attendance at Board of Directors Meetings (fiscal year under review)]	Division (current position)Jun. 2016Director & Senior Operating Officer (current position)	2,800 shares			
7	19 attended/19 held (100%)	[Significant concurrent positions outside the Company] None				
	Reelection					
	Mitsuru Takeuchi has properly performed his duties in critical management decision-making and supervising business execution as Director. Also, he has been in charge of matters of the production planning area as Senior Operating Officer. He possesses in-depth knowledge and achievements on production technologies from his experience in the engineering area both domestic and overseas. Therefore, the Company has nominated him again as Director. He is also scheduled to assume the position as Senior Operating Officer when reelected as Director.					
8	Hiroyuki Aoki (October 12, 1958) [Tenure as Director] Two years, as of the conclusion of this general meeting [Attendance at Board of Directors Meetings (fiscal year under review)] 19 attended/19 held (100%) Reelection	Aug. 2015 Joined the Company as Deputy Division Manager of Management Planning Division Apr. 2016 Senior Operating Officer Apr. 2016 Division Manager of Management Planning Division Manager of Management Planning Division (current position) Jun. 2016 Director & Senior Operating Officer (current position) Ignificant concurrent positions outside the Company] None	1,900 shares			
	[Reasons for nomination as candidate for Director] Hiroyuki Aoki has properly performed his duties in critical management decision-making and supervising business execution as Director. Also, he has been in charge of matters of management planning area as Senior Operating Officer. He has experience in the business process re-engineering, corporate analysis, and internal governance areas and possesses in-depth knowledge and achievement. He leverages them in the management planning area he is currently in charge of. Therefore, the Company has nominated him again as Director. He is also scheduled to assume the position as Senior Operating Officer when reelected as Director.					

Candidate No.	Name (Date of birth)		Career summary, and position and responsibility in the Company	Number of the Company's shares owned		
	Kazuhiko Ogawa (September 9, 1962)	Apr. 1986 Jan. 2005	Joined the Company General Manager of Manufacturing Department	owned		
	[Tenure as Director] Two years, as of the conclusion	Apr. 2012	of Kuki Plant President of F&P MFG, INC.			
	of this general meeting	Apr. 2016 Apr. 2016	Senior Operating Officer of the Company Division Manager of Engineering Division	2,900 shares		
	[Attendance at Board of Directors Meetings	Jun. 2016	(current position) Director & Senior Operating Officer (current position)	_,> 00 0100 00		
9	(fiscal year under review)] 18 attended/19 held (94%)	[Significant c None	concurrent positions outside the Company]			
	Reelection					
	[Reasons for nomination as candi	date for Direct	or]			
	Kazuhiko Ogawa has properly performed his duties in critical management decision-making and supervising business					
	execution as Director. Also, he has been in charge of the engineering area as Senior Operating Officer. He possesses in-					
	depth knowledge and achievements from the experience in manufacturing and production technology areas, and has					
	also served as a president of overseas sites. Therefore, the Company has nominated him again as Director. He is also					
	scheduled to assume the position as Senior Operating Officer when reelected as Director.					
	Naoko Tomono	Apr. 1988	Joined Seibu Department Store Co., Ltd.			
	(August 25, 1964)		(currently Sogo & Seibu Co., Ltd.)			
	[Tenure as outside Director]	Dec. 2008	Registered as an attorney at law (Daini Tokyo Bar Association)			
	One year, as of the conclusion	Jan. 2009	Joined Takagi Yoshiko LAW OFFICE			
	of this general meeting	Juli. 2009	(currently T and T PARTNERS LAW OFFICE)			
			(current position)			
	[Attendance at Board of	Jun. 2016	Outside Director of Taisei Lamick Co., Ltd.	- shares		
	Directors Meetings		(current position)			
10	(fiscal year under review)] 13 attended/14 held (92%)	Jun. 2017	Outside Director of the Company (current position)			
		[Significant c	concurrent positions outside the Company]			
	Reelection	Partner of T and T PARTNERS LAW OFFICE				
	Outside Independent	Outside Direc				
	[Reasons for nomination as candidate for outside Director]					
	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 Compar	ny has again no	ominated her as outside Director.			

Candidate No.	Name (Date of birth)		Career summary, and position and responsibility in the Company	Number of the Company's shares owned
11	Nobuhiro Koga (April 26, 1955) [Tenure as outside Director] – years [Attendance at Board of Directors Meetings] – New election Outside Independent	Professor of I Chairman of Center, Nippo Director, Ass	Associate Professor of Nippon Institute of Technology Professor (current position) Chairman of Industry Supported Entrepreneurial Education Center (current position) Director, Association of Saishin Collabo Sangakukan industry-academic-government collaboration (current position) concurrent positions outside the Company] Nippon Institute of Technology Industry Supported Entrepreneurial Education on Institute of Technology ociation of Saishin Collabo Sangakukan industry- vernment collaboration	– shares
	[Reasons for nomination as candidate for outside Director] Nobuhiro Koga has no experience of direct involvement in company management, but he has abundant knowledge, experience and an objective viewpoint as a university professor specializing in mechanical engineering, and is expected to offer advice and to supervise the management of the Company from an independent and neutral standpoint.			

Therefore, the Company has nominated him as outside Director.

Notes: 1. There is no special interest between any of the candidates and the Company.

2. Naoko Tomono and Nobuhiro Koga are candidates for outside Director.

3. The Company has entered into an agreement with Naoko Tomono to limit her 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 amount stipulated by laws and regulations. If her reelection is approved, the Company plans to renew the agreement with her. If the election of Nobuhiro Koga is approved, the Company plans to enter into the same agreement with him.

4. Naoko Tomono satisfies the requirements of the Company's "Independence Criteria for Outside Officers." Furthermore, she satisfies 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 her appointment as an independent officer. If her reelection is approved, the Company plans to continue her registration as an independent officer.

Nobuhiro Koga satisfies the requirements of the Company's "Independence Criteria for Outside Officers." Furthermore, he satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company plans to submit notification to the aforementioned exchange concerning his appointment as an independent officer.

<Independence Criteria for Outside Officers>

The Company has established the following independence criteria for selecting candidates for independent outside Directors and independent outside Auditors. 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 have fallen under (ii) (viii) over the previous five 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 eight 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).

Proposal No. 3 Election of Two Auditors

At the conclusion of this meeting, Auditor Hiromi Wakabayashi will resign and the term of office of Auditor Shigeharu Nakamura will expire. Therefore, the Company proposes the election of two Auditors.

Candidate for Auditor Yasuyuki Ikezawa is proposed as a substitute for Auditor Hiromi Wakabayashi, and his term of office will be until the expiration date of the predecessor Mr. Wakabayashi, as provided for in the Company's Articles of Incorporation.

Moreover, the consent of the Board of Auditors has been obtained for this proposal.

The candidate for Auditor is as follows:

Candidate No.	Name (Date of birth)	Car	eer summary and position in the Company	Number of the Company's shares owned	
	Yasuyuki Ikezawa (July 20, 1957)	Apr. 1980 Apr. 2002	Joined the Company Department Manager of Administration Department, Development Planning Office		
	[Tenure as Auditor] – years	Jun. 2004	Department Manager of Administration Department, Kuki Plant		
		Apr. 2013	Director of F&P Mfg. Inc.	5,300 shares	
	[Attendance at Board of	May 2016	Managing Director of F&P Mfg. Inc.		
1	Auditors Meetings] –	[Significant of None	concurrent positions outside the Company]		
	New election				
	[Reasons for nomination as candi	date for Audite	or]		
		-	the management area at production sites, both dome		
	-		includes serving in such positions as Managing Dir		
			ately audit the business execution of Directors of th	e Company from an	
	objective viewpoint. Therefore, th		as nominated him as Standing Statutory Auditor.		
		Apr. 1976	Joined The Saitama Bank, Ltd.		
		Jun. 2008	Deputy President and Representative Director,		
	Shigeharu Nakamura		Executive Officer of Resona Bank, Ltd.		
	(September 17, 1953)	Jun. 2011	Director of Saitama Resona Bank, Limited		
		Apr. 2012	President & CEO of Resona Research Institute		
	[Tenure as outside Auditor]		Co., Ltd.		
	Four years, as of the conclusion	Jun. 2013	Trustee of The Resona Foundation For Small		
	of this general meeting		And Medium Enterprise Promotion		
		Apr. 2014	Advisor of Resona Research Institute Co., Ltd.	- shares	
	[Attendance at Board of	Jun. 2014	Outside Auditor of the Company (current	Share	
	Auditors Meetings]		position)		
2	14 attended/15 held (93%)	Jun. 2016	Outside Director of RIKEN TECHNOS CORPORATION (current position)		
	Reelection	Jun. 2016	Outside Director of TOYO KANETSU K.K.		
	Outside	Juli. 2010	(current position)		
	Independent	[Significant o	concurrent positions outside the Company]		
	*		ctor of RIKEN TECHNOS CORPORATION		
	[Peasons for nomination as candi				
	[Reasons for nomination as candidate for outside Auditor]				
	Based on his professional experience to date and specialized knowledge across a wide range of fields, including fina				
	and accounting, the Company expects that he will fulfill his duties as an Auditor from an independent perspective. The Company judges he will continue to appropriately fulfill his duties as an outside Auditor based on the above, an				
		inue to appror	rigtely fulfill his duties as an outside Auditor based		
		tinue to approp	briately fulfill his duties as an outside Auditor based	on the above, and	

2. Shigeharu Nakamura is a candidate for outside Auditor.

3. Shigeharu Nakamura satisfies the requirements of the Company's "Independence Criteria for Outside Officers." Furthermore, he satisfies 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 his appointment as an independent officer. If his reelection is approved, the Company plans to continue his registration as an independent officer.

Proposal No. 4 Payment of Retirement Benefits to a Retiring Auditor

With respect to the resignation of Auditor Hiromi Wakabayashi at the conclusion of this meeting, the Company's bylaws stipulate the payment of retirement benefits to reward his service during his time in office. The Company proposes that the specific amount, timing, and method of this allowance be entrusted to deliberation of Auditors. The career summary for the resigning Auditor is as follows:

Name		Career summary
Hiromi Wakabayashi	Jun. 2015	Standing Statutory Auditor (current position)

Proposal No. 5 Payment of Bonuses to Officers

Giving consideration to the operating performance of the Company during the fiscal year under review, the Company proposes to pay total JPY67.2 million as bonuses to ten Directors and four Auditors (JPY63.2 million to Directors excluding outside Directors and JPY4 million to Auditors) in office as of the end of the fiscal year under review.