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Securities Code: 7212

June 5, 2017

To our shareholders:

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

Notice of the 62nd Annual General Meeting of Shareholders

You are cordially invited to attend the 62nd 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 Thursday, June 22, 2017 (JST).

1. Date and Time: Friday, June 23, 2017, 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 62nd fiscal year (from April 1, 2016 to March 31, 2017).
2. The Non-consolidated Financial Statements for the 62nd fiscal year (from April 1, 2016 to March 31, 2017.)

Matters to be resolved:

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|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Ten Directors |
| Proposal No. 3 | Election of One Auditor |
| Proposal No. 4 | Payment of Retirement Benefits to Retiring Directors and 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 (<http://www.ftech.co.jp/>).
- Among the documents should be provided with this Notice, the below-mentioned documents are posted on the Company’s website (<http://www.ftech.co.jp/>) 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

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 (Japanese only).

Additionally, as of July 1, 2017, the Company will hail its 70th anniversary. Given this, the Company proposes to pay the year-end dividend for the fiscal year of JPY17 per share which consists of commemorative dividend of JPY7 in addition to the regular dividend of JPY10, to express our gratitude to all of our shareholders for their support to date.

Year-end dividends

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and their aggregate amount
JPY17 per common share of the Company Total amount: JPY284,853,547
(Regular dividend JPY10, 70th anniversary commemorative dividend JPY7)
- (3) Effective date of dividends of surplus
June 26, 2017

Proposal No. 2 Election of Ten Directors

At the conclusion of this meeting, the terms of office of all 11 Directors will expire.

In addition, outside Director Haruo Hirose retired from office due to resignation on March 31, 2017.

In that regard, the Company proposes the election of ten Directors, lowering the number of Directors by one to enable strategic and flexible decision making in the Board of Directors, as part of a reform of the management structure.

The candidates for Director are as follows:

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	Managing Officer General Manager of Corporate Planning Office and Regional CEO of China	New election
6	Yoshinori Furusawa	Director & Senior Operating 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	–	New election Outside Independent

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
1	<p>Yuichi Fukuda (December 1, 1967)</p> <p>[Tenure as Director] 13 years, as of the conclusion of this general meeting</p> <p>[Attendance at Board of Directors Meetings (fiscal year under review)] 26 attended/26 held (100%)</p> <p>Reelection</p>	<p>Dec. 1994</p> <p>Jun. 2009</p> <p>Mar. 2010</p> <p>Apr. 2012</p> <p>Apr. 2013</p> <p>Apr. 2014</p> <p>Apr. 2015</p> <p>[Significant concurrent positions outside the Company] None</p>	<p>Joined the Company</p> <p>Director & Senior Managing Officer</p> <p>Division Manager of Management Planning Division</p> <p>Chief Sales & Marketing Officer and Regional CEO of North America</p> <p>Chief Domestic Business Officer</p> <p>Executive Vice President</p> <p>President & CEO (current position)</p>	300,500 shares
	<p>[Reasons for nomination as candidate for Director] 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.</p>			
2	<p>Kenichi Ando (August 18, 1952)</p> <p>[Tenure as Director] One year, as of the conclusion of this general meeting</p> <p>[Attendance at Board of Directors Meetings (fiscal year under review)] 21 attended/21 held (100%)</p> <p>Reelection</p>	<p>Apr. 1976</p> <p>Mar. 2010</p> <p>Apr. 2012</p> <p>Jun. 2013</p> <p>Apr. 2014</p> <p>Apr. 2016</p> <p>Jun. 2016</p> <p>Apr. 2017</p> <p>[Significant concurrent positions outside the Company] None</p>	<p>Joined the Company</p> <p>President of F&P MFG., INC.</p> <p>President of F&P AMERICA MFG., INC.</p> <p>Regional CEO of North America of the Company</p> <p>Managing Officer</p> <p>Executive Vice President and Chief SED Officer</p> <p>Executive Vice President Operating Officer (current position)</p> <p>Chief SED Officer and Regional CEO of North America (current position)</p>	7,100 shares
	<p>[Reasons for nomination as candidate for Director] Kenichi Ando has properly performed his duties in critical management decision-making and supervising business execution as Director. Also, he has been in charge of sales & marketing, engineering and development areas globally as Vice President Operating Officer, and leverages his experience of working as a president of overseas sites in his concurrent post of Regional CEO of North America. Therefore, the Company has nominated him again as Director. He is scheduled to assume the position as Executive Vice President when reelected as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
3	Hajime Fujitaki (October 7, 1959)	Aug. 1981	Joined the Company	8,700 shares
	[Tenure as Director] Five years, as of the conclusion of this general meeting	Apr. 2012	Division Manager of Quality Assurance Division	
	[Attendance at Board of Directors Meetings (fiscal year under review)] 26 attended/26 held (100%)	Jun. 2012	Director & Managing Officer (current position)	
	Reelection	Apr. 2013	Division Manager of Production Planning Division	
		Apr. 2016	Division Manager of Sales & Marketing Division	
		Apr. 2017	Division Manager of Sales & Marketing Division and Regional CEO of Asia (current position)	
		[Significant concurrent positions outside the Company]		
		None		
[Reasons for nomination as candidate for Director] 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.				
4	Noriyuki Miyaoka (September 10, 1958)	Apr. 2011	Joined the Company	2,300 shares
	[Tenure as Director] Five years, as of the conclusion of this general meeting	Mar. 2012	General Manager of Corporate Planning Office	
	[Attendance at Board of Directors Meetings (fiscal year under review)] 25 attended/26 held (96%)	Apr. 2012	Senior Operating Officer	
	Reelection	Jun. 2012	Director & Senior Operating Officer	
		Apr. 2015	Director and Managing Officer (current position)	
		Apr. 2016	Division Manager of Purchasing Division (current position)	
		[Significant concurrent positions outside the Company]		
		None		
[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.				
5	Shigeharu Tobita (March 21, 1964)	Sept. 1985	Joined the Company	9,100 shares
	[Tenure as Director] — year, as of the conclusion of this general meeting	Jun. 2009	Senior Operating Officer	
	[Attendance at Board of Directors Meetings (fiscal year under review)] — attended/— held (—%)	Jun. 2009	Deputy Division Manager of Management Planning Division	
	New election	May 2012	General Manager of F-Tech Zhongshan Inc.	
		Jun. 2013	Regional CEO of China	
		Apr. 2017	Managing Officer	
		Apr. 2017	General Manager of Corporate Planning Office and Regional CEO of China (current position)	
		[Significant concurrent positions outside the Company]		
		None		
[Reasons for nomination as candidate for Director] Shigeharu Tobita has been in charge of matters of corporate planning as Managing Officer. He possesses in-depth knowledge and numerous achievements from his experience in finance and management planning areas, and has also leveraged his experience as a president of overseas sites in his concurrent post of Regional CEO of China. Therefore, the Company has newly nominated him as Director. He is also scheduled to assume the position as Managing Officer when elected as Director.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
6	Yoshinori Furusawa (October 6, 1959)	Apr. 2013	Joined the Company as Senior Operating Officer	4,500 shares
	[Tenure as Director] Three years, as of the conclusion of this general meeting	Apr. 2014	Division Manager of Research & Development Division (current position)	
	[Attendance at Board of Directors Meetings (fiscal year under review)] 25 attended/26 held (96%)	Jun. 2014	Director & Senior Operating Officer (current position)	
	Reelection	[Significant concurrent positions outside the Company] None		
[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 Senior Operating 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 Senior Operating Officer when reelected as Director.				
7	Mitsuru Takeuchi (July 25, 1962)	Apr. 1985	Joined the Company	2,700 shares
	[Tenure as Director] One year, as of the conclusion of this general meeting	Apr. 2011	Deputy Division Manager of Engineering Division	
	[Attendance at Board of Directors Meetings (fiscal year under review)] 20 attended/21 held (95%)	Apr. 2012	Senior Operating Officer	
	Reelection	Apr. 2012	Division Manager of Engineering Division	
		Apr. 2016	Division Manager of Production Planning Division (current position)	
		Jun. 2016	Director & Senior Operating Officer (current position)	
		[Significant concurrent positions outside the Company] None		
[Reasons for nomination as candidate for Director] 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.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
8	Hiroyuki Aoki (October 12, 1958)	Aug. 2015	Joined the Company as Deputy Division Manager of Management Planning Division	900 shares
	[Tenure as Director] One year, as of the conclusion of this general meeting	Apr. 2016 Apr. 2016	Senior Operating Officer Division Manager of Management Planning Division (current position)	
	[Attendance at Board of Directors Meetings (fiscal year under review)] 21 attended/21 held (100%)	Jun. 2016	Director & Senior Operating Officer (current position)	
	Reelection	[Significant concurrent positions outside the Company] None		
[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.				
9	Kazuhiko Ogawa (September 9, 1962)	Apr. 1986 Jan. 2005	Joined the Company General Manager of Manufacturing Department of Kuki Plant	2,500 shares
	[Tenure as Director] One year, as of the conclusion of this general meeting	Apr. 2012 Apr. 2016 Apr. 2016	President of F&P MFG., INC. Senior Operating Officer Division Manager of Engineering Division (current position)	
	[Attendance at Board of Directors Meetings (fiscal year under review)] 21 attended/21 held (100%)	Jun. 2016	Director & Senior Operating Officer (current position)	
	Reelection	[Significant concurrent positions outside the Company] None		
[Reasons for nomination as candidate for Director] Kazuhiko Ogawa 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.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
10	Naoko Tomono (August 25, 1964)	Apr. 1988	Joined Seibu Department Store Co., Ltd. (currently Sogo & Seibu Co., Ltd.)	– shares
	[Tenure as Director] — year, as of the conclusion of this general meeting	Dec. 2008	Registered as an attorney at law (Daini Tokyo Bar Association)	
	[Attendance at Board of Directors Meetings (fiscal year under review)] — attended/— held (—%)	Jan. 2009	Joined Takagi Yoshiko LAW OFFICE (currently T and T PARTNERS LAW OFFICE) (current position)	
	New election Outside Independent	[Significant concurrent positions outside the Company] Outside Director of Taisei Lamick Co., Ltd.		
[Reasons for nomination as candidate for outside Director] Naoko Tomono has no experience of direct involvement in company management, 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 Company has nominated her as outside Director.				

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Naoko Tomono is a candidate for outside Director.
 3. If Naoko Tomono is elected, the Company plans to enter into an agreement with her to limit her liability for damages under Article 423, paragraph 1 of the Companies Act to the amount stipulated by laws and regulations, pursuant to the stipulations of Article 427, paragraph 1 of the same Act.
 4. Furthermore, Naoko Tomono 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 the appointment of Naoko Tomono as an independent officer.

Proposal No. 3 Election of One Auditor

At the conclusion of this general meeting of shareholders, Auditor Keiji Umezu will resign. Therefore, the Company proposes the election of one new Auditor.

As provided for in the Company's Articles of Incorporation, the term of office of the elected Auditor will be until the expiration date of the predecessor's (Mr. Umezu's) term of office.

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

The candidate for Auditor is as follows:

Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
Masao Toyoda (October 11, 1953) New election	Jun. 1981 Joined the Company Jun. 2009 Director & Managing Officer Apr. 2012 Division Manager of Management Planning Division Apr. 2014 Director & Senior Managing Officer (current position) Apr. 2016 General Manager of Corporate Planning Office [Significant concurrent positions outside the Company] None	12,500 shares
[Reasons for nomination as candidate for Auditor] Masao Toyoda has served as Division Manager of various divisions such as Sales & Marketing, Management Planning and Corporate Planning and has an extensive knowledge and experience. Based on his professional experience to date, he has been judged to be able to appropriately perform the supervision of the Company's management. Therefore, the Company has nominated him as Auditor.		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Masao Toyoda will retire as Director of the Company at the conclusion of this meeting.

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

With respect to the end-of-term retirements of Directors Masao Toyoda, Akihide Fukuda, Tsuguo Kimura, and the resignation of Auditor Keiji Umezu at the conclusion of this meeting, the Company's bylaws stipulate the payment of retirement benefits to reward their services during their times in office. The Company proposes that the specific amount, timing, and method of this allowance be entrusted to the Board of Directors and deliberation of Auditors.

The career summaries for the resigning Directors and Auditor are as follows:

Name	Career summary	
Masao Toyoda	Jun. 2009	Director & Managing Officer
	Apr. 2014	Director & Senior Managing Officer (current position)
Akihide Fukuda	Apr. 2002	Chairman & CEO
	Apr. 2013	Chairman
	June 2013	Director & Adviser
	Jun. 2016	Executive Senior Advisor (current position)
Tsuguo Kimura	Apr. 2007	President & CEO
	Apr. 2015	Chairman & CEO
	Apr. 2016	Chairman
	Jun. 2016	Director & Adviser (current position)
Keiji Umezu	Jun. 2013	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 JPY104.00 million as bonuses to 11 Directors and four Auditors (JPY100.0 million to Directors excluding outside Director and JPY4 million to Auditors) in office as of the end of fiscal year under review.