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Securities Code: 7212

June 4, 2021

To our shareholders:

Yuichi Fukuda  
President & CEO  
**F-TECH INC.**

19 Showanuma, Shobucho, Kuki-shi, Saitama

## **Notice of the 66th Annual General Meeting of Shareholders**

You are cordially invited to attend the 66th 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 23, 2021 (JST).

**1. Date and Time:** Thursday, June 24, 2021, 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 66th fiscal year (from April 1, 2020 to March 31, 2021).
2. The Non-consolidated Financial Statements for the 66th fiscal year (from April 1, 2020 to March 31, 2021.)

#### **Matters to be resolved:**

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus                            |
| <b>Proposal No. 2</b> | Partial Amendments to the Articles of Incorporation |
| <b>Proposal No. 3</b> | Election of Five Directors                          |

- 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 StatementsThe Company’s website (<https://www.fttech.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 JPY8 per share.

#### Year-end dividends

- (1) Type of dividend property  
Cash
- (2) Allotment of dividend property to shareholders and their aggregate amount  
JPY8 per common share of the Company  
Total amount: JPY149,662,744
- (3) Effective date of dividends of surplus  
June 25, 2021

**Proposal No. 2** Partial Amendments to the Articles of Incorporation

1. Reasons for the amendment

The Company proposes the addition of businesses to Article 2 (Purposes) of the current Articles of Incorporation, to enable the flexible development of a broad range of new businesses in the future in accordance with the Company’s vision.

2. Details of the amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendment
<p>Article 2. (Purposes)                      The purposes of the Company shall be to engage in the following businesses:                      1. – 8. (Omitted)                      (Newly established)                        (Newly established)                        (Newly established)                        (Newly established)                      (Newly established)                        (Newly established)                      9. (Omitted)</p>	<p>Article 2. (Purposes)                      The purposes of the Company shall be to engage in the following businesses:                      1. – 8. (Same as current)  <u>9. Manufacturing and sales of electrical, power storage and generation, communication equipment and parts</u>  <u>10. Manufacturing and sales of agricultural and industrial machinery and supplies</u>  <u>11. Manufacturing and sales of groceries, consumer goods, and daily necessities</u>  <u>12. Software development and sales</u>  <u>13. Temporary staffing business, fee charging employment placement business</u>  <u>14. Real estate leasing business</u>                      15. (Same as current)</p>

**Proposal No. 3** Election of Five Directors

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

Therefore, the Company proposes the election of five Directors.

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	Hajime Fujitaki	Director & Senior Managing Executive Officer Global Chief SED Officer	Reelection
3	Hiroyuki Aoki	Director & Senior Managing Executive Officer Division Manager of Management Planning Division Global Business Management Officer	Reelection
4	Naoko Tomono	Director	Reelection Outside Independent
5	Nobuhiro Koga	Director	Reelection Outside Independent

Reference: Diversity of the candidates for Director

The Board of Directors of the Company is composed of diverse Directors from different backgrounds, with diverse expertise, experience, and other qualities.

The backgrounds of the five candidates for Director, including their expertise, experience, etc. are as follows:

Name	Gender	Independent Officer	Corporate management	Technology & development	Production & manufacturing technology	Sales & procurement	Finance & accounting	Legal affairs & risk management	Governance & CSR	Academic experience	Overseas experience
Yuichi Fukuda	Male		○			○	○				○
Hajime Fujitaki	Male			○	○	○					○
Hiroyuki Aoki	Male						○	○	○		○
Naoko Tomono	Female	Outside Independent						○	○		
Nobuhiro Koga	Male	Outside Independent		○						○ (Engineering)	

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] 17 years, as of the conclusion of this general meeting</p> <p>[Attendance at Board of Directors Meetings (fiscal year under review)] 17 attended/17 held (100%)</p> <p>Reelection</p>	<p>Dec. 1994</p> <p>Jun. 2004</p> <p>Jun. 2008</p> <p>Mar. 2010</p> <p>Apr. 2012</p> <p>Apr. 2013</p> <p>Apr. 2014</p> <p>Apr. 2015</p> <p>None</p>	<p>Joined the Company</p> <p>Director</p> <p>Director &amp; Senior Managing Executive Officer</p> <p>Division Manager of Management Planning Division</p> <p>Chief Sales &amp; Marketing Officer and Regional CEO of North America</p> <p>Chief Domestic Business Officer</p> <p>Executive Vice President</p> <p>President &amp; CEO (current position)</p> <p>[Significant concurrent positions outside the Company]</p>	304,200 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Yuichi Fukuda has diverse experience and broad knowledge gained through his service as a president of domestic and overseas sites and as a person responsible for overseas business area, production planning area and management planning area. Since becoming President &amp; CEO in April 2015, he has adequately performed his duties in critical management decision-making and supervising business execution with strong leadership and decisiveness nurtured through his experience and knowledge. The Company has judged him to be able to strive for the Company group's continuous growth and increase in corporate value over a medium- to long-term, and has nominated him again as Director. He is scheduled to assume the position as President &amp; CEO when reelected as Director.</p>				
2	<p>Hajime Fujitaki (October 7, 1959)</p> <p>[Tenure as Director] Nine years, as of the conclusion of this general meeting</p> <p>[Attendance at Board of Directors Meetings (fiscal year under review)] 17 attended/17 held (100%)</p> <p>Reelection</p>	<p>Aug. 1981</p> <p>Jun. 2004</p> <p>May 2008</p> <p>Apr. 2012</p> <p>Jun. 2012</p> <p>Apr. 2013</p> <p>Apr. 2016</p> <p>Apr. 2017</p> <p>Apr. 2020</p> <p>Apr. 2020</p> <p>None</p>	<p>Joined the Company</p> <p>Senior Operating Officer of the Company</p> <p>President of F&amp;P AMERICA MFG., INC.</p> <p>Division Manager of Quality Assurance Division of the Company</p> <p>Director &amp; Managing Executive Officer</p> <p>Division Manager of Production Planning Division</p> <p>Division Manager of Sales &amp; Marketing Division</p> <p>Division Manager of Sales &amp; Marketing Division and Regional CEO of Asia</p> <p>Director &amp; Senior Managing Executive Officer (current position)</p> <p>Global Chief SED Officer (current position)</p> <p>[Significant concurrent positions outside the Company]</p>	11,400 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Hajime Fujitaki has experience in important management and business operations including the supervision of production planning area and sales &amp; marketing area, as well as the service as a president of overseas sites, and currently serves as Global Chief SED Officer. Leveraging his abundant experience and in-depth knowledge in the Company group's management nurtured through his career, he has properly performed his duties in critical management decision-making and supervising business execution as a Director. Therefore, the Company has nominated him again as Director. He is also scheduled to assume the position as Senior Managing Executive Officer 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	<p>Hiroyuki Aoki (October 12, 1958)</p> <p>[Tenure as Director] Five years, as of the conclusion of this general meeting</p> <p>[Attendance at Board of Directors Meetings (fiscal year under review)] 17 attended/17 held (100%)</p> <p>Reelection</p>	<p>Aug. 2015    Joined the Company as Deputy Division Manager of Management Planning Division</p> <p>Apr. 2016    Senior Operating Officer</p> <p>Apr. 2016    Division Manager of Management Planning Division (current position)</p> <p>Jun. 2016    Director &amp; Senior Operating Officer</p> <p>Apr. 2020    Director &amp; Senior Managing Executive Officer (current position)</p> <p>Apr. 2020    Global Business Management Officer (current position)</p> <p>[Significant concurrent positions outside the Company] None</p>	8,300 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Hiroyuki Aoki has experience in important administrative affairs as a person responsible for the Company's management planning area, including supervision of the Company group's accounting, finance, human resources and labor management, governance and compliance. Currently, he serves concurrently as Global Business Management Officer. Leveraging his abundant experience and in-depth knowledge in the Company group's management nurtured through his career, he has properly performed his duties in critical management decision-making and supervising business execution as a Director. Therefore, the Company has nominated him again as Director. He is also scheduled to assume the position as Senior Managing Executive Officer when reelected as Director.</p>			
4	<p>Naoko Tomono (August 25, 1964)</p> <p>[Tenure as outside Director] Four years, as of the conclusion of this general meeting</p> <p>[Attendance at Board of Directors Meetings (fiscal year under review)] 16 attended/17 held (94%)</p> <p>Reelection Outside Independent</p>	<p>Apr. 1988    Joined Sogo &amp; Seibu Co., Ltd. (formerly Seibu Department Store Co., Ltd.)</p> <p>Dec. 2008    Registered as an attorney at law (Daini Tokyo Bar Association)</p> <p>Jan. 2009    Joined T and T PARTNERS LAW OFFICE (formerly Takagi Yoshiko LAW OFFICE)</p> <p>Jan. 2013    Partner (current position)</p> <p>Jun. 2016    Outside Director of Taisei Lamick Co., Ltd. (current position)</p> <p>Jun. 2017    Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Partner of T and T PARTNERS LAW OFFICE Outside Director of Taisei Lamick Co., Ltd.</p>	– shares
<p>[Reasons for nomination as candidate for Outside Director and summary of expected roles]</p> <p>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 Company has again nominated her as outside Director.</p> <p>She is expected to utilize her extensive practical experience as an attorney at law to continue to supervise all aspects of the execution of duties, particularly regarding legal affairs, risk management, governance and CSR, and oversee the Company's management from an independent standpoint.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
5	<p>Nobuhiro Koga (April 26, 1955)</p> <p>[Tenure as outside Director] Three years, as of the conclusion of this general meeting</p> <p>[Attendance at Board of Directors Meetings (fiscal year under review)] 17 attended/17 held (100%)</p> <p>Reelection Outside Independent</p>	<p>Apr. 1996 Associate Professor, Faculty of Fundamental Engineering (formerly Department of Mechanical Engineering), Nippon Institute of Technology</p> <p>Apr. 2002 Professor, Faculty of Fundamental Engineering (formerly Department of Mechanical Engineering), Nippon Institute of Technology(current position)</p> <p>Apr. 2013 Chairman, Industry-University Cooperation and Entrepreneurial Education Center, Nippon Institute of Technology (current position)</p> <p>May 2016 Director, Association of Saishin Collabo Sangakukan industry-academic-government collaboration (current position)</p> <p>Jun. 2018 Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Professor, Faculty of Fundamental Engineering, Nippon Institute of Technology Chairman, Industry-University Cooperation and Entrepreneurial Education Center, Nippon Institute of Technology Director, Association of Saishin Collabo Sangakukan industry-academic-government collaboration</p>	– shares
<p>[Reasons for nomination as candidate for Outside Director and summary of expected roles]</p> <p>Nobuhiro Koga has no experience of involvement in company management except as an outside officer, but he has abundant knowledge, experience, and an objective viewpoint as a university professor specializing in mechanical engineering. Therefore, the Company has judged him to be able to appropriately perform the duties, such as supervising the business execution of Directors of the Company, and has again nominated him as outside Director.</p> <p>He is expected to utilize his extensive knowledge and experience as a university professor specializing in mechanical engineering to continue to supervise all aspects of the execution of duties, particularly regarding research and development, and oversee the Company's management from an independent standpoint.</p>			

- 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 agreements with Naoko Tomono and Nobuhiro Koga to limit their 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 minimum liability amount provided for under Article 425, paragraph 1 of the same Act. If their reelection is approved, the Company plans to renew the agreements with them.
  4. Each candidate currently serves as a Director of the Company. The Company has entered into a directors and officers (D&O) liability insurance contract with an insurance company, as prescribed under Article 430-3, Paragraph 1 of the Companies Act. Each candidate is an insured party under this contract. The insurance covers legal damages and litigation expenses borne by an insured party in the event that a claim for damages is made due to an act (or omission) committed by the insured party in his or her capacity as a Director or an officer of the Company. The Company is fully responsible for paying the insurance premiums for all insured parties. If the reelection of each candidate is approved, then they will continue to be included in the insured parties under the insurance contract. The Company intends to renew the insurance contract on the same terms, during the candidates' term of office.
  5. Naoko Tomono and Nobuhiro Koga satisfy the requirements of the Company's "Independence Criteria for Outside Officers." Furthermore, they satisfy 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 their appointment as independent officers. If their reelection is approved, the Company plans to continue their registration as independent officers.

<Independence Criteria for Outside Officers>

The Company has established the following independence criteria for selecting candidates for independent outside Director and independent outside Auditor. 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 5 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 8 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).