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Securities code: 6613

June 4, 2026

(Starting date of the measures for electronic provision: June 2, 2026)

To Shareholders with Voting Rights:

Kiyoshi Okubo
President and CEO
QD Laser, Inc.
206-1Kamikurata-cho,
Totsuka-ku, Yokohama,
Kanagawa, Japan

**NOTICE OF
THE 20TH 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 20th 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 20th 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/>

You may exercise your voting rights by postal mail using the enclosed Voting Rights Exercise Form or via the Internet (see pages from 3 to 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 Tuesday, June 23, 2026, 5:30 p.m. Japan time.

1. Date and Time: Wednesday, June 24, 2026 at 10:00 a.m. Japan time
(Reception desk opens at 9:00 a.m.)

2. Place: G403/404, 4th Floor, PACIFICO Yokohama North
1-1-2, Minato Mirai, Nishi-ku, Yokohama, Kanagawa, Japan
* Note that the venue floor is different from last year in the same building.

3. Meeting Agenda:

Matters to be reported: The Business Report and Financial Statements for the Company’s 20th Fiscal Year (April 1, 2025 - March 31, 2026)

Proposals to be resolved:

Proposal 1: Reduction of Share Capital and Legal Capital Surplus and Appropriation of Surplus

- Proposal 2:** Election of Three (3) Directors (Excluding Directors Who Are Members of the Audit Committee)
- Proposal 3:** Determination of Remuneration for the Allotment of Stock Compensation with Restrictions on Transfer to Directors (Excluding Directors Who Are Members of the Audit Committee and Outside Directors)

- 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
- 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 1: Reduction of Share Capital and Legal Capital Surplus and Appropriation of Surplus

In order to improve financial soundness by making up the deficit in retained earnings currently recorded and ensure flexibility and mobility in future capital policies, including shareholder returns, the Company will reduce the amounts of share capital and legal capital surplus and then transfer the amounts of share capital and legal capital surplus to be reduced to other capital surplus pursuant to the provisions of Article 447, Paragraph 1 and Article 448, Paragraph 1 of the Companies Act, and transfer the entire amount of other capital surplus after the increase to retained earnings brought forward pursuant to the provisions of Article 452 of the Companies Act.

This proposal will not affect the number of shares held by shareholders or the performance of the Company, as it will reduce the amounts of share capital and legal capital surplus without changing the total number of shares issued and outstanding.

The reduction in the amounts of share capital and legal capital surplus will not change the Company's net assets and, therefore, will not result in any change in net assets per share.

1. Details of the reduction of the amount of share capital

(1) Amount of share capital to be reduced

84,467,849 yen out of 94,467,849 yen for the total amount of share capital as of May 13, 2026, to be reduced to 10,000,000 yen

If the share acquisition rights issued by the Company are exercised by the effective date of the reduction of the amount of share capital, the amount of share capital and the amount of share capital after the reduction will fluctuate.

(2) Method to reduce the amount of share capital

The entire amount of share capital to be reduced will be transferred to other capital surplus.

(3) The date the reduction of the amount of share capital becomes effective

August 31, 2026 (subject to change)

2. Details of the reduction of the amount of legal capital surplus

(1) Amount of legal capital surplus to be reduced

1,361,075,967 yen out of 6,291,448,919 yen for the total amount of legal capital surplus as of May 13, 2026, to be reduced to 4,930,372,952 yen.

If the share acquisition rights issued by the Company are exercised by the effective date of the reduction of the amount of legal capital surplus, the amount of the legal capital surplus and the amount of legal capital surplus after the reduction will fluctuate.

(2) Method to reduce the amount of legal capital surplus

The entire amount of legal capital surplus to be reduced will be transferred to other capital surplus.

- (3) The date the reduction of the amount of legal capital surplus becomes effective
August 31, 2026 (subject to change)

3. Details of appropriation of surplus

Provided that the reduction of the amount of share capital as described in 1. above and the reduction of the amount of legal capital surplus as described in 2. above become effective, the entire amount of other capital surplus to be increased as a result of said reductions, 1,445,543,816 yen, is transferred to retained earnings brought forward to make up the deficit.

- (1) Account item of surplus to be reduced and the amount thereof

Other capital surplus: 1,445,543,816 yen

- (2) Account item of surplus to be increased and the amount thereof

Retained earnings brought forward: 1,445,543,816 yen

- (3) The date the appropriation of surplus becomes effective

August 31, 2026 (subject to change)

Proposal 2: Election of Three (3) Directors (Excluding Directors Who Are Members of the Audit Committee)

The terms of office of all three (3) 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	Kiyoshi Okubo (February 18, 1968) <u>Reappointment</u>	<p>April 1992 Joined Mitsui & Co., Ltd.</p> <p>April 2006 Director, the Company (to 2010)</p> <p>July 2006 General Manager, Investment Business Department, Corporate Investment Development Division, Financial Markets Business Unit, Mitsui & Co., Ltd.</p> <p>November 2010 JA MITSUI LEASING, LTD.</p> <p>January 2013 General Manager, Financial and New Business Department, Singapore Branch, Mitsui & Co. (Asia Pacific) Pte. Ltd.</p> <p>April 2017 General Manager, Asset Management Business Department, Financial Business Division, Corporate Development Business Unit, Mitsui & Co., Ltd.</p> <p>June 2020 President & CEO, Mitsui & Co Global Investment, Inc.</p> <p>January 2025 Executive Officer (COO), the Company</p> <p>June 2025 President and CEO, the Company (current position)</p>	-
2	Osamu Nagao (January 27, 1960) <u>Reappointment</u>	<p>April 1982 Joined Mitsui & Co., Ltd.</p> <p>July 2005 President & CEO, MVC Corporation (currently Mitsui & Co. Global Investment, Inc.)</p> <p>April 2006 Director, the Company (to 2009)</p> <p>October 2009 General Manager, Principal Investment Division, Financial and New Business Unit, Mitsui & Co., Ltd.</p> <p>April 2012 Senior Vice President, Mitsui & Co. (U.S.A.), Inc. and Head, Corporate Planning Division, Americas Business Unit, Mitsui & Co.</p> <p>April 2015 Advisor, HOB Co., Ltd.</p> <p>March 2018 President & CEO, Infomart Corporation</p> <p>January 2022 Chairman and Director</p> <p>April 2024 Director (current position)</p> <p>June 2024 President and CEO, the Company</p> <p>June 2025 Director, the Company (current position)</p>	5,000

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Kaoru Hatano (January 19, 1977) <u>Reappointment</u>	<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.</p> <p>January 2025 Executive Officer, Hisano Juku (general incorporated association) (current position)</p> <p>January 2026 Visiting Professor, Shiga University of Medical Science (current position)</p> <p>May 2026 Representative Director, BioLumina, Co., Ltd. (current position)</p>	5,939

- Notes:
1. There are no special interests between any of the candidates and the Company.
 2. Kaoru Hatano is a candidate for Outside Director.
 3. Kiyoshi Okubo has served corporate managers at multiple investment corporations, has demonstrated his ability in various fields, such as planning and implementation of business strategy and management improvement of the companies at the stage of growth including the Company's start-up, and has played an important role in deciding the Company's management policy after assuming office as President and CEO of the Company. The Company has thus judged that he can continue to contribute to the improved corporate value of the Company and he is qualified for the position of Director. The Company has thus nominated him as a candidate for Director.
 4. Osamu Nagao has served corporate managers at multiple corporations, has demonstrated his ability in various fields, such as planning and implementation of business strategy and management improvement of the companies at the stage of growth including the Company's start-up, has served President and CEO of the Company, and is currently contributing to the Company's management as Director. The Company has thus judged that he can continue to contribute to the improved corporate value of the Company and he is qualified for the position of Director. The Company has thus nominated him as a candidate for Director.
 5. Kaoru Hatano was nominated as a candidate for 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 the 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 4 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 Kaoru Hatano as an Outside Director is approved, the Company intends to continue the above agreement with her. 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 Kaoru Hatano as Independent Director as stipulated in the said exchange's Securities Listing Regulations. If her election is approved, the Company intends to continue designating her as Independent Director.
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, 2026.

<Reference> Skills Matrix

The skills matrix that lists the knowledge, experience, abilities, etc. possessed by each Director if the Proposal 2 is approved is as follows.

Name	Positions	Corporate management/ Management strategy	Development / Technology	Sales/ Marketing	Internationality / Diversity	Financing/ Accounting/ Response to market	M&A/ Strategic Investment	Legal affairs/ Risk management
Kiyoshi Okubo	Director	○	○		○	○	○	
Osamu Nagao	Director	○			○	○	○	○
Kaoru Hatano	Director (Outside)		○	○	○			
Satoru Uchida	Director, Member of the Audit Committee (Outside)	○		○	○			
Hiroki Mori	Director, Member of the Audit Committee (Outside)							○
Osamu Matsushita	Director, Member of the Audit Committee (Outside)	○			○	○	○	

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

Proposal 3: Determination of Remuneration for the Allotment of Stock Compensation with Restrictions on Transfer to Directors (Excluding Directors Who Are Members of the Audit Committee and Outside Directors)

At the 13th Annual General Meeting of Shareholders held on June 27, 2019, approval was granted for the amount of remuneration, etc. for Directors of the Company (excluding Directors who are members of the Audit Committee) to be set at a maximum of 200 million yen per annum (not inclusive of the amount pertaining to employee salaries for Directors who are concurrently employees; hereinafter, the "Monetary Compensation"). In addition, separately from the Monetary Compensation, at the 17th Annual General Meeting of Shareholders held on June 27, 2023 (hereinafter, the "17th Annual General Meeting of Shareholders"), approval was granted for the total amount of remuneration to be granted to the Company's Directors (excluding Directors who are members of the Audit Committee and Outside Directors; hereinafter, the "Eligible Directors") for the allotment of performance-based stock compensation with restrictions on transfer using performance share units (hereinafter, the "Performance-based Stock Compensation with Restrictions on Transfer") to be set at a maximum of 200 million yen per annum (the total number of shares of the Company's common stock thus issued or disposed of shall be a maximum of 196,500 shares per annum).

The Company hereby requests approval to allot advance-grant stock compensation with restrictions on transfer to the Eligible Directors as part of Directors' remuneration, in addition to the performance-based stock compensation, to encourage them to hold the Company's stock early and continuously by allotting advance-grant stock with restrictions on transfer, thereby providing enhanced incentives to contribute to sustainable enhancement of the Company's corporate value and further promoting the sharing of value with shareholders.

Stock compensation with restrictions on transfer pursuant to this proposal shall be allotted by one of the following two methods, based on a resolution of the Board of Directors.

- 1) Issuance or disposal of the Company's common stock without requiring payment of cash or in-kind contribution as remuneration, etc. for the Eligible Directors
- 2) Payment of monetary compensation receivables to the Eligible Directors as remuneration, etc., who will then make an in-kind contribution of all such monetary compensation receivables in exchange for the issuance or disposal of the Company's common stock (hereinafter, the "Delivery of Contribution in Kind")

Given the above-mentioned purpose of allotting stock compensation with restrictions on transfer, the amount of remuneration to be granted pursuant to this proposal shall be within the current Monetary Compensation framework, at a total of 80.00 million yen per annum, which is appropriate given the above-mentioned purpose. The total number of shares of the Company's common stock to be issued or disposed of to Eligible Directors pursuant to this proposal shall be set at no more than 196,500 shares per annum, separately from the upper limit for the Performance-based Stock Compensation with Restrictions on Transfer; provided, however, that this number may be adjusted in proportion to any stock consolidation or split (including allotment of shares without payment) that increases or decreases the number of the Company's shares issued and outstanding.

The Board of Directors shall determine the per-share amount to be paid in the case of the Delivery of Contribution in Kind, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of resolution of each Board of Directors meeting (or the most recent closing price if no transaction took place on that day), to the extent not particularly favorable to the Eligible Directors.

Details regarding the specific allocation to each Eligible Director shall be determined by the Board of Directors with due respect for the opinions expressed in the report of the Compensation Advisory Committee.

The current number of Eligible Directors is two (2). If Proposal 2 is approved as originally proposed, the number of Eligible Directors will remain two (2).

When granting stock compensation with restrictions on transfer pursuant to this proposal, the Company shall conclude a restricted stock allotment agreement (hereinafter, the "Allotment Agreement") with the Eligible Directors, which shall include the following details.

- (1) The Eligible Directors must not transfer, pledge, or otherwise dispose of (hereinafter, "Transfer Restrictions") shares of common stock of the Company allotted to them under the Allotment Agreement (hereinafter, the "Allotted Shares") during the period from the date of delivery of the Allotted Shares until the date of resignation or retirement from the director or other roles designated by the Board of Directors (hereinafter, the "Transfer Restriction Period").
- (2) In the event that an Eligible Director resigns or retires from the position set forth in (1) above before the expiration of the period determined by the Board of Directors (hereinafter, the "Term of Service"), the Company shall rightfully acquire the Allotted Shares without payment, unless there are grounds deemed reasonable by the Board of Directors.
- (3) The Company shall lift the Transfer Restrictions on all Allotted Shares upon the expiration of the Transfer Restriction Period, on the condition that the Eligible Director continuously remains in the position set forth in (1) above throughout their Term of Service. However, if an Eligible Director resigns or retires from the position set forth in (1) above before the expiration of their Term of Service due to grounds deemed reasonable by the Board of Directors as set forth in (2) above, the Company shall make reasonable adjustments, as necessary, to the number of Allotted Shares for which Transfer Restrictions shall be lifted.
- (4) Upon the expiration of the Transfer Restriction Period, the Company shall rightfully acquire without payment any Allotted Shares for which Transfer Restrictions have not been lifted as set forth in (3) above.
- (5) If an Eligible Director violates laws or regulations, internal rules, or the Allotment Agreement, or if any other grounds determined by the Board of Directors as appropriate for the Company to acquire the Allotted Shares without payment arise, the Company shall rightfully acquire the Allotted Shares without payment.
- (6) Notwithstanding the provisions in (1) above, if matters related to a merger agreement in which the Company is to be the absorbed company, a share exchange agreement or a share transfer plan in which the Company is to become a wholly-owned subsidiary, or other organizational restructuring, etc., are approved at the Company's General Meeting of Shareholders (or by the Company's Board of Directors, where such organizational restructuring, etc. does not require approval at the General Meeting of Shareholders) during the Transfer Restriction Period, the Company shall, by resolution of the Company's Board of Directors, lift the Transfer Restrictions on the number of Allotted Shares reasonably determined based on the period from the date of commencement of the Term of Service until the date of approval of such organizational restructuring, etc., prior to the effective date of such organizational restructuring, etc.
- (7) In the case stipulated in (6) above, the Company shall rightfully acquire, without payment, any Allotted Shares for which Transfer Restrictions have not yet been lifted as of the time immediately after the cancellation of Transfer Restrictions in accordance with the provisions of (6) above.

This proposal is intended to provide the Eligible Directors with enhanced incentives to contribute to sustainable enhancement of the Company's corporate value and further promote the sharing of value with shareholders by encouraging them to hold the Company's stock early and continuously. If this proposal is approved, the Company plans to amend its policy on determining the contents of remuneration, etc. for individual directors to enable the allotment of stock compensation with restrictions on transfer pursuant to this proposal, and the contents of this proposal are made to be necessary and reasonable to that end. The ratio of

the maximum number of shares to be issued or disposed of in any one year pursuant to this proposal to the total number of shares issued and outstanding (excluding treasury shares) (the dilution ratio) as of May 14, 2026 is approximately 0.99%. The Company therefore believes that the resulting dilution would not be excessive, even after it is added together with the total number of shares issued or disposed of as Performance-based Stock Compensation with Restrictions on Transfer for Eligible Directors and stock compensation with restrictions on transfer for Outside Directors who are not members of the Audit Committee and Directors who are members of the Audit Committee, as approved at the 17th Annual General Meeting of Shareholders. As such, the contents of this proposal are deemed to be reasonable.