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Securities Code: 7212 June 3, 2022

To our shareholders:

Yuichi Fukuda President & CEO F-TECH INC.

19 Showanuma, Shobucho, Kuki-shi, Saitama

Notice of the 67th Annual General Meeting of Shareholders

You are cordially invited to attend the 67th 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 22, 2022 (JST).

1. Date and Time:	Thursday, June 23, 2022, at 10:00 a.m. (reception starts at 9:00 a.m.) (JST)
2. Venue:	Royal Crown B, fourth floor, ROYAL PINES HOTEL URAWA
	2-5-1 Naka-cho, Urawa-ku, Saitama-shi, Saitama
	Please refer to the "Guide Map to the Meeting Venue" at the end of the Japanese version of this document.
	Please note that the venue is different from the previous meeting.
3. Purpose of the M	Vleeting
Matters to be re	ported:
1. The Busine	ss Report and the Consolidated Financial Statements, and audit reports by financial auditors and
the Board o	f Auditors of the Consolidated Financial Statements for the 67th fiscal year (from April 1, 2021

to March 31, 2022).

2. The Non-consolidated Financial Statements for the 67th fiscal year (from April 1, 2021 to March 31, 2022).

Matters to be resolved:

- Proposal No. 1Appropriation of SurplusProposal No. 2Partial Amendments to the Articles of IncorporationProposal No. 3Election of Five DirectorsProposal No. 4Election of One Auditor
- 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 that 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 (https://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: JPY187,078,230
- (3) Effective date of dividends of surplus June 24, 2022

Proposal No. 2 Partial Amendments to the Articles of Incorporation

1. Reasons for the amendment

(1) Change of the head office location

The Company proposes that the head office location set forth in Article 3 of the current Articles of Incorporation be changed from "Shobucho, Kuki-shi, Saitama" to "Kuki-shi, Saitama," which is the smallest independent administrative district.

(2) Introduction of the system for electronic provision of reference documents for general meetings of shareholders

The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- The proposed Article 17, Paragraph 1 provides that information contained in the reference 1) documents for the general meeting of shareholders, etc. shall be provided electronically.
- 2) The purpose of the proposed Article 17, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- The provisions related to the internet disclosure and deemed provision of reference documents for 3) the general meeting of shareholders, etc. (Article 17 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- 4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

Details of the amendments 2.

The details of the amendments are as follows.

The details of the amendments are as follows.	(Amended parts are underlined.)
Current Articles of Incorporation	Proposed Amendments
Article 3 (Location of the Head Office) The head office of the Company shall be situated in <u>Shobucho, Kuki-shi, Saitama</u> .	Article 3 (Location of the Head Office) The head office of the Company shall be situated in <u>Kuki-shi, Saitama</u> .
Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.	<deleted></deleted>
<newly established=""></newly>	 <u>Article 17 (Measures for Electronic Provision, Etc.)</u> <u>The Company shall, when convening a general</u> <u>meeting of shareholders, provide information</u> <u>contained in the reference documents for the</u> <u>general meeting of shareholders, etc.</u> <u>electronically.</u> <u>Among the matters to be provided electronically,</u> <u>the Company may choose not to include all or</u> <u>part of the matters stipulated in the Ordinance of</u> <u>the Ministry of Justice in the paper copy to be</u> <u>sent to shareholders who have requested it by the</u> <u>record date for voting rights.</u>

 <newly established=""> (Supplementary provisions) The deletion of Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the proposed Article 17 (Measures for Electronic Provision, Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the "Effective Date"). </newly> Notwithstanding the provisions of the preceding paragraph, Article 17 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date. These supplementary provisions shall be deleted after the lapse of six months from the Effective 	
Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.	 The deletion of Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the proposed Article 17 (Measures for Electronic Provision, Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the "Effective Date"). Notwithstanding the provisions of the preceding paragraph, Article 17 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date. These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth
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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	Member of Nomination And Remuneration Committee *
1	Yuichi Fukuda	President & CEO	Reelection	0
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	Ø
5	Nobuhiro Koga	Director	Reelection Outside Independent	0

 Nomination and Remuneration Committee consists of three Directors (including two outside Directors). ○ indicates a member and ◎ indicates a chairperson (as of April 1, 2022).

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	manufacturing	Sales &	Finance & accounting	Legal affairs & risk management	Governance & CSR	Academic experience	Overseas experience
Yuichi Fukuda	Male		0		0	0	0				0
Hajime Fujitaki	Male			0	0	0					0
Hiroyuki Aoki	Male						0	0	0		0
Naoko Tomono	Female	Outside Independent						0	0		
Nobuhiro Koga	Male	Outside Independent		0						(Engineering)	

Candidate No.	Name (Date of birth)		Career summary, and position and responsibility in the Company	Number of the Company's shares owned
1	Yuichi Fukuda (December 1, 1967) [Tenure as Director] 18 years, as of the conclusion of this general meeting [Attendance at Board of Directors Meetings (fiscal year under review)] 20 attended/20 held (100%) Reelection	None	Joined the Company Director Director & Senior Managing Executive Officer Division Manager of Management Planning Division Chief Sales & Marketing Officer and Regional CEO of North America Chief Domestic Business Officer Executive Vice President President & CEO (current position) Member of Nomination and Remuneration Committee (current position) soncurrent positions outside the Company]	306,100 shares
	overseas sites and as a person planning area. Since becoming management decision-making ar through his experience and know continuous growth and increase	ience and broad responsible for President & C nd supervising vledge. The C in corporate v	or] d knowledge gained through his service as a preside overseas business area, production planning area EO in April 2015, he has adequately performed h business execution with strong leadership and dec company has judged him to be able to strive for the alue over a medium- to long-term, and has nomin a s President & CEO when reelected as Director.	a and management is duties in critical cisiveness nurtured company group's
2	Hajime Fujitaki (October 7, 1959) [Tenure as Director] 10 years, as of the conclusion of this general meeting [Attendance at Board of Directors Meetings (fiscal year under review)] 20 attended/20 held (100%) Reelection	Aug. 1981 Jun. 2004 May 2008 Apr. 2012 Jun. 2012 Apr. 2013 Apr. 2016 Apr. 2017 Apr. 2020 Apr. 2020	Joined the Company Senior Operating Officer of the Company President of F&P AMERICA MFG., INC. Division Manager of Quality Assurance Division of the Company Director & Managing Executive Officer Division Manager of Production Planning Division Division Manager of Sales & Marketing Division Division Manager of Sales & Marketing Division Manager of Sales & Marketing Division and Regional CEO of Asia Director & Senior Managing Executive Officer (current position) Global Chief SED Officer (current position)	11,400 shares
	planning area and sales & marke Global Chief SED Officer. Le management nurtured through hi and supervising business execution	idate for Direct important man ting area, as we veraging his al s career, he has on as a Directo	or] agement and business operations including the super ell as the service as a president of overseas sites, and bundant experience and in-depth knowledge in the s properly performed his duties in critical managemer. Therefore, the Company has nominated him agai Managing Executive Officer when reelected as Dire	d currently serves a e Company group' ent decision-making n as Director. He i

Candidate No.	Name (Date of birth)		Career summary, and position and responsibility in the Company	Number of the Company's shares owned
3	Hiroyuki Aoki (October 12, 1958) [Tenure as Director] Six years, as of the conclusion of this general meeting [Attendance at Board of Directors Meetings (fiscal year under review)] 20 attended/20 held (100%) Reelection	Aug. 2015 Apr. 2016 Apr. 2016 Jun. 2016 Apr. 2020 Apr. 2020 [Significant of None	Joined the Company as Deputy Division Manager of Management Planning Division Senior Operating Officer Division Manager of Management Planning Division (current position) Director & Senior Operating Officer Director & Senior Managing Executive Officer (current position) Global Business Management Officer (current position) concurrent positions outside the Company]	10,700 shares
	planning area, including supervisi governance and compliance. Cur abundant experience and in-dept properly performed his duties in	important adm ion of the Comp rently, he serv h knowledge i critical manag ninated him ag	inistrative affairs as a person responsible for the Corpany group's accounting, finance, human resources are concurrently as Global Business Management Of n the Company group's management nurtured througement decision-making and supervising business exgain as Director. He is also scheduled to assume t	nd labor management ficer. Leveraging his ugh his career, he has ecution as a Director
4	Naoko Tomono (August 25, 1964) [Tenure as outside Director] Five years, as of the conclusion of this general meeting [Attendance at Board of Directors Meetings (fiscal year under review)] 20 attended/20 held (100%) Reelection Outside Independent	Apr. 1988 Dec. 2008 Jan. 2009 Jan. 2013 Jun. 2016 Jun. 2017 Dec. 2021 [Significant of Partner of T a	Joined Sogo & Seibu Co., Ltd. (formerly Seibu Department Store Co., Ltd.) Registered as an attorney at law (Daini Tokyo Bar Association) Joined T and T PARTNERS LAW OFFICE (formerly Takagi Yoshiko LAW OFFICE) Partner (current position) Outside Director of Taisei Lamick Co., Ltd. (current position) Outside Director of the Company (current position) Chairperson of Nomination and Remuneration Committee (current position) concurrent positions outside the Company] and T PARTNERS LAW OFFICE etor of Taisei Lamick Co., Ltd.	– shares
	Naoko Tomono has no experience objective viewpoint and abundant to be able to appropriately perfor Therefore, the Company has agai She is expected to utilize her exter execution of duties, particularly re- management from an independent When reelected, she will deliberat	idate for Outsid ce of involvem experience fro rm the duties, n nominated he ensive practical egarding legal a tt standpoint. tte on the elect	de Director and summary of expected roles] eent in company management except as an outside of om her many years working in business and as a lawye such as supervising the business execution of Direct	er, and has been judge etors of the Company rvise all aspects of the eversee the Company for officers, and othe

Candidate No.	Name (Date of birth)		Career summary, and position and responsibility in the Company	Number of the Company's shares			
110.	(Date of official)			owned			
		Apr. 1996	Associate Professor, Faculty of Fundamental Engineering (formerly Department of Mechanical Engineering), Nippon Institute of Technology				
		Apr. 2002	Professor, Faculty of Fundamental Engineering (formerly Department of				
	Nobuhiro Koga (April 26, 1955)		Mechanical Engineering), Nippon Institute of Technology(current position)				
	[Tenure as outside Director] Four years, as of the conclusion of this general meeting	Apr. 2013	Chairman, Industry-University Cooperation and Entrepreneurial Education Center, Nippon Institute of Technology (current position)				
	[Attendance at Board of	May 2016	Director, Association of Saishin Collabo Sangakukan industry-academic-government	– share			
	Directors Meetings (fiscal year under review)]	Jun. 2018	collaboration (current position) Outside Director of the Company (current				
	20 attended/20 held (100%)		position)				
5	Reelection Outside	Dec. 2021	Member of Nomination and Remuneration Committee (current position)				
	Independent		concurrent positions outside the Company]				
			Professor, Faculty of Fundamental Engineering, Nippon Institute of Technology				
			dustry-University Cooperation and Entrepreneurial				
			enter, Nippon Institute of Technology				
			sociation of Saishin Collabo Sangakukan industry-				
			vernment collaboration				
	[Reasons for nomination as cand	idate for Outsi	de Director and summary of expected roles]				
			ment in company management except as an outsid				
			ective viewpoint as a university professor specia	•			
			ged him to be able to appropriately perform the duties bany, and has again nominated him as outside Director				
			dge and experience as a university professor specia				
	-		of the execution of duties, particularly regarding resea	-			
	and oversee the Company's man			1			
	When reelected, he will deliberat	te on the election	on and dismissal of officers, a remuneration system	for officers, and othe			
	matters as a member of Nomir	nation and Ren	muneration Committee, and engage in building a	highly objective and			
	transparent governance system.						
Notes: 1.	non-statutory advisory body to th a majority of the Committee m Committee makes discussions an	ne Board of Dir nembers are in nd reports on th	ompany has established a Nomination and Remune rectors. The Committee is chaired by an independen dependent outside Directors. Consulted by the Bo are outcome to the Board of Directors. The Board of pommittee so as to increase the objectivity and transpa	t outside Director, an oard of Directors, th Directors shall respec			
2	making procedures.	on on C (1	and idates and the Course				
2. 3.	There is no special interest betwee Naoko Tomono and Nobuhiro Ko						
4.	The Company has entered into a under Article 423, paragraph 1 o	agreements with f the Companie	th Naoko Tomono and Nobuhiro Koga to limit their es Act, pursuant to the stipulations of Article 427, pa	ragraph 1 of the sam			
	under Article 425, paragraph 1 of		mages under this agreement is the minimum liabilit If their reelection is approved, the Company plans to	-			
5.	-		of the Company. The Company has entered into a surance company, as prescribed under Article 430-				
	Companies Act. Each candidate	is an insured p	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 insurance parties under the insurance contract. The Company intends to renew the insurance contract on the same terms, during the candidates' term of office. 6. 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.

Proposal No. 4 Election of One Auditor

At the conclusion of this meeting, the term of office of Auditor Mr. Shigeharu Nakamura will expire.

Therefore, the Company proposes the election of one Auditor.

The Board of Auditors has given its consent to this proposal.

The candidate for Auditor is as follows:

Jun Kenichiro Masuda (December 26, 1960) Ap	pr. 1984 n. 2011 pr. 2013	Joined Saitama Bank, Limited (currently Saitama Resona Bank, Limited) Executive Officer, General Manager of Group Strategy Division, Resona Holdings, Inc. Executive Officer, Resona Bank, Limited		
Kenichiro Masuda (December 26, 1960) Ap		Strategy Division, Resona Holdings, Inc.		
	pr. 2013	Executive Officer Resona Bank Limited		
[Tenure as outside Auditor]		Executive Officer, Resolia Dalik, Elillited		
[I chuic as outside Auditor]	pr. 2013	Executive Officer, Resona Holdings, Inc.		
– years Ap [Attendance at Board of	pr. 2016	Director and Managing Executive Officer, Saitama Resona Bank, Limited		
Directors Meetings] Ap	pr. 2018	Representative Director and Senior Executive Officer, Saitama Resona Bank, Limited	– shares	
L .	ın. 2019	President and Representative Director, Resona Guarantee Co., Ltd.		
New election Ap Outside	pr. 2022	President, The Saitama Resona Foundation For Industrial and Economic Promotion (current position)		
[Si	[Significant concurrent position outside the Company]			
	resident, The conomic Pror	Saitama Resona Foundation For Industrial and notion		

in addition to finance, treasury and accounting, and the Company has judged him to be able to appropriately perform the duties as an Auditor with his external point of view. Therefore, the Company has nominated him as a candidate for outside Auditor.

Notes: 1. There is no special interest between Kenichiro Masuda and the Company.

2. Kenichiro Masuda is a new candidate for outside Auditor.

3. If the election of Kenichiro Masuda is approved, the Company will enter into an agreement with him to limit his 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.

4. 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 Auditor 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 an Auditor or an officer of the Company. The Company is fully responsible for paying the insurance premiums for all insured parties. If the election of Kenichiro Masuda is approved, then he will be included in the insured parties under the insurance contract. The Company intends to renew the insurance contract on the same terms, during the candidate's term of office.

<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 has 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).