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Securities Code: 6678

Date of sending by postal mail: June 7, 2024

Start date of measures for electronic provision: June 5, 2024

To our shareholders:

Masatomo Saneyoshi
President and CEO
Techno Medica Co., Ltd.
5-5-1 Nakamachidai, Tsuzuki-ku, Yokohama-shi,
Kanagawa

Notice of the 37th Annual General Meeting of Shareholders

We are pleased to announce the 37th Annual General Meeting of Shareholders of Techno Medica Co., Ltd. (the “Company”), which will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. in electronic format (items for which the measures for providing information in electronic format are taken) and posted the information on each of the following websites on the Internet. Please access any of these websites to view the information.

The Company’s website:

<https://www.technomedica.co.jp/t01/ir/material.html> (in Japanese)

(Please access the above website of the Company, click “Notice of the 2024 Annual General Meeting of Shareholders” in “General Meeting of Shareholders” of the section “Steaming of Financial Results Briefing Session and Other” to view the information.)

The Tokyo Stock Exchange’s website (Tokyo Stock Exchange Company Announcements Service):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Please access the above website of the Tokyo Stock Exchange, enter “Techno Medica” in “Issue name (company name)” or the Company’s securities code “6678” in “Code” to search the Company and click “Basic information,” “Documents for public inspection/PR information,” and “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” to view the information.)

Instead of attending the Meeting on the day, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, and indicate your approval or disapproval on the dedicated website for exercising voting rights or indicate your approval or disapproval in the voting form and return the form by postal mail. Whichever method you choose, please exercise your voting rights so that your vote is received by 5:00 p.m. on Tuesday, June 25, 2024.

Details

1. Date and Time: Wednesday, June 26, 2024 at 10:00 a.m. (JST)

2. Place: 4th floor, Shin Yokohama Grace Hotel
3-6-15 Shinyokohama, Kohoku-ku, Yokohama-shi

3. Purposes:

Matters to be reported: The Business Report and the Financial Statements for the 37th fiscal year (from April 1, 2023 to March 31, 2024)

Matters to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Proposal 3: Election of Two Directors Who Are Audit and Supervisory Committee Members

Proposal 4: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

4. Matters Decided upon Convocation:

When exercising voting rights in writing (by mail), if you indicate neither approval nor disapproval for each proposal on the voting form, we will assume that you indicated your approval of the proposal.

- If attending the meeting in person, please present the enclosed voting form at the reception desk.
- If any revisions are made to the items for which the measures for providing in electronic format are taken, the Company will post notice to that effect and both the information before making those revisions and the information after making those revisions on each of the above websites on the Internet.
- In accordance with a revision of the Companies Act, in principle shareholders are requested to view the items for which the measures for providing information in electronic format are taken by accessing any of the above websites, and the paper-based documents describing the items are sent only to those shareholders who request the delivery of the paper-based documents by the record date. However, for this General Meeting of Shareholders, the paper-based documents are sent to all shareholders, regardless of whether or not they have made the request. Please note that pursuant to laws and regulations and the provision of Article 16 of the Company's Articles of Incorporation, the Company has excluded from the paper-based documents sent to shareholders the following among the items for which the measures for providing information in electronic format are taken because they are posted on each of the above websites:
 - (i) System to ensure the appropriateness of business activities and the state of implementation of the system of the Business Report
 - (ii) Notes to non-consolidated financial statements of the Financial Statements

Therefore, the Business Report and the Financial Statements described in the paper-based documents are a portion of the Business Report and the Financial Statements that were audited by the Financial Auditor in preparing the accounting audit report, and the Audit and Supervisory Committee in preparing the audit report.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company regards the distribution of profits to all shareholders as a key management issue. Its basic policy is to distribute results backed up by the business environment and its business performance and to determine an amount of internal reserves.

The Company has given comprehensive consideration to matters including the business performance of the fiscal year, future business development and maintaining stable dividends, and it proposes to pay the year-end dividends as follows:

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
The Company proposes to pay a dividend of ¥68 per share.
¥68 per common share of the Company
Total dividends: ¥470,144,384
- (3) Effective date of dividends of surplus
The effective date of dividends will be June 27, 2024.

Proposal 2: Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the conclusion of this meeting, the terms of office of all four Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire. Therefore, the Company proposes the election of four Directors.

The Audit and Supervisory Committee has judged that all of the proposed candidates for Director are qualified.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masatomo Saneyoshi (April 1, 1973)	Apr. 1995 Joined AUTONICS CO., LTD. June 1999 Joined the Company Apr. 2002 General Manager of General Affairs Office June 2009 Director and General Manager of General Affairs Office June 2013 Director and Assistant to President June 2014 President and CEO (current position)	207,000 shares
		[Reasons for nomination as candidate for Director] Masatomo Saneyoshi has broad insights cultivated through his practical business experience and administration work experience at the sales and back-office divisions. He also has experience and ability suitable for the corporate manager of the Company. Therefore, the Company has judged that he will further contribute to the improvement of corporate value, and nominated him as a candidate for Director.	
2	Masato Takeda (February 24, 1962)	Apr. 1986 Joined SANKO SHOKAI CO., LTD. Mar. 1997 Joined the Company Jan. 2004 General Manager of Nagoya Branch Office June 2009 Director, General Manager of West Japan Sales Department and General Manager of Nagoya Branch Office June 2014 Director, General Manager of West Japan Sales Department and General Manager of Osaka Branch Office and Nagoya Branch Office Aug. 2016 Director, General Manager of Sales Division and General Manager of Headquarters Sales Department (current position)	16,100 shares
		[Reasons for nomination as candidate for Director] Masato Takeda has abundant experience gained at the sales division and has played an important role in managing the sales division. Therefore, the Company has judged that he will further contribute to the improvement of corporate value, and nominated him as a candidate for Director.	
3	Yasushi Nakano (May 23, 1969)	Jan. 1993 Joined A&T Corporation May 2004 Joined the Company Apr. 2009 Manager of Medical Solution Development Department Apr. 2016 General Manager of Medical Solution Development Department of Research and Development Division June 2019 Director, General Manager of Research and Development Division and General Manager of Medical Solution Development Department (current position)	8,900 shares
		[Reasons for nomination as candidate for Director] Yasushi Nakano has abundant experience gained at the research and development division and has played an important role in formulating the policy for research and development of the Company. Therefore, the Company has judged that he will further contribute to the improvement of corporate value, and nominated him as a candidate for Director.	

No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	[New election] Shiro Nakahara (November 6, 1957)	<p>Apr. 1981 Joined Mitsui Toatsu Chemicals, Inc. (current Mitsui Chemicals, Inc.)</p> <p>Apr. 2012 General Manager of Accounting Department of Mitsui Chemicals Industrial Products Ltd.</p> <p>Apr. 2016 Director, General Manager of Corporate Planning Office and General Manager of Accounting Department of Mitsui Chemicals Industrial Products Ltd.</p> <p>Apr. 2020 Retired from Director, General Manager of Corporate Planning Office and General Manager of Accounting Department of Mitsui Chemicals Industrial Products Ltd.</p> <p>Apr. 2023 Deputy General Manager of Corporate Management Division of the Company (current position)</p>	800 shares
<p>[Reasons for nomination as candidate for Director] Shiro Nakahara has abundant knowledge gained at the administration divisions of chemical manufacturers and industrial products manufacturers. Therefore, the Company has judged that he will further contribute to the improvement of corporate value as a director in charge of the Company's administration division, and nominated him as a candidate for Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The Company has concluded a liability insurance contract for officers, etc. as set forth in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The outline of this insurance contract is as described on page 15 of the Business Report. If the election of candidates for Director is approved, they will be included as the insured under the relevant insurance contract. The next time the relevant insurance contract is renewed, renewal is planned with the relevant content.

Proposal 3: Election of Two Directors Who Are Audit and Supervisory Committee Members

At the conclusion of this meeting, the terms of office of Shinichi Matsuo and Yosuke Yasukata, Directors who are Audit and Supervisory Committee Members, will expire. Therefore, the Company proposes the election of two Directors who are Audit and Supervisory Committee Members. The consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidates for Directors who are Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
1	[New election] Yutaka Hirai (August 18, 1964)	Mar. 1988	Joined Toshiba Ryomo Electric Corporation (current Toshiba Industrial Products and Systems Corporation)	1,300 shares
		Apr. 2010	General Manager of Tochigi Branch of Toshiba Industrial Products and Systems Corporation	
		Apr. 2016	General Manager of 4th Sales Department of Metropolitan Branch Office Toshiba Industrial Products and Systems Corporation	
		Apr. 2020	General Manager of Strategic Products Management Department Toshiba Industrial Products and Systems Corporation	
		May 2024	Retired from Toshiba Industrial Products and Systems Corporation	
[Reasons for nomination as candidate for outside Director and outline of expected role] Yutaka Hirai has abundant experience gained over many years at the sales divisions, and the like, of industrial electronics products manufacturers. Therefore, the Company expects that he will reflect his insight in the audits of the Company and other things, and would like him to be elected as an outside Director of the Company.				
2	[New election] Akiko Kurokochi (September 21, 1960)	Apr. 1983	Joined MITSUI & CO., LTD.	-
		Apr. 1994	Registered as an attorney (Daini Tokyo Bar Association)	
		June 2018	Joined Kashiwagi Sogo Law Office Outside Director of Honshu Chemical Industry Co., Ltd.	
		Jan. 2020	Partner of Kashiwagi Sogo Law Office (current position)	
		June 2023	External Corporate Auditor of Japan Logistic Systems Corp. (current position)	
[Reasons for nomination as candidate for outside Director and outline of expected role] Although Akiko Kurokochi has never been directly involved in corporate management, she has deep insight as an attorney and is well versed in corporate legal affairs from experience as outside officer and corporate counsel at listed companies. Therefore, the Company expects that she will supervise its business operations from a fair and objective standpoint, and would like her to be elected as an outside Director of the Company.				

- Notes:
1. There is no special interest between the candidates and the Company.
 2. Yutaka Hirai and Akiko Kurokochi are candidates for outside Director.
 3. Yutaka Hirai and Akiko Kurokochi satisfy the requirements for independent officers as provided for by the Tokyo Stock Exchange. The Company will submit notification to the aforementioned exchange that they have been designated as independent officers.
 4. If the election of Yutaka Hirai and Akiko Kurokochi is approved, pursuant to Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with them to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under the agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 5. The Company has concluded a liability insurance contract for officers, etc. as set forth in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The outline of this insurance contract is as described on page 15 of the Business Report. If the election of candidates for Director is approved, they will be included as the insured under the relevant insurance contract. The next time the relevant insurance contract is renewed, renewal is planned with the relevant content.

Proposal 4: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

The Company proposes the election of one substitute Director who is an Audit and Supervisory Committee Member in preparation for a vacancy in the number of Directors as provided for in laws and regulations. The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for substitute Director is as follows:

Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
[New election] Takafumi Jogan (January 4, 1973)	Nov. 1996 Joined Asahi & Co. (current KPMG AZSA LLC) Aug. 2003 Joined Kennedy-Wilson Japan Co., Ltd. (current Kenedix, Inc.) Dec. 2007 Director of EIENDO, Inc. (current position) Jan. 2008 Representative of Jogan Takafumi Certified Public Accountant Office (current position) Apr. 2009 Outside Audit & Supervisory Board Member of EPCO Co.,Ltd. July 2010 External Audit & Supervisory Board Member of Fundely Co., Ltd. (current position) Apr. 2012 Outside Audit & Supervisory Board Member of e-come Inc. (current position) May 2020 Supervisory Director of Medical Asset Investment Corporation (current BeLot REIT, Inc) Sep. 2023 Outside Director (Audit and Supervisory Committee Member) of bBreak Systems Co., Ltd. (current position)	—
[Reasons for nomination as candidate for outside Director and outline of expected role] Although Takafumi Jogan has never been directly involved in corporate management, he has a high level of knowledge as a certified public accountant, and the Company expects that he will appropriately oversee the management of the Company, mainly in the finance and accounting divisions, and will greatly contribute to the improvement of governance functions, and therefore proposes his election as a substitute outside Director who is an Audit and Supervisory Committee Member of the Company.		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Takafumi Jogan is a candidate for substitute outside Director who is an Audit and Supervisory Committee Member.
 3. Takafumi Jogan satisfies the requirements for independent officers as provided for by the Tokyo Stock Exchange. If he assumes office as a Director, the Company will submit notification to the aforementioned exchange that he has been designated as an independent officer.
 4. If Takafumi Jogan assumes office as a Director, pursuant to Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under the agreement is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 5. The Company has concluded a liability insurance contract for officers, etc. as set forth in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The outline of this insurance contract is as described on page 15 of the Business Report. If Takafumi Jogan assumes office as a Director, he will be included as the insured under the relevant insurance contract.

Skill Matrix of Individual Directors

		Expertise and experience							
	Name	Corporate management/ Business planning	Production and technology /R&D	Global business	Sales/ Marketing	Personnel/ Labor	Finance/ Accounting	Legal affairs/ Risk management	Independence
1	Masatomo Saneyoshi	•	•		•	•		•	
2	Masato Takeda	•		•	•				
3	Yasushi Nakano	•	•		•				
4	Shiro Nakahara	•		•		•	•	•	
5	Jun Ozeki						•		•
6	Yutaka Hirai	•			•				•
7	Akiko Kurokochi					•		•	•

Note: The above list does not represent all the knowledge of the Directors.