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(Stock code: 6246)

June 7, 2024

To our shareholders

Haruhiro Iida

President

Techno Smart Corp.

2-5-28 Kyutaromachi, Chuo-ku, Osaka

Notice of Convocation of the 90th Ordinary General Meeting of Shareholders

We are pleased to inform you that the 90th Ordinary General Meeting of Shareholders (the “Meeting”) will be held as detailed below.

In convening the Meeting, we have taken electronic provision measures for information contained in the Reference Documents for the General Meeting of Shareholders and other documents (the “Matters Subject to Electronic Provision Measures”). They are posted on our website, etc. as the “Notice of Convocation of the 90th Ordinary General Meeting of Shareholders.” Please access the following website to review the information.

The Company’s Website

https://www.technosmart.co.jp/en/cat_ir/notification/

(Access the Company’s website above to review the information by clicking on “PDF” to the right of “Notice of Convocation of the 90th Ordinary General Meeting of Shareholders.”)



If you will not attend the Meeting in person, you have the option of exercising your voting right via the Internet or in writing. We cordially request that you review the Reference Documents for the General Meeting of Shareholders and exercise your rights by 5:35 p.m. on Monday, June 24, 2024 (JST).

1. **Date and Time** Tuesday, June 25, 2024 at 10:00 a.m.
 2. **Place** Meeting Room Nos. 5 and 6, Tekko Hall,
Midosuji Honmachi Urban Building 11F,
3-5-12 Kitakyuhojimachi, Chuo-ku, Osaka
 3. **Purpose**
Matters to be reported: Business Report and Non-consolidated Financial Statements for the 90th
Fiscal Year (from April 1, 2023 to March 31, 2024)
Matters to be resolved:
Proposal No. 1 Appropriation of Surplus
Proposal No. 2 Election of Six (6) Directors (Excluding Directors Who Are Audit &
Supervisory Committee Members)
Proposal No. 3 Election of One (1) Substitute Director Who Is an Audit & Supervisory
Committee Member
 4. **Matters Decided upon Convocation**
 - (1) If you exercise your voting right both via the Internet and in writing (by mail), the vote exercised via the Internet will be counted as valid. If you exercise your voting right multiple times via the Internet, the last vote you enter will be counted as valid.
 - (2) If there is no indication of either approval or disapproval of the respective proposals on the voting form, you will be deemed to have cast a vote of approval.
- ◎ When attending the Meeting in person, please submit the voting form that has been sent to you together with this Notice of Convocation to the reception desk at the venue.
- ◎ If any amendments are made to the Matters Subject to Electronic Provision Measures, a notice of the amendments, as well as the matters before and after the amendments, will be posted on the Company's website on the previous page, and on the TSE website.

Reference Documents for the General Meeting of Shareholders

Proposals and Matters for Reference

Proposal No. 1 Appropriation of Surplus

Based on a basic principle of continuous dividend payments to shareholders, the Company proposes a year-end dividend of ¥41 per share, consisting of an ordinary dividend of ¥38 per share and a special dividend of ¥3 per share, in consideration of the Company's business results for the fiscal year under review, the future management environment, and internal reserves for business development.

Year-End Dividends	
① Type of dividend property	Cash
② Allotment of dividend assets for shareholders and total amount	¥41 per common share of the Company (¥38 ordinary dividend, ¥3 special dividend) Total amount: ¥505,015,655 This results in an annual dividend, including interim dividends, of ¥79 per share for the fiscal year under review.
③ Effective date of payment of surplus available for dividends	June 26, 2024

Proposal No. 2 Election of Six (6) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The term of office of all five (5) directors (excluding directors who are Audit & Supervisory Committee members) will expire at the closing of the Meeting. Therefore, the Company proposes the election of six (6) directors (excluding directors who are Audit & Supervisory Committee members), increasing the number of directors by one (1) to strengthen the management system.

For reference, this proposal has been reviewed by the voluntary Nomination and Compensation Committee, whose main members are external directors, and the Audit and Supervisory Committee, and they have expressed their opinion that the candidates are suitable as directors (excluding directors who are Audit & Supervisory Committee members) of the Company in light of their execution of duties, performance, experience, etc. during the fiscal year under review.

The candidates for election as directors (excluding directors who are Audit & Supervisory Committee members) are as follows:

Candidate No.	Name (Date of Birth)	Career Summary, Positions, Responsibilities, and Significant Concurrent Positions		Number of Company Shares Owned
1	Masami Yanai (December 26, 1953)	April 1972	Joined the Company	13,400
		April 2004	Senior Manager of the Mechanical Engineering Department, Engineering Division	
		April 2007	Senior Manager of the Outsourcing Management Department, Procurement Division	
		April 2008	Acting Division Manager of the Procurement Division	
		April 2010	Division Manager of the Procurement Division	
		October 2013	Senior General Manager and Division Manager of the Procurement Division	
		June 2014	Director and General Manager of the Administration Division, and General Manager of the Mechanical Engineering Division	
		June 2015	Director and General Manager of the Administration Department, and General Manager of the Engineering Department	
		June 2016	Managing Director and Overall Manager of the Engineering Department, the Procurement Department, and the Information Systems Department	
		June 2017	Managing Director and Overall Manager of the Engineering Department, the Procurement Department, and the Manufacturing Department	
		April 2019	President	
		April 2024	Chairman (to present)	
Reasons for Nomination Mr. Masami Yanai has been re-nominated as a director due to his long-term management of the Company, his proven track record in improving its corporate value, and his wealth of experience and deep insight into management in general.				

Candidate No.	Name (Date of Birth)	Career Summary, Positions, Responsibilities, and Significant Concurrent Positions		Number of Company Shares Owned
2	Haruhiro Iida (October 28, 1964)	April 1988	Joined the Company	8,000
		April 2010	Senior Manager of the Planning & Design Department, Engineering Division	
		April 2012	Acting Department Manager of the Planning & Design Department, Engineering Division	
		April 2013	Department Manager of the Planning & Design Group, Engineering Department	
		April 2015	Senior General Manager and Group Manager of the Planning & Design Group and the R&D Group, Engineering Department	
		June 2015	Director and Deputy General Manager of the Engineering Department, and Department Manager of the Information Systems Department	
		June 2016	Director and General Manager of the Sales Department, Manager of the Tokyo Branch, and Head of the Planning & Design Group, Engineering Department	
		April 2019	Managing Director and Overall Manager of the Engineering Department, the Manufacturing Department, and the Procurement Department	
		April 2021	Managing Director and Overall Manager of the Engineering, Manufacturing, and Procurement Division, and Manager of the Shiga Plant	
		June 2021	Managing Director and Overall Manager of the Engineering, Manufacturing, Procurement, and Administration Division	
		June 2022	Managing Director and Manager of the Shiga Plant, and Overall Manager of the Procurement and Administration Division	
		April 2024	President (to present)	
Reasons for Nomination Mr. Haruhiro Iida has been re-nominated as a director since he has been deemed capable of playing a central role in management with strong leadership due to his wealth of experience and proven track record in the mechanical design division of the Company, his contributions to winning orders in the sales division, and his management insight into the entire Company, including the manufacturing and administration divisions.				
3	Yoshiki Nishimiya (December 28, 1964)	April 1988	Joined Hitachi Maxell, Ltd. (now Maxell, Ltd.)	1,900
		May 2006	Chief Engineer of the Manufacturing Department, Kyoto Plant of Hitachi Maxell, Ltd. (now Maxell, Ltd.)	
		November 2017	Joined the Company	
		April 2018	Group General Manager of the Manufacturing Group, Manufacturing Department	
		April 2021	Senior General Manager and Deputy General Manager of the Manufacturing Division	
		June 2022	Director and General Manager of the Manufacturing Division	
		April 2024	Managing Director and Manager of the Shiga Plant, and Overall Manager of the Manufacturing and Procurement Division (to present)	
Reasons for Nomination Mr. Yoshiki Nishimiya has been re-nominated as a director since he has been deemed capable of making appropriate decisions on key managerial matters as a director of the Company, due to his many years of experience in the launch and quality improvement of mass production facilities for rechargeable batteries and the launch of plants abroad, his contribution to business streamlining in the manufacturing division, as well as safety promotion and work improvement after joining the Company, leveraging the above knowledge and experience, and his excellent management skills.				

Candidate No.	Name (Date of Birth)	Career Summary, Positions, Responsibilities, and Significant Concurrent Positions		Number of Company Shares Owned
4	Toshikazu Shimomura (August 13, 1971)	April 1994	Joined the Company	3,600
		April 2011	Senior Section Manager of the Section I, Mechanical Engineering Department	
		April 2013	Acting Department Manager of the Mechanical Engineering Group I, Engineering Department	
		April 2015	Department Manager of the Mechanical Engineering Group I, Engineering Department	
		October 2015	Group General Manager of the Mechanical Engineering Group I, Engineering Department	
		May 2017	Senior General Manager and Group General Manager of the Mechanical Engineering Group I, Engineering Department	
		June 2017	Director and General Manager of the Engineering Department, and Department Manager of the Information Systems Department	
		April 2021	Director and General Manager of the Engineering Division (to present)	
	Reasons for Nomination Mr. Toshikazu Shimomura has been re-nominated as a director since he has been deemed capable of making appropriate decisions on key managerial matters as a director of the Company due to his wealth of experience and proven track record in the mechanical design division of the Company, his deep knowledge of the Company's mechanical engineering, and his managerial insight.			
5	* Kaname Takahashi (May 18, 1962)	April 1985	Joined Management Service Center Co., Ltd.	1,100
		May 1992	Joined Ikegami Accounting Office	
		May 1997	Joined TechnoBouquet Inc. (now transcosmos inc.)	
		May 2001	Joined Naturum Co., Ltd.	
		April 2007	Director, General Manager of the Management Department and General Manager of the Accounting and Finance Department of Naturum Co., Ltd.	
		April 2013	Resigned as Director of Naturum Co., Ltd.	
		February 2014	Joined the Company	
		October 2014	Senior Manager of the Accounting Group, Administration Department	
		April 2018	Chief of the Audit Office	
		April 2021	Deputy General Manager of the Administration Division	
		April 2022	Senior General Manager and Deputy General Manager of the Administration Division	
		April 2024	Operating Officer and General Manager of the Administration Division (to present)	
	Reasons for Nomination Mr. Kaname Takahashi has been newly nominated as a director since he has been deemed capable of making appropriate decisions on key managerial matters as a director of the Company due to his solid business execution in the accounting department by utilizing the wide range of knowledge and experience he acquired in his previous job, maintaining corporate governance in the audit office, his current contribution to the development of the Company's business by coordinating the administrative department, and his experience as a director in a previous position.			

Candidate No.	Name (Date of Birth)	Career Summary, Positions, Responsibilities, and Significant Concurrent Positions		Number of Company Shares Owned
6	* Koji Misawa (October 23, 1972)	April 1996	Joined the Company	2,600
		April 2015	Senior Manager of the Osaka Sales Group, Sales Department	
	April 2017	Chief Group Manager of the Osaka Sales Group, Sales Department		
	April 2020	Group General Manager of the Osaka Sales Group, Sales Department		
	April 2023	Senior General Manager and Department Manager of the Osaka Sales Department, Sales Division		
	April 2024	Operating Officer and Deputy General Manager of the Sales Division (to present)		
Reasons for Nomination Mr. Koji Misawa has been newly nominated as a director since he has been deemed capable of making appropriate decisions on key managerial matters as a director of the Company due to his remarkable contribution to the improvement of the Company's performance by accumulating sales results as a person in charge of major customers in the sales division, and his ability to lead the division with excellent management skills while coordinating with related divisions.				

- Notes: 1. * indicates new candidates for director.
2. There are no special interests existing between each of the candidates and the Company.
3. The Company has entered into a directors' and officers' (D&O) liability insurance policy with an insurance company as prescribed in Article 430-3, Paragraph (1) of the Companies Act. This policy is designed to indemnify the directors, who are the insureds, for any damages that may arise while they are in pursuit of their official responsibilities or that result from personal lawsuits brought against them seeking compensation on the grounds of such responsibilities. However, there are certain exclusions, such as cases where an act is carried out with knowledge that such act is in violation of the law. 90% of the insurance premium is borne by the Company and 10% by the insured. Each candidate will be included as an insured under the insurance policy. The Company plans to renew the insurance policy with the same terms and conditions at the next renewal.

(Reference) Skill Matrix of Directors after the Closing of the Meeting

The skill matrix of directors if Proposal No. 2 of the Meeting is approved as proposed will be as follows:

Skill Matrix of Directors

Name	Attribute	Corporate management	Finance & accounting	Legal affairs	Risk management	Personnel & labor affairs	Manufacturing, technology, R&D	Sales	Global experience
Masami Yanai Chairman		○	○		○	○	○		
Haruhiro Iida President		○	○			○	○	○	
Yoshiki Nishimiya Managing Director		○					○		○
Toshikazu Shimomura Director		○					○		
Kaname Takahashi Director		○	○	○	○	○			
Koji Misawa Director							○	○	○
Toru Aoki Director (Audit & Supervisory Committee Member)	Outside Independent	○				○			
Kenji Oka Director (Audit & Supervisory Committee Member)	Outside Independent	○	○						
Ayako Hiramatsu Director (Audit & Supervisory Committee Member)	Outside Independent		○	○	○				

Proposal No. 3 Election of One (1) Substitute Director Who Is an Audit & Supervisory Committee Member

To prepare for a shortage in the statutory number of directors who are Audit & Supervisory Committee members, the Company proposes the election of one (1) substitute director who is an Audit & Supervisory Committee member.

The consent of the Audit & Supervisory Committee has been obtained for this proposal.

Furthermore, each director who is an Audit & Supervisory Committee member reviewed this proposal but expressed no opinion.

The candidate for election as a substitute director who is an Audit & Supervisory Committee member is as follows:

Name (Date of Birth)	Career Summary and Significant Concurrent Positions	Number of Company Shares Owned
Shoichi Nakashita (May 9, 1968)	<p>April 1991 Joined The Sanwa Bank, Ltd. (now MUFG Bank, Ltd.)</p> <p>September 2005 Resigned from the bank (now MUFG Bank, Ltd.)</p> <p>October 2005 Joined AIG Edison Life Insurance Company (now The Gibraltar Life Insurance Co., Ltd.)</p> <p>June 2007 Founder and Representative Director of One To One Synergy Co., Ltd.</p> <p>June 2009 Director of Kamitsu Seisakusho Ltd. (now TMT Kamitsu, Inc.)</p> <p>April 2015 Representative Director of Kamitsu Seisakusho Ltd. (now TMT Kamitsu, Inc.)</p> <p>May 2015 Representative Director of Sun Business Support Co., Ltd.</p> <p>April 2020 Joined Fujii Electric Works Co., Ltd. (now FEW Co., Ltd.)</p> <p>August 2020 Representative Director of Fujii Electric Works Co., Ltd. (now FEW Co., Ltd.)</p> <p>October 2023 Representative Director of Koike Engineering and Service Co., Ltd. (to present)</p> <p>(Significant Concurrent Positions)</p> <p>Representative Director of One To One Synergy Co., Ltd.</p> <p>Representative Director of Sun Business Support Co., Ltd.</p> <p>Representative Director of FEW Co., Ltd.</p> <p>Representative Director of Koike Engineering and Service Co., Ltd.</p>	0
<p>Reasons for Nomination and Outline of Expected Roles</p> <p>Mr. Shoichi Nakashita has been nominated as a substitute outside director who is an Audit & Supervisory Committee member, since we believe he will be able to appropriately reflect his knowledge and experience in corporate management gained from his management consulting operations and his direct involvement in management as a representative director of business enterprises to the Company's audit system if he is appointed as a director who is an Audit & Supervisory Committee member. The main role expected of Mr. Nakashita is to offer advice on increasing corporate value and reinforcing the audit system from a wide range of viewpoints.</p>		

- Notes:
- There is no special interest existing between the candidate and the Company.
 - Mr. Shoichi Nakashita is a candidate for election as a substitute outside director. If he is appointed as an outside director who is an Audit & Supervisory Committee member, the Company plans to register him as an independent officer with the Tokyo Stock Exchange.
 - If Mr. Shoichi Nakashita is appointed as an outside director who is an Audit & Supervisory Committee member, the Company plans to enter into an agreement with him that limits his liability to the minimum amount stipulated in Article 425, Paragraph (1) of the Companies Act in accordance with Article 427, Paragraph (1) of said Act.
 - The Company has entered into a directors' and officers' (D&O) liability insurance policy with an insurance company as prescribed in Article 430-3, Paragraph (1) of the Companies Act. This policy is designed to indemnify the directors, who are the insureds, from any damages that may arise while they are in pursuit of their official responsibilities, or that result from personal lawsuits brought against them seeking compensation on the grounds of such responsibilities. However, there are certain exclusions, such as cases where an act is carried out with knowledge that such act is in violation of the law. 90% of the insurance premium is borne by the Company and 10% by the insured. If Mr. Shoichi Nakashita is appointed as an outside director who is an Audit & Supervisory Committee member, he will be included as an insured under the insurance policy. The Company plans to renew the insurance policy with the same terms and conditions at the next renewal.