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(Stock code: 6246)

June 5, 2026

(Start date of measures for electronic provision: May 29, 2026)

## To our shareholders

Haruhiro Iida

President

Techno Smart Corp.

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

### Notice of Convocation of the 92nd Ordinary General Meeting of Shareholders

We are pleased to inform you that the 92nd 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 92nd 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/](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 92nd Ordinary General Meeting of Shareholders.”)



If you will not attend the Meeting in person, you have the option to exercise your voting rights via the Internet or in writing (by mail). 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 Wednesday, June 24, 2026 (JST).

1. **Date and Time** Thursday, June 25, 2026 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 92nd Fiscal Year (from April 1, 2025 to March 31, 2026)

**Matters to be resolved:**

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Election of Five (5) 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

**Proposal No. 4** Continuation of a Performance-Linked, Share-Based Remuneration System for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members and Outside Directors) and Revision of Upper Limits to Share-Based Remuneration

**4. Matters Decided upon Convocation**

- (1) If you exercise your voting rights 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 rights 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, it will be deemed 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 at the reception desk at the venue.
- © If any amendments are made to the matters subject to measures for electronic provision, a notice of the amendments, as well as the matters before and after the amendments, will be posted on the Company's website shown 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

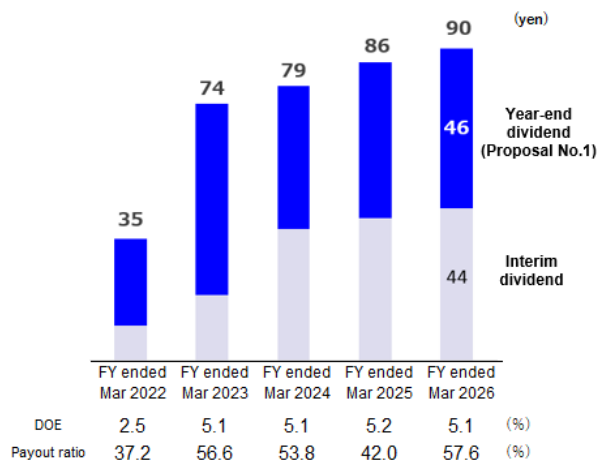
Based on a basic principle of continuous dividend payments to shareholders, the Company proposes a year-end dividend of ¥46 per share, which consists of an ordinary dividend of ¥44 per share and a special dividend of ¥2 per share, in consideration of the Company's business results for the fiscal year under review, future management environment, and internal reserves for business development.

Year-End Dividends	
① Dividends to be paid	Cash
② Allotment of dividend assets for shareholders and total amount	¥46 per common share of the Company (¥44 ordinary dividend, ¥2 special dividend) Total amount : ¥527,392,530 This results in an annual dividend, including interim dividends, of ¥90 per share for the fiscal year under review.
③ Effective date of payment of surplus available for dividends	June 26, 2026

#### (Reference) Basic Capital Policy

The Company, based on the understanding that its capital policy has a significant impact on the interest of its shareholders, has adopted the dividend on equity ratio (DOE) as the main indicator of its shareholder returns since the announcement of its 3rd medium-term management plan in March 2023.

The aim of this is to realize stable dividends that are less susceptible to earnings fluctuations, and the Company's 4th medium-term management plan announced in May 2026 continues to set its target at a DOE of 5% or more.



**Proposal No. 2 Election of Five (5) 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. Accordingly, the Company proposes the election of five (5) directors (excluding directors who are Audit & Supervisory Committee members).

For reference, this proposal has been reviewed by the non-statutory Nomination and Compensation Committee, whose members consist mainly of outside directors and the Audit & Supervisory Committee, which have expressed their opinions 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	Haruhiro Iida (October 28, 1964)	<p>April 1988      Joined the Company</p> <p>April 2010      Senior Manager of the Planning &amp; Design Department, Engineering Division</p> <p>April 2012      Acting Department Manager of the Planning &amp; Design Department, Engineering Division</p> <p>April 2013      Department Manager of the Planning &amp; Design Group, Engineering Department</p> <p>April 2015      Senior General Manager and Group Manager of the Planning &amp; Design Group and the R&amp;D Group, Engineering Department</p> <p>June 2015      Director and Deputy General Manager of the Engineering Department, and Department Manager of the Information Systems Department</p> <p>June 2016      Director and General Manager of the Sales Department, Manager of the Tokyo Branch, and Head of the Planning &amp; Design Group, Engineering Department</p> <p>April 2019      Managing Director and Overall Manager of the Engineering Department, the Manufacturing Department, and the Procurement Department</p> <p>April 2021      Managing Director and Overall Manager of the Engineering, Manufacturing, and Procurement Division, and Manager of the Shiga Plant</p> <p>June 2021      Managing Director and Overall Manager of the Engineering, Manufacturing, Procurement, and Administration Division</p> <p>June 2022      Managing Director and Manager of the Shiga Plant, and Overall Manager of the Procurement and Administration Division</p> <p>April 2024      President (to present)</p>	9,400
<p>Reasons for Nomination Mr. Haruhiro Iida has been re-nominated as a director since he possesses experience and track records in the mechanical design, sales, manufacturing, and administration departments of the Company, as well as managerial insight into the entire company, and has exercised strong leadership in his direction and supervision over business management in general.</p>			

Candidate No.	Name (Date of Birth)	Career Summary, Positions, Responsibilities, and Significant Concurrent Positions		Number of Company Shares Owned
2	Yoshiki Nishimiya (December 28, 1964)	April 1988	Joined Hitachi Maxell, Ltd. (now Maxell, Ltd.)	3,300
		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)	
<p>Reasons for Nomination</p> <p>Mr. Yoshiki Nishimiya has been re-nominated as a director since he has been deemed to be 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, safety promotion and work improvement after joining the Company, leveraging the above knowledge and experience, and his excellent management skills.</p>				
3	Toshikazu Shimomura (August 13, 1971)	April 1994	Joined the Company	4,300
		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)			
<p>Reasons for Nomination</p> <p>Mr. Toshikazu Shimomura has been re-nominated as a director since he has been deemed to be capable of making appropriate decisions on key managerial matters as a director of the Company due to his wealth of experience and track record in the mechanical design division of the Company, deep knowledge in the Company's mechanical technology, and managerial insight.</p>				

Candidate No.	Name (Date of Birth)	Career Summary, Positions, Responsibilities, and Significant Concurrent Positions		Number of Company Shares Owned
4	Kaname Takahashi (May 18, 1962)	April 1985 May 1992 May 1997 May 2001 April 2007	Joined Management Service Center Co., Ltd. Joined Ikegami Accounting Office Joined TechnoBouquet Inc. (now transcocosmos inc.) Joined Naturum Co., Ltd. Director, General Manager of the Management Department and General Manager of the Accounting and Finance Department of Naturum Co., Ltd.	2,000
		April 2013 February 2014 October 2014  April 2018 April 2021 April 2022  April 2024  June 2024	Resigned as Director of Naturum Co., Ltd. Joined the Company Senior Manager of the Accounting Group, Administration Department Chief of the Audit Office Deputy General Manager of the Administration Division Senior General Manager and Deputy General Manager of the Administration Division Operating Officer and General Manager of the Administration Division Director and General Manager of the Administration Division (to present)	
Reasons for Nomination Mr. Kaname Takahashi 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 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 administration department, and his experience as a director in previous employment.				
5	Koji Misawa (October 23, 1972)	April 1996 April 2015	Joined the Company Senior Manager of the Osaka Sales Group, Sales Department	3,100
		April 2017 April 2020 April 2023 April 2024 June 2024	Chief Group Manager of the Osaka Sales Group, Sales Department Group General Manager of the Osaka Sales Group, Sales Department Senior General Manager and Department Manager of the Osaka Sales Department, Sales Division Operating Officer and Deputy General Manager of the Sales Division Director and General Manager of the Sales Division, and Manager of the Tokyo Branch Office (to present)	
Reasons for Nomination Mr. Koji Misawa 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 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. There are no special interests existing between each of the candidates and the Company.  
2. 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 damages that arise while pursuing 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 the knowledge that it is in violation of the law. The insurance premium is fully borne by the Company. Each candidate will be included as an insured of 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
<b>Haruhiro Iida</b> President		○	○			○	○	○	
<b>Yoshiki Nishimiya</b> Managing Director		○			○		○		○
<b>Toshikazu Shimomura</b> Director		○			○		○		
<b>Kaname Takahashi</b> Director		○	○	○	○	○			
<b>Koji Misawa</b> Director		○					○	○	○
<b>Toru Aoki</b> Director (Audit & Supervisory Committee Member)	Outside Independent	○				○			
<b>Kenji Oka</b> Director (Audit & Supervisory Committee Member)	Outside Independent	○	○						
<b>Ayako Hiramatsu</b> Director (Audit & Supervisory Committee Member)	Outside Independent		○	○	○				

As stated in its 4th medium-term management plan announced in May 2026, the Company is considering growth investments, including M&A and digital transformation investments, in view of changes in its business environment. The Board of Directors is discussing and making decisions on such opportunities with strong focus on financial and risk management perspectives while utilizing the knowledge of outside directors and the advice of external experts.

### 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.

For this proposal, consent has been obtained from the non-statutory Nomination and Compensation Committee, whose members consist mainly of outside directors, and the Audit & Supervisory Committee.

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, Positions, Responsibilities, and Significant Concurrent Positions	Number of Company Shares Owned
<b>Shoichi Nakashita</b> (May 9, 1968)	April 1991      Joined The Sanwa Bank, Ltd. (now MUFG Bank, Ltd.) October 2005    Joined AIG Edison Life Insurance Company (now The Gibraltar Life Insurance Co., Ltd.)  June 2007      Founder and Representative Director of One To One Synergy Co., Ltd. June 2009      Director of Kamitsu Seisakusho Ltd. (now TMT Kamitsu, Inc.) April 2015      Representative Director of Kamitsu Seisakusho Ltd. (now TMT Kamitsu, Inc.) May 2015      Representative Director of Sun Business Support Co., Ltd. April 2020      Joined Fujii Electric Works Co., Ltd. (now FEW Co., Ltd.) August 2020    Representative Director of Fujii Electric Works Co., Ltd. (now FEW Co., Ltd.) October 2023    Representative Director of Koike Engineering and Service Co., Ltd. (to present)  (Significant Concurrent Positions) Representative Director of One To One Synergy Co., Ltd. Representative Director of Sun Business Support Co., Ltd. Representative Director of FEW Co., Ltd. Representative Director of Koike Engineering and Service Co., Ltd.	0
<b>Reasons for Nomination and Outline of Expected Roles</b> 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 representative director of business enterprises in the Company's audit system if he is appointed a director who is an Audit & Supervisory Committee member. The main role expected of Mr. Nakashita is to offer advice on the increase of corporate value and reinforcement of the audit system from a wide range of viewpoints.		

- Notes:
- There are no special financial interests between the candidate and the Company.
  - Mr. Shoichi Nakashita is a candidate for election as a substitute outside director. If he is appointed 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 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 damages that arise while pursuing 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 the knowledge that it is in violation of the law. The insurance premium is fully borne by the Company. If Mr. Shoichi Nakashita is appointed an outside director who is an Audit & Supervisory Committee member, he will be included as an insured of the insurance policy. The Company plans to renew the insurance policy with the same terms and conditions at the next renewal.

#### Proposal No. 4 Continuation of a Performance-Linked, Share-Based Remuneration System for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members and Outside Directors) and Revision of Upper Limits to Share-Based Remuneration

The remuneration system for the Company's directors (excluding directors who are Audit & Supervisory Committee members; hereinafter, the "Eligible Directors") consists of base remuneration, profit-linked remuneration linked to the performance of a single fiscal year, and performance-linked, share-based remuneration, which is remuneration based on the percentage of achievement of certain performance targets during the evaluation period. The introduction of the performance-linked, share-based remuneration system (the "System") was approved at the 89th Ordinary General Meeting of Shareholders, held on June 27, 2023.

The purpose of this proposal is to modify the design of the System to place greater emphasis on performance-linked, share-based remuneration than before from the perspective of further strengthening the link between the remuneration of Eligible Directors and the Company's performance and stock value. In order to provide the Eligible Directors with incentives to continuously increase the Company's corporate value by further strengthening the link between the remuneration of the Eligible Directors and the Company's performance and stock value and to further promote value-sharing with shareholders, the Company proposes to increase the proportion of performance-linked, share-based remuneration within the annual remuneration limit of ¥280,000 thousand approved at the 85th Ordinary General Meeting of Shareholders, held on June 25, 2019.

Specifically, the Company requests shareholders' approval for the payment of remuneration based on the System as described in Section I below.

The number of Eligible Directors is currently five. If Proposal No. 2 is approved as proposed, the number of Eligible Directors will remain the same as the present at five.

#### I . Outline of the System

It is a performance-linked, share-based remuneration system that grants monetary compensation claims to provide the Eligible Directors with the number of Company shares in accordance with the percentage of achievement of numerical targets as remuneration for the performance evaluation period. The numerical targets are targets for the Company's performance during the performance evaluation period that consists of the fiscal years corresponding to the Company's medium-term management plan and are set in advance by the Company's Board of Directors. Therefore, the payment of the monetary compensation claims to the Eligible Directors will be made after the end of the performance evaluation period, in principle.

The Eligible Directors shall pay the monetary compensation claims calculated in 2. and 3. below as investment-in-kind assets to receive issuance or disposal of Company shares. The payment of monetary compensation claims and the delivery of the Company's common shares to the Eligible Directors will be made after the end of the period subject to evaluation, which is stipulated in 1. below. Therefore, whether or not this issuance or payments will be made to the Eligible Directors and the number of common shares of the Company to be delivered or paid to them are not determined at the time the revised System takes effect.

##### 1. Target period

The period for evaluating the degree of achievement of performance targets shall be the three fiscal years

that correspond to the Company's fourth medium-term management plan, announced on May 13, 2026, which is from the fiscal year ending March 2027 to the fiscal year ending March 2029 (the "Period Subject to Evaluation"). In principle, the System will continue to be implemented after the end of the initial Period Subject to Evaluation, with the following three fiscal years as the Period Subject to Evaluation.

## 2. Upper limits to the number of shares and amount of monetary compensation claims provided to Eligible Directors

Under the System, the total number of the Company's common shares to be delivered to the Eligible Directors shall be no more than 60,000 shares (currently 40,000 shares), and the total amount of monetary compensation claims to be paid to the Eligible Directors shall be no more than ¥90,000 thousand (currently ¥70,000 thousand). These upper limits are determined based on the assumption that the amounts equivalent to the compensation for the execution of duties over multiple fiscal years corresponding to the Period Subject to Evaluation will be provided after the end of the Period Subject to Evaluation in a lump sum. Since the Period Subject to Evaluation is assumed to be three fiscal years, the upper limit per fiscal year will be the number of shares and amount that correspond to a third of each of the overall upper limits. If a stock split (including an allotment of Company shares without contribution) or a reverse stock split of the Company's common shares is conducted on or after the day of the resolution of this Proposal, the maximum number of shares to be delivered may be adjusted within a reasonable limit as needed according to the ratio of the split or reverse split on or after the effective day of the split or reverse split.

## 3. Calculation method of the final number of shares to be delivered and the final amount to be paid under the System

The number of the Company's common shares to be delivered to each Eligible Director (the "Final Number of Shares to Be Delivered") shall be calculated by dividing the total amount of remuneration for each fiscal year, which is derived by multiplying the remuneration base amount determined in light of the rank of each Eligible Director by the payment rate for each fiscal year calculated from the degree of achieving the performance targets for the Period Subject to Evaluation, by the share price at the time of delivery.

## 4. Procedures for delivery of shares, etc.

The delivery of the Company's common shares pertaining to the Final Number of Shares to Be Delivered as determined in 3. above will be made as follows:

- (i) The Company will pay each Eligible Director monetary compensation claims in the amount calculated by multiplying the Final Number of Shares to Be Delivered to the Eligible Directors by the amount to be paid for the issuance or disposal of the Company's common shares and deliver the subject common shares of the Company in exchange for the contribution in kind of said monetary compensation claims by the Eligible Directors.
- (ii) The amount to be paid for the issuance or disposal of the Company's common shares stipulated in (i) above will be determined by the Company's Board of Directors on the basis of the share price at the time of delivery, to the extent that the amount is not particularly favorable to the Eligible Director

who subscribes to the Company's common shares.

#### 5. Requirements for the delivery of shares to Eligible Directors

Under the System, the Company's common shares will be delivered to the Eligible Directors when the Period Subject to Evaluation has ended and the following requirements have been satisfied:

- 1) The Eligible Director continuously held the position of director of the Company or any other position determined by the Company's Board of Directors during the Period Subject to Evaluation;
- 2) There was no certain act of misconduct as determined by the Company's Board of Directors; and
- 3) Any other requirements stipulated by the Company's Board of Directors as necessary to achieve the purpose of the System have been met.

However, shares in the number and amount reasonably adjusted may be delivered, or, instead of such delivery, cash in the amount reasonably calculated by the Company's Board of Directors as an amount equivalent to said shares may be paid at a time reasonably determined by the Company's Board of Directors as needed in the following cases: (a) if an Eligible Director loses his/her position as a director of the Company or any other position determined by the Company's Board of Directors due to death or other reasons deemed justifiable by the Company's Board of Directors; (b) if an individual who was not an Eligible Director at the start of the Period Subject to Evaluation was newly appointed an Eligible Director; (c) if a merger agreement in which the Company becomes the disappearing company, a share exchange agreement, a share transfer plan, or any other matter concerning a reorganization in which the Company becomes a wholly owned subsidiary is approved by the Company's general meeting of shareholders (or the Company's Board of Directors if the approval of the Company's general meeting of shareholders is not required for said reorganization); or (d) if there is any other reason deemed justifiable by the Company's Board of Directors.

#### 6. Acquisition without consideration after payment of remuneration

If an Eligible Director engages in misconduct, etc. as stipulated by the Company's Board of Directors, the Company may request a refund of all remuneration paid to said Eligible Director in accordance with the System.

## II. Reasons for Deeming the Content of This Proposal as Appropriate

The System is aimed at providing the Eligible Directors with incentives to continuously increase the Company's corporate value by further strengthening the link between the remuneration of the Eligible Directors and the Company's performance and stock value and to further promote value-sharing with shareholders.

The Company has set forth a policy for determining the details of the individual remuneration of directors, the outline of which is described on page 21 of the Business Report. If this Proposal is approved, the Company plans to revise the content of the policy to include the System. The total number of the Company's common shares that the Company will issue or dispose of to Eligible Directors is limited to 60,000 shares, and their dilution rate is minor at approximately 0.48% of the total number of shares outstanding.

The specific details of this Proposal have been determined based on the review and advice of the non-statutory Nomination and Compensation Committee, composed of a majority of independent outside

directors and chaired by an independent outside director. Therefore, the Company deems the contents of this Proposal to be appropriate.