

Securities Code: 6678

June 9, 2021

To our shareholders:

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

Notice of the 34th Annual General Meeting of Shareholders

We are pleased to announce the 34th Annual General Meeting of Shareholders of Techno Medica Co., Ltd. (the “Company”), which will be held as indicated below.

In order to prevent the spread of the novel coronavirus disease (COVID-19), you are recommended to refrain from attending the meeting in person on the meeting date, if at all possible.

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 enclosed 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 Thursday, June 24, 2021.

Details

- 1. Date and Time:** Friday, June 25, 2021 at 10:00 a.m. (JST)
2. Place: “Henry House,” South Building 3F, Shinyokohama International Hotel
3-18-1 Shinyokohama, Kohoku-ku, Yokohama-shi

3. Purposes:

Matters to be reported: The Business Report and the Financial Statements for the 34th fiscal year (from April 1, 2020 to March 31, 2021)

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 One Director Who Is an Audit and Supervisory Committee Member

- If any major changes arise regarding the operational procedures and venue of the general meeting of shareholders due to the impact of COVID-19, the Company will post the changed details on the Company’s website (<http://www.technomedica.co.jp/>), which can be accessed via the Internet.
- To provide the protection against COVID-19 infection, if the Company determines that social distancing cannot be secured, or if coughing or sneezing shareholders show up at the venue, the Company may be forced to impose restrictions on entry to the meeting.
- Among the documents required to be disclosed together with this notice, the Notes to the Financial Statements are posted on the Company’s website (<http://www.technomedica.co.jp/>), as provided for by the relevant laws and regulations and Article 16 of the Company’s Articles of Incorporation. Therefore, the Business Report and the Financial Statements 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.
- If any revisions arise in the Reference Documents for the General Meeting of Shareholders, the Business Report, or the Financial Statements, these will be posted on the Company’s website (<http://www.technomedica.co.jp/>).

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 ¥51 per share.
¥51 per common share of the Company
Total dividends: ¥434,496,999
- (3) Effective date of dividends of surplus
The effective date of dividends will be June 28, 2021.

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.	188,500 shares
		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)	
[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.	9,650 shares
		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)	
[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.				

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
3	Kazuto Tsugawa (April 16, 1952)	Apr. 1977	Joined Mitsui Toatsu Chemicals, Inc. (current Mitsui Chemicals, Inc.)	3,250 shares
		Apr. 2006	General Manager of Administration Dept. of Wakayama Works of Honshu Chemical Industry Co., Ltd.	
		June 2007	Director, General Manager of Personnel, Legal & Administration Dept. and General Manager of Administration Dept. of Wakayama Works	
		June 2011	Managing Director and General Manager of Personnel, Legal & Administration Dept.	
		June 2016	Retired from Managing Director and General Manager of Personnel, Legal & Administration Dept.	
		June 2017	Director (Full-time Audit and Supervisory Committee Member) of the Company	
		June 2018	Director and General Manager of Corporate Management Division (current position)	
[Reasons for nomination as candidate for Director] Kazuto Tsugawa has abundant knowledge gained at the administration divisions of chemical 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.				
4	Yasushi Nakano (May 23, 1969)	Jan. 1993	Joined A&T Corporation	2,650 shares
		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)	
[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.				

- 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. If the election of candidates for Director is approved, they will continue to 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 One Director Who Is an Audit and Supervisory Committee Member

At the conclusion of this meeting, the term of office of Jun Ozeki, Director who is an Audit and Supervisory Committee Member, will expire. Therefore, the Company proposes the election of one Director who is an Audit and Supervisory Committee Member. The consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidate for Director who is an Audit and Supervisory Committee Member 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
Jun Ozeki (April 3, 1956)	<div>Apr. 1979 Joined Tokyo Regional Taxation Bureau</div> <div>Jan. 1984 Joined Asahi & Co. (current KPMG AZSA & Co.)</div> <div>May 2004 Representative Partner</div> <div>July 2016 Representative of CPA Ozeki Accounting Office (current position)</div> <div>June 2017 Outside Director (Audit and Supervisory Board Member) of the Company (current position)</div> <div>Mar. 2020 Outside Director, Audit and Supervisory Committee Member of UMC Electronics Co., Ltd. (current position)</div> <div>Apr. 2021 Representative Member of Chiyoda Tax Accountant Firm (current position)</div>	800 shares
<p>[Reasons for nomination as candidate for outside Director and outline of expected role]</p> <p>Although Jun Ozeki 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 an outside Director of the Company. In addition, he plays a central role as the chairman of the Compensation and Nomination Advisory Committee of the Company, and if he is elected, the Company would like him to continue to be the chairman of the relevant committee, and oversee decisions based on a fair process for our executive personnel matters and executive compensation, from an objective and neutral point of view.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Jun Ozeki is a candidate for outside Director.
 3. Jun Ozeki is currently an outside Director who is an Audit and Supervisory Committee Member of the Company, and at the conclusion of this meeting, his tenure will have been four years.
 4. The Company has submitted notification to the Tokyo Stock Exchange that Jun Ozeki has been designated as an independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his designation as an independent officer to continue.
 5. Pursuant to Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Jun Ozeki to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under these agreements is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act. If his reelection is approved at this meeting, the Company plans to renew the aforementioned agreements with him.
 6. 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. If the election of candidates for Director is approved, they will continue to 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.