

(Securities code: 9880)

June 6, 2018

To our shareholders:

Makoto Sumita, Chairman and CEO
INNOTECH CORPORATION
3-17-6 Shinyokohama, Kouhoku-ku, Yokohama-shi,
Kanagawa Prefecture, JAPAN

Notice of the 32nd Annual General Meeting of Shareholders

You are cordially invited to attend the 32nd Annual General Meeting of Shareholders of INNOTECH CORPORATION (hereinafter “the Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by either indicating your approval or disapproval on the enclosed voting form and returning this to us, or voting via the Internet by accessing the Company’s voting website stated on the voting form (refer to pages 2 to 3, in Japanese only). After reviewing the Reference Documents for General Meeting of Shareholders, which are provided on the following pages, please exercise your voting rights by no later than 5:30 p.m. on Thursday, June 21, 2018 (JST).

1. Date and Time: Friday, June 22, 2018, at 10:00 a.m. (JST)

2. Venue: INNOTECH CORPORATION Seminar Room, 2nd Floor
3-17-6 Shinyokohama, Kouhoku-ku, Yokohama-shi, Kanagawa Prefecture, JAPAN

3. Purpose of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 32nd Term (from April 1, 2017 to March 31, 2018), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 32nd Term (from April 1, 2017 to March 31, 2018)

Matters to be resolved:

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| Proposal No. 1 | Dividends of Surplus |
| Proposal No. 2 | Partial Amendments to the Articles of Incorporation |
| Proposal No. 3 | Election of Eight Directors |
| Proposal No. 4 | Election of One Audit & Supervisory Board Member |
| Proposal No. 5 | Election of One Substitute Audit & Supervisory Board Member |

- If attending the meeting in person, please submit the enclosed voting form at the reception on the day.
- During the meeting, the Company will adopt the “Cool Biz” style, i.e., light clothes rather than formal ones. Please be lightly dressed when you attend the meeting.
- The reception on the day is scheduled to open at 9:00 a.m.
- Any corrections in the Reference Documents for General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements will be posted on the Company’s website.
- Of the documents that should be provided by this Notice, “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements, and “Statement of Changes in Equity” and “Notes to Non-Consolidated Financial Statements” in the Non-Consolidated Financial Statements, based on the provisions of laws and regulations and Article 15 of the Company’s Articles of Incorporation, have been posted on the Company’s website. The documents posted on the website are also included in the scope of the audit by the Audit & Supervisory Board Members and the Accounting Auditor.

Company’s website (<https://www.innotech.co.jp/>)

Reference Documents for General Meeting of Shareholders

Proposals and items to be referenced:

Proposal No. 1 Dividends of Surplus

The Company proposes to pay dividends of surplus as follows:

Year-end dividends

The Company has given consideration to matters including the business performance of the fiscal year under review and future business environment, and it proposes to pay year-end dividends for the current fiscal year as follows:

1. Type of dividend property
Cash
2. Allotment of dividend property and their aggregate amount
¥20 per common share of the Company
Total dividends: ¥346,609,660
3. Effective date of dividends of surplus
June 25, 2018

Proposal No. 2 Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

In order to provide flexibility to the operation of the Board of Directors, the Company proposes to change the convener and chairman of meetings of the Board of Directors prescribed in Article 20 of the current Articles of Incorporation to the Directors determined in advance by the Board of Directors.

2. Details of the amendments

The proposed amendments are as follows:

(Amendments are underlined.)

Current Articles of Incorporation	Proposed amendments
(Board of Directors) Article 20. <u>The Chairman & CEO or President & COO</u> shall convene and chair a meeting of the Board of Directors. In cases where <u>the Chairman & CEO or President & COO</u> is prevented from so acting, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene and chair the meeting. II-IV (Omitted)	(Board of Directors) Article 20. <u>A Director determined in advance by the Board of Directors</u> shall convene and chair a meeting of the Board of Directors. In cases where <u>said Director</u> is prevented from so acting, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene and chair the meeting. II-IV (Unchanged)

Proposal No. 3 Election of Eight Directors

The terms of office of all ten Directors will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of eight Directors.

The candidates for Director are as listed below. The six candidates for internal Director have used and will use their extensive experience in their respective areas of responsibility to contribute to the Company's performance. The two candidates for outside Director have contributed and will contribute to enhancing the transparency of management from objective perspectives based on their extensive experience and knowledge that cannot be obtained from within the Company.

Obtained from within the Company.			
Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Makoto Sumita (January 6, 1954) [Reelection]	Apr. 1980 Joined Nomura Research Institute, Ltd. June 1996 Director of the Company Mar. 2004 Director & General Manager of Administration Division Apr. 2005 Executive Vice President & Representative Director Apr. 2007 President & COO Apr. 2013 Chairman & CEO (current position) [Significant concurrent positions outside the Company] Director of TDK Corporation (scheduled to assume office of Chairman and Director on June 28, 2018)	157,000 shares
		Reasons for nomination as candidate for Director In addition to extensive knowledge related to the semiconductor industry gained at the securities company-affiliated research institute and international organizations and a wealth of experience in fields such as semiconductor manufacturing equipment, new business development, and administration, Makoto Sumita has achievements in the management of the Company as President & COO since 2007. The Company nominates him again as a candidate for Director with the expectation that such experience will be continuously utilized in the management of the Company.	
2	Toshihiko Ono (April 19, 1947) [Reelection]	Feb. 1973 Joined Fujitsu Limited June 2001 Director June 2004 Senior Managing Director June 2006 Vice President Representative Director Jan. 2009 Advisor of the Company Apr. 2009 General Manager of Test Solution Division and Storage Division June 2009 Director of Test Solution Division and Storage Division Apr. 2011 Executive Director of Test Solution Division and Storage Division Apr. 2012 Vice President Apr. 2013 President & COO (current position) [Significant concurrent positions outside the Company] Director of SANEI HYTECHS Co., Ltd. Director of STAr Technologies, Inc. President of INNOTECH FRONTIER, Inc.	3,000 shares
		Reasons for nomination as candidate for Director In addition to a wealth of experience in the semiconductor industry and achievements in management for many years, Toshihiko Ono has been involved in the management of the Company as Vice President since 2012 and as President & COO since 2013. The Company nominates him again as a candidate for Director with the expectation that such experience will be continuously utilized in the management of the Company.	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Yosuke Kaburagi (February 28, 1970) [Reelection]	Apr. 1994	Joined the Company	7,000 shares
		Apr. 2000	Joined IT Access Co., Ltd., General Manager of Sales Division	
		June 2004	President	
		Apr. 2009	General Manager of Device Technology Division of the Company	
		June 2009	Director of Device Technology Division	
		Apr. 2013	Executive Director of Device Technology Division	
		July 2014	Executive Director of Intelligent System Solution Division	
		Apr. 2015	Director of IC Solution Division (current position)	
		[Significant concurrent positions outside the Company] Chairman & CEO of GAIO TECHNOLOGY CO., LTD. Director of IT Access Co., Ltd. Director of INNOTECH FRONTIER, Inc.		
Reasons for nomination as candidate for Director In addition to a wealth of experience in the embedded software and electronic components businesses, Yosuke Kaburagi has achievements in management for many years as President of a subsidiary of the Company. The Company nominates him again as a candidate for Director with the expectation that such experience will be continuously utilized in the management of the Company.				
4	Takashi Takahashi (March 9, 1963) [Reelection]	Apr. 1986	Joined DAIHEN Technology Institute	16,674 shares
		Sep. 1994	Joined the Company	
		July 2003	General Manager of IC Solution Sales Department	
		Apr. 2005	General Manager of Cadence Business Department of IC Solution Division	
		Apr. 2006	General Manager of IC Solution Division	
		June 2007	Director of IC Solution Division	
		Apr. 2013	Executive Director of IC Solution Division	
		Apr. 2015	Director of Intelligent System Solution Division	
		Apr. 2018	Director of Intelligent System Solution Division (current position)	
		[Significant concurrent positions outside the Company] President & CEO of IT Access Co., Ltd. Director of GAIO TECHNOLOGY CO., LTD.		
Reasons for nomination as candidate for Director In addition to a wealth of experience in semiconductor design tools and design services, Takashi Takahashi has been involved in the management of such businesses at the Company. Further, he has contributed to the development of new business as President & CEO of a subsidiary. The Company nominates him again as a candidate for Director with the expectation that such experience will be continuously utilized in the management of the Company.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Nobuyuki Otsuka (December 22, 1962) [Reelection]	Apr. 1982 Joined Humo Laboratory, Ltd. Feb. 1987 Joined Marubeni Hytech Corp. (currently MARUBENI INFORMATION SYSTEMS Co., Ltd.) Apr. 1991 Joined the Company Oct. 2006 General Manager of Test Technology Engineering Department of Solution Business Division Apr. 2009 General Manager of Test Solution Division June 2012 Director and General Manager of Test Solution Division Apr. 2016 Director of Test Solution Division (current position) [Significant concurrent positions outside the Company] Director of Regulus Co., Ltd. Director of STAr Technologies, Inc. Director of STAR-PROBE MICROTECH PTE. LTD.	22,900 shares
		Reasons for nomination as candidate for Director In addition to experience and a track record in launching and developing the semiconductor testing business of the Company, Nobuyuki Otsuka has participated in the management of domestic and overseas subsidiaries, and has a wealth of experience in management. The Company nominates him again as a candidate for Director with the expectation that such experience will be continuously utilized in the management of the Company.	
6	Yoshinori Tanahashi (December 5, 1967) [Reelection]	Apr. 1990 Joined Nomura Research Institute, Ltd. June 1997 Transferred to Nomura Securities Co., Ltd. May 1999 Joined Merrill Lynch Japan Incorporated (currently Merrill Lynch Japan Securities Co., Ltd.) Jan. 2001 Vice President of Investment Banking Division Aug. 2003 Joined SKY Perfect Communications Inc. (currently SKY Perfect JSAT Corporation) Nov. 2004 General Manager of Corporate Planning Department Apr. 2009 General Manager of Administration Division Aug. 2010 Joined the Company, General Manager of Financial and Accounting Department Apr. 2011 General Manager of Administration Division June 2013 Director and General Manager of Administration Division (current position) [Significant concurrent positions outside the Company] Auditor of IT Access Co., Ltd. Director of SANEI HYTECHS Co., Ltd. Director of Regulus Co., Ltd. Director of GAIO TECHNOLOGY CO., LTD. Supervisor of STAr Technologies, Inc. Director of INNOTECH FRONTIER, Inc.	7,700 shares
		Reasons for nomination as candidate for Director Yoshinori Tanahashi has a wide track record of involvement in the management of fields such as finance and planning through his extensive experience in the financial industry and the corporate planning division of the operational company. At the Company, in addition to serving as the General Manager of the Administration Division, he has been involved in management as an officer of main subsidiaries. The Company nominates him again as a candidate for Director with the expectation that such experience will be continuously utilized in the management of the Company.	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Ichiro Anjo (July 3, 1952) [Reelection] [Outside] [Independent]	Apr. 1978 Joined Hitachi, Ltd. Mar. 2000 Department Manager for DRAM Department of Assembly Engineering Department of Semiconductor & Integrated Circuit Division Dec. 2000 Temporary transferred to NEC-Hitachi Memory, Inc. Senior Manager of Production Engineering Department of Concurrent Engineering Division. Apr. 2004 Joined Elpida Memory, Inc. (currently Micron Memory Japan) Apr. 2005 Executive Manager of Marketing & Designing Office NPD Gr. Mar. 2008 Established Jisso Partners, Inc., President (current position) June 2011 Auditor of Shinkawa Ltd. June 2015 Director of Shinkawa Ltd. (current position) June 2016 Director of the Company (current position) [Significant concurrent positions outside the Company] President of Jisso Partners, Inc. Director of Shinkawa Ltd.	—
Reasons for nomination as candidate for outside Director We have determined that Ichiro Anjo will be able to strengthen the Company's management structure by taking advantage of his many years of experience and deep insight in the semiconductor business to provide advice on the Company's management in general, and the Company therefore nominates him again as a candidate for outside Director. Tenure as outside Director Two years at the conclusion of this Annual General Meeting of Shareholders			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Atsuo Saka (April 14, 1947) [Reelection] [Outside] [Independent]	<p>Apr. 1970 Joined Ministry of Finance</p> <p>June 1989 Director of the International Tax Policy Division, Ministry of Finance</p> <p>Aug. 1989 Personal Secretary to the Minister of Finance</p> <p>July 1992 Budget Examiner of Budget Bureau</p> <p>July 1993 General Manager of Small and Medium Size Finance Section of Banking Bureau</p> <p>July 1994 Research and Planning Division, Minister's Secretariat</p> <p>Jan. 1996 Executive Secretary to the Prime Minister</p> <p>July 1998 Deputy Director-General of the Budget Bureau, Ministry of Finance</p> <p>July 1999 Chief Secretary of Director General of the Economic Planning Agency</p> <p>Jan. 2001 Director General for Economic, Fiscal and Social Structure of Cabinet Office</p> <p>July 2003 Vice-Minister for Policy Coordination</p> <p>Aug. 2005 Vice President of the Agriculture Forestry and Fisheries Finance Corporation</p> <p>Jan. 2006 Assistant Chief Cabinet Secretary</p> <p>Oct. 2008 Vice Chairmen of The General Insurance Association of Japan</p> <p>Oct. 2009 Director and Representative Executive Officer, Executive Vice President of Japan Post Holdings Co., Ltd.</p> <p>Dec. 2012 Director and Representative Executive Officer, President & CEO</p> <p>Oct. 2013 Special Adviser to salesforce.com Co., Ltd. (current position)</p> <p>June 2017 Director of Yoshizawa Lime Industry Co., Ltd. (current position)</p> <p>June 2017 Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Director of Yoshizawa Lime Industry Co., Ltd.</p> <p>Trustee of Toyo Gakuen</p> <p>Special Adviser of salesforce.com Co., Ltd.</p>	3,000 shares
<p>Reasons for nomination as candidate for outside Director</p> <p>Atsuo Saka has many years of experience and specialist expertise on economic policies, and therefore the Company nominates him again as a candidate for outside Director, with the expectation that he will be able to provide advice from a high-level position regarding improvements to management transparency and objectivity.</p> <p>Tenure as outside Director</p> <p>One year at the conclusion of this Annual General Meeting of Shareholders</p>			

- Notes:
1. Makoto Sumita is concurrently serving as Director of TDK Corporation. It should be noted that transactions such as the purchase and sale of products take place between the Company and TDK Corporation.
 2. Toshihiko Ono is concurrently serving as President of INNOTECH FRONTIER, Inc., and transactions such as business outsourcing take place between the Company and INNOTECH FRONTIER, Inc.
 3. Yosuke Kaburagi is concurrently serving as Chairman & CEO of GAIO TECHNOLOGY CO., LTD., and transactions such as the purchase and sale of products take place between the Company and GAIO TECHNOLOGY CO., LTD.
 4. Takashi Takahashi is concurrently serving as President & CEO of IT Access Co., Ltd., and transactions such as the purchase and sale of products and the leasing of buildings take place between the Company and IT Access Co., Ltd.
 5. There is no special interest between any other candidate for Director and the Company.
 6. Ichiro Anjo and Atsuo Saka are candidates for outside Director.
 7. The Company has executed an agreement with Ichiro Anjo and Atsuo Saka which, based on the provisions of Article 427 paragraph 1 of the Companies Act, limits the liability to compensate for damages under Article 423 paragraph 1 of

said Act to the minimum liability limit prescribed in Article 425 paragraph 1 of said Act. If the reelection of Ichiro Anjo and Atsuo Saka is approved, the Company plans to renew the aforementioned agreements with them.

8. The Company, based on the provisions of the Tokyo Stock Exchange, has reported Ichiro Anjo and Atsuo Saka as independent officers. If they are reelected, the Company plans to continue to report them as independent officers.
9. The terms of office of Yoshihiro Mabuchi and Ryoichi Kawashima will expire and they will retire at the conclusion of this meeting.

Proposal No. 4 Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Toshio Nakajima will expire at the conclusion of this meeting. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

The Company requests the election of Isao Kato, the candidate for Audit & Supervisory Board Member, as substitute for Audit & Supervisory Board Member Toshio Nakajima. As provided for in Article 25 paragraph 2 of the Company's Articles of Incorporation, his term of office will be until the conclusion of the 33rd Annual General Meeting of Shareholders planned to be held in June 2019, when the term of Audit & Supervisory Board Member Toshio Nakajima will expire.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Isao Kato (December 30, 1949) [New election] [Outside] [Independent]	Apr. 1972 Joined Fujitsu Limited Dec. 1992 Head of Planning Department, Sales Planning Promotion Division, Sales Promotion Unit Dec. 1996 Deputy Head of System Sales Promotion Supervisory Department, Marketing Unit Apr. 2000 Head of Operation Supervisory Department, Marketing Unit Nov. 2001 Deputy Head of Marketing Division (responsible for planning) June 2004 Senior Managing Director of FUJITSU CoWorCo LIMITED June 2006 Representative Director and President of FUJITSU LEASING Co., Ltd. June 2013 Full-time advisor June 2014 Advisor (retired in June 2015)	—
Reasons for nomination as outside Audit & Supervisory Board Member In addition to Isao Kato's wealth of experience in corporate management through his many years of extensive involvement in IT-related business, his management experience in the lease business has furnished him with appropriate knowledge in finance and accounting, and therefore the Company nominates him as outside Audit & Supervisory Board Member, with the expectation that he will monitor management in general and provide effective advice.		

- Notes:
1. There is no special interest between Isao Kato and the Company.
 2. Isao Kato is a candidate for outside Audit & Supervisory Board Member.
 3. In the event that Isao Kato assumes office of an Audit & Supervisory Board Member, the Company will enter into an agreement with him which, based on the provisions of Article 427 paragraph 1 of the Companies Act, limits the liability to compensate for damages under Article 423 paragraph 1 of said Act to the minimum liability limit prescribed in Article 425 paragraph 1 of said Act. In addition, Isao Kato meets the requirements for independent officer under the provisions of the Tokyo Stock Exchange, and if he assumes office of an Audit & Supervisory Board Member, the Company plans to report him as an independent officer.

Proposal No. 5 Election of One Substitute Audit & Supervisory Board Member

In preparation for instances in which the number of Audit & Supervisory Board Members prescribed by laws and regulations is not met, the Company requests the election of one substitute Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Mitsuru Asai (July 14, 1951)	<p>Apr. 1976 Joined Peat Marwick Mitchell Accounting Firm.</p> <p>Sep. 1985 Transferred to Minato Audit Firm</p> <p>Feb. 1991 Representative Partner of Century Audit Firm</p> <p>Sep. 1995 President-Director of KPMG Consulting Co., Ltd.</p> <p>Oct. 1999 President-Director KPMG Management Co., Ltd.</p> <p>Jan. 2000 Representative Partner of Ohta Showa Century Audit Firm (currently Ernst & Young ShinNihon LLC)</p> <p>July 2003 Representative Partner & Director of Azusa Audit Firm (currently KPMG Azusa LLC)</p> <p>Apr. 2006 Transferred to KPMG Business Assurance Co., Ltd.</p> <p>July 2009 Representative Partner of Azusa Audit Firm (currently KPMG Azusa LLC)</p> <p>July 2014 Representative of Mitsuru Asai Public Accounting Firm (current position)</p> <p>Mar. 2015 Director of Eneres Co., Ltd. (current position)</p> <p>June 2015 Auditor of Aisei Pharmacy Co., Ltd. (current position)</p> <p>June 2015 Auditor of Kodensha Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Representative of Mitsuru Asai Public Accounting Firm</p> <p>Director of Eneres Co., Ltd.</p> <p>Auditor of Aisei Pharmacy Co., Ltd.</p> <p>Auditor of Kodensha Co., Ltd.</p>	—

- Notes:
1. There is no special interest between Mitsuru Asai and the Company.
 2. Mitsuru Asai is a candidate for substitute outside Audit & Supervisory Board Member.
 3. The Company requests the election of Mitsuru Asai as substitute Outside Audit & Supervisory Board Member, as he will be able to strengthen the Company's auditing system based on his many years of experience in audit firms, etc.
 4. In the event that Mitsuru Asai assumes office of an Audit & Supervisory Board Member, the Company will enter into an agreement with him which, based on the provisions of Article 427 paragraph 1 of the Companies Act, limits the liability to compensate for damages under Article 423 paragraph 1 of said Act to the minimum liability limit prescribed in Article 425 paragraph 1 of said Act. In addition, Mitsuru Asai meets the requirements for independent officer under the provisions of the Tokyo Stock Exchange, and if he assumes office of an Audit & Supervisory Board Member, the Company plans to report him as an independent officer.