

Stock Code: 7717

June 4, 2020

Dear Shareholders,

134 Godo-Cho, Hodogaya-Ku, Yokohama City
V-technology Co., Ltd.
President & CEO Shigeto Sugimoto

NOTICE OF CONVOCAION OF THE GENERAL SHAREHOLDER'S MEETING 2020

V-technology Co., Ltd. cordially invites you to attend the 23rd General Shareholder's Meeting to be held as described below.

However, you may exercise your voting rights in writing instead of attending the General Shareholder's Meeting on the day. After reviewing the Reference Documents for the General Shareholder's Meeting provided herewith, please indicate approval or rejection on the enclosed voting ballot and submit it to us by 5:50 PM on Wednesday, 24 June 2020.

Meeting Information

1. **Date** 10:00 AM, Thursday, June 25, 2020
2. **Venue** Yokohama Business Park West Tower 7F, Main Conference Room
134 Godo-Cho, Hodogaya-Ku, Yokohama City

3. Purpose of the Meeting:

Reports

- a. Business Report and Consolidated Financial Statements for the 23rd Fiscal Year (from April 1, 2019 to March 31st, 2020), as well as the audit reports on the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors.
- b. Report on Financial Statements for the 23rd Fiscal Year (from April 1, 2019, to March 31st, 2020)

Agenda

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| Proposal No.1 | Appropriation of Surplus |
| Proposal No.2 | Election of Five (5) Directors |
| Proposal No.3 | Election of Two (2) Auditors |
| Proposal No.4 | Amount of the Stock Incentive and Details of the Stock Incentive Plan for the Board of Directors |

Notes:

* About the Disclosure on the Internet

The following items are posted on the Company's website on the internet in accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation, not contained in the documents provided with this notice; however those items were audited by the Accounting Auditor and Board of Corporate Auditors in preparing the audit reports in the same manner as the documents provided with this notice.

- 1) Notes to consolidated financial statements
- 2) Notes to non-consolidated financial statements

* If any changes have been made to items in the Reference Documents for the General Shareholder's Meeting, Business Report, Consolidated Financial Statements, or Non-Consolidated Financial Statements, such changes shall be posted on the Company's website.

Our Website: <https://www.vtec.co.jp/en>

<Please be sure to read>

Request for refraining from attending the General Shareholder's Meeting to prevent the spread of COVID-19

To prevent the spread of COVID-19, we kindly ask shareholders to refrain from attending the General Shareholder's Meeting. Please use a written method for exercising your voting rights.

We shall take the following actions regarding the holding and operating of the General Shareholder's Meeting to minimize the risk of the spread of COVID-19. We appreciate your understanding and cooperation.

- Venue staff at the General Shareholder's Meeting will be wearing masks.
- We will deploy an alcohol disinfectant near the entrance of the venue. Also, we kindly ask shareholders who will attend the General Shareholder's Meeting to wear a mask.
- Please follow the guidance of the venue staff as we will ask shareholders to be seated, keeping the social distance.
- The number of seats at the venue will decrease significantly due to the widening of seat spacing this year. Therefore, we may refuse your admission even if you come to the venue on the day.
- We may refuse the admission of shareholders who have symptoms such as fever and cough and others who are not feeling well. Also, the venue staff of the General Shareholder's Meeting may measure the body temperature of the shareholders.
- Executives attending the General Shareholder's Meeting may wear masks.
- The General Shareholder's Meeting omits detailed explanations of matters to be reported (including audit reports) and agenda items at the venue, and plans to proceed in a shorter time.

*We will post the details on our website if there will be updates on the contents we mentioned here due to the announcement by the Government or the situation of the spread of infection until the day of the General Shareholder's Meeting.

Please check the information posted on our website. (<https://www.vtec.co.jp/en>)

Reference Documents for the General Shareholder's Meeting

Proposal No.1 Appropriation of Surplus

Our basic policy on profit sharing and dividends is to attempt stable and continuous profit distribution according to our operating results. We also consider securing appropriate internal reserves to accomplish future business expansion and reinforcement of our management. Based on this policy, and the results for the current period, the year-end dividend for the 23rd Fiscal Year is as follows.

Items related to the year-end dividends

1. Types of dividend assets: Cash
2. Allocation of dividend assets and the total dividend amount
Per share of common stocks: JPY40, Total: JPY 386,779,560
3. The effective date of the dividend of surplus: Friday, June 26, 2020

Proposal No.2 Election of Five (5) Directors

After this 23rd General Shareholder's Meeting, the terms of all five (5) current directors will expire. Accordingly, we hereby propose the election of five (5) directors.

The candidates for directors are as follows:

No.	Name (Date of Birth)	Brief Career Summary (Important concurrent occupations or positions)	Number of the Company's shares
1	Shigeto Sugimoto (July 9, 1958)	<p>April 1981 Joined SOKKIA Corporation (Currently TOPCON Corporation)</p> <p>April 1996 General Manager of Measurement Sales Department</p> <p>December 1997 Founded V Technology Co., Ltd., President</p> <p>June 2005 President, V Imaging Technology Co., Ltd.</p> <p>December 2015 Chairman, VETON TECH LIMITED (Current position)</p> <p>February 2017 President, VT Company</p> <p>December 2017 Director, VET Co., Ltd.</p> <p>June 2019 President, CEO and Chief of R&D Headquarters, V Technology Co., Ltd. (Current position)</p> <p><Reason for appointment> Since founding, Mr. Sugimoto has exerted strong leadership as a president, has been striving to drive the development of the Group and enhance corporate value.</p> <p>He also has a wealth of management experience and has outstanding knowledge in the industry. Therefore, we believe that he is suitable as a director because he is indispensable for the development of the Group and further enhancement of corporate value.</p>	1,174,600

<p>2</p> <p>Outside Director</p>	<p>Junji Kido (February 11, 1959)</p>	<p>March 1989 Yamagata University Assistant, Department of Polymer Chemistry</p> <p>May 1995 Yamagata University Associate Professor, Department of Materials Engineering</p> <p>April 1996 Yamagata University Associate Professor, Graduate School of Engineering Research, Department of biosensing functional engineering</p> <p>November 2002 Yamagata University Professor, Department of Polymer Chemistry</p> <p>April 2007 Yamagata University Professor, Graduate School of Science and Engineering Research, Department of Organic Device Engineering</p> <p>July 2009 President, Europium Corporation</p> <p>April 2012 Yamagata University Research Professor of Excellence, Graduate School of Science and Engineering Research, Department of Organic Device Engineering (Current position)</p> <p>June 2015 Outside Director, V Technology Co., Ltd. (Current position)</p> <p>November 2016 President, Vegea Corporation (Current position)</p> <p>April 2017 Director, FLASK Corporation</p> <p><Reason for appointment> Mr. Kido is known for succeeding in developing the first white organic EL in 1993. He has an insight especially in EL displays and a wealth of experience as an enterprise manager.</p> <p>Since he has been contributing to the Group by providing appropriate advice and recommendations as an outside director, we believe he should continue serving as an outside director.</p>	<p>NONE</p>
<p>3</p>	<p>Kazuhito Tennichi (August 22, 1959)</p>	<p>April 1983 Joined NSK Ltd.</p> <p>June 2003 General Manager of Chinese Precision Equipment Department</p> <p>April 2010 Director of Overseas Project Team</p> <p>October 2011 General Manager of Testing Research Department, Linear Motion Technology Center</p> <p>April 2014 President, NSK Technology Ltd.</p> <p>June 2015 President, VN Systems Co., Ltd. Director, VN Systems Korea Co., Ltd. Chairman, VN Systems Taiwan Co., Ltd.</p> <p>August 2015 Joined V Technology Co., Ltd., Executive Officer</p> <p>December 2015 Chairman, Shanghai VN Systems Co., LTD.</p> <p>June 2016 Director, V Technology Co., Ltd.</p> <p>February 2017 Director of V Technology Co., Ltd., President of VNS Company</p> <p>July 2017 Chairman, V-Technology(Shanghai) Human Resource Management Co., Ltd. (Current position)</p> <p>March 2019 Chairman, Kunshan V Technology Co., Ltd. (Current position)</p> <p>June 2019 Director, Executive Officer and Chief of Production Headquarters, V Technology Co., Ltd. (Current position)</p> <p><Reason for appointment> Mr. Tennichi has accumulated rich experience and achievements since he joined the company as a chief of the optical equipment business, which has been a pillar of the Group's business performance. Also, he has achieved efficient production and enjoyment of cost merit as a chief of production headquarters.</p> <p>He is indispensable for the development of the Group and further enhancement of corporate value because of his achievements and contribution to the Group. We believe he should continue serving as a director.</p>	<p>600</p>

4	Yukihiro Kanzawa (October 17, 1962)	<p>April 1987 Joined Sumitomo Trust Bank Limited. (Currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>June 2005 Joined V Technology Co., Ltd., Sent on loan to V Imaging Technology Co., Ltd. as Executive Officer and General Manager of Administration Department</p> <p>January 2010 General Manager of Finance Department, V Technology Co., Ltd.</p> <p>August 2011 General Manager of Administration Department, V Technology Co., Ltd.</p> <p>April 2013 General Manager of Finance & Accounting Department, V Technology Co., Ltd.</p> <p>June 2014 Executive Officer, and General Manager of Finance & Accounting Department, V Technology Co., Ltd.</p> <p>December 2014 Chairman, Kunshan V Technology Co., Ltd.</p> <p>December 2015 Chairman, Shanghai VN Systems Co., LTD.</p> <p>Chairman, VETON TECH LIMITED. (Current position)</p> <p>April 2016 Director, OHT Inc. (Current position)</p> <p>June 2017 Director in charge of Administration, General Manager of Finance & Accounting Department, V Technology Co., Ltd. (Current position)</p> <p>December 2017 Auditor, VET Co., Ltd. (Current position)</p> <p>April 2018 Auditor, Zhejiang Chip Sunshine Equipment Technology Co., Ltd. (Current position)</p> <p>June 2018 Director in charge of Administration, V Technology Co., Ltd.</p> <p>July 2018 Director in charge of Administration, Manager of Office of the President, V Technology Co., Ltd.</p> <p>April 2019 Director, FLASK Corporation. (Current position)</p> <p>June 2019 Director, Executive Officer and Chief of Administration Headquarters, Manager of Office of the President, V Technology Co., Ltd.</p> <p>September 2019 Director, Executive Officer and Chief of Administration Headquarters, Manager Office of the President, Manager of Corporate Planning Office, V Technology Co., Ltd. (Current position)</p> <p>October 2019 Chairman, V Investment China Co., Ltd. (Current position)</p> <p><Reason for appointment> Mr. Kanzawa has accumulated experience and achievements mainly as a general manager of the Administration department since he joined the Group, and he has been supporting the management. He is indispensable for the Group's development and further improvement of corporate value, such as the achievement of improving the Group's performance by consolidating many M & A projects. We believe he should continue serving as a director.</p>	4,000
5 <div>Outside Director</div>	Hideto Nishimura (July 14, 1953)	<p>April 1978 Joined Mitsubishi Corporation</p> <p>June 2002 General Manager of Energy Business Development Department</p> <p>December 2006 Managing Director, Chief of Corporate Planning Division, MC Exploration Limited (Currently Mitsubishi Corporation Exploration Co., Ltd.)</p> <p>June 2007 CFO, Managing Executive Officer</p> <p>March 2008 President, Managing Executive Officer and COO</p> <p>April 2009 Director, Mitsubishi Corporation</p> <p>October 2013 Full-time Corporate Adviser, Alternative Investment Capital Limited.</p> <p>October 2017 Representative, Institute of MIRAI Management Strategy (Current position)</p> <p>April 2018 Outside Director, Panair, Inc.</p> <p>June 2018 Outside Director, V Technology Co., Ltd. (Current position)</p>	NONE

		<p><Reason for appointment></p> <p>Mr. Nishimura has been providing appropriate advice and recommendations as an outside director from an objective perspective based on his great insights in business strategy formulation cultivated through many years of experience in the business field and experience as a management consultant. We believe that he should continue serving as an outside director.</p>	
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Notes:

1. There are no special interests between each candidate and the Company.
2. Mr. Junji Kido and Mr. Hideto Nishimura are candidates for the Outside Director.
3. Mr. Junji Kido has been appointed as an Outside Director of the Company for five years with the end of this General Meeting.
4. Mr. Hideto Nishimura has been appointed as an Outside Director of the Company for two years with the end of this General Meeting.
5. The Company has concluded an agreement with Mr. Junji Kido and Mr. Hideto Nishimura based on Article 427, Paragraph 1 of the Companies Act, to limit his liability to an amount provided for by the laws and regulations for damages under Article 423, Paragraph 1 and we intend to continue the agreement if their reappointments are approved.
6. If Mr. Junji Kido's reappointment is approved, the Company shall designate him as an independent officer according to the regulations of the Tokyo Stock Exchange and shall notify the Tokyo Stock Exchange.
7. The Company has designated Mr. Hideto Nishimura as an independent officer according to the regulations of the Tokyo Stock Exchange and has notified the Tokyo Stock Exchange.

Proposal No.2 Election of Two (2) Auditors

After this 23rd General Shareholder's Meeting, the terms of two current auditors will expire, Isao Sumita and Kenichi Uda. Accordingly, we hereby propose the election of two (2) auditors. Concerning this proposal, we have obtained the consent of the Accounting Auditor and the Board of Corporate Auditors.

The candidates for auditors are as follows:

No.	Name (Date of Birth)	Brief Career Summary (Important concurrent occupations or positions)	Number of the Company's shares
1	Isao Sumita (August 21, 1943)	<p>April 1970 Joined Matsushita Electric Industrial Co., Ltd.</p> <p>May 1995 Transferred to North America Plasmaco Inc. as Senior Vice President</p> <p>September 2003 Joined NBC Inc. (Currently NBC Meshtec Inc.), Engineering Advisor</p> <p>October 2008 Joined V Technology Co., Ltd., Executive Officer in charge of Solar System Business Promotion</p> <p>June 2010 Executive Officer, Planning Supervisor, General Manager of Planning Department</p> <p>April 2012 Executive Officer, Planning Supervisor</p> <p>June 2012 Corporate Auditor (Current position)</p> <p><Reason for appointment></p> <p>Mr. Sumita has sufficient experience and knowledge regarding the business operations of the Group because he has many years of experience in the business field and also the experience of the executive officer in charge of planning at the Group. Since he has been providing advice and suggestions to ensure the appropriateness of decision-making at the Board of Directors and the Board of Corporate Auditors, we believe that he should continue serving as a corporate auditor.</p>	NONE

2	Kenichi Uda (November 30, 1948)	<p>April 1975 Joined Nippon Life Insurance Company</p> <p>July 1995 Deputy General Manager of Stock Department, General Manager, Establishment Preparation Office of Nippon Venture Capital Co., Ltd.</p> <p>February 1996 General Manager, Investment Department 3, Japan Venture Capital Co., Ltd.</p> <p>June 2002 Director, Investment Department and Investment Management Department</p> <p>April 2007 President, Business Creation Capital Co., Ltd.</p> <p>April 2009 Professor, Graduate School of Business Creation, Graduate School of Business Creation</p> <p>April 2011 Dean of Business Creation Graduate School of Business Creation</p> <p>April 2017 Professor, Niigata Regional Revitalization Institute, Business Creation Graduate University (Current position)</p> <p>October 2018 Outside Corporate Auditor, V Technology Co., Ltd. (Current position)</p> <p><Reason for appointment> Mr. Uda has rich experience and achievements as an enterprise manager, and he conducts objective and neutral audits from a broad perspective. Since he has been providing advice and suggestions to ensure the appropriateness of decision-making at the Board of Directors and the Board of Corporate Auditors, we believe that he should continue serving as an outside corporate auditor.</p>	NONE
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Notes:

1. There are no special interests between each candidate and the Company.
2. Mr. Kenichi Uda is a candidate for the Outside Corporate Auditor.
3. Mr. Kenichi Uda has been appointed as an Outside Corporate Auditor of the Company for 1year and 9months with the end of this General Meeting.
4. The Company has concluded an agreement with Mr. Isao Sumita and Mr. Kenichi Uda based on Article 427, Paragraph 1 of the Companies Act, to limit their liability to an amount provided for by the laws and regulations for damages under Article 423, Paragraph 1 and we intend to continue the agreement if their reappointment is approved.
5. The Company has designated Mr. Kenichi Uda as an independent officer according to the regulations of the Tokyo Stock Exchange and has notified the Tokyo Stock Exchange.

Proposal No.4 Amount of the Stock Incentive and Details of the Stock Incentive Plan for the Board of Directors

1. Reason for the proposal and the reason we believe this Scheme is appropriate

The remuneration of the Directors consisted of only the “basic remuneration”, however this proposal requests the approval of the implementation of a new stock incentive plan (“Scheme”) for directors of the Company (excluding outside directors). For details, please entrust it to the Board of Directors within the framework of 2 below.

The purpose of the Scheme is to raise the Directors' awareness to improve medium- to long-term performance and the corporate value. The Company shall motivate the Directors by clarifying the connection between the remuneration of the Directors and the Company's performance and share value, and also sharing profits and risks by stock price fluctuations with shareholders. We believe that the compensation scheme is appropriate.

The maximum amount of Director's annual remuneration is 500 million yen, which was approved at the 20th Ordinary General Meeting of Shareholders held on June 27, 2017.

(The maximum amount of Outside Director's annual remuneration is 40 million yen, which is paid from within the 500 million yen mentioned above, and the salary for employees is not included.)

This proposal is to pay a new stock incentive for Directors in addition to their remuneration. Through this Scheme, we shall pay stock incentives to directors who are holding office during the five business years (target period), from the business year ending in March 2021 to the business year ending in March 2025. The number of directors subject to this Scheme is three.

2. The Amount of the Stock Incentive and the details under the Scheme

1) Overview of the Scheme

Under the Scheme, a Trust set by the Company's contribution of funds (the "Trust") acquires the Company's shares, and the Company's shares that is equivalent to the number of points granted shall be issued to each directors through the Trust. As a principle, Directors receive the shares of the Company when they retire.

1	Subject to the Scheme	Directors (excluding Outside Directors)
2	Target Period	From business year ending in March 2021 to business year ending in March 2025
3	Total funds the Company shall contribute to acquire the Company's shares necessary to deliver the shares for the directors who are holding office during the target period	300 million yen in total
4	Method of acquiring the Company's shares by the Trust	Disposal of treasury stock of the Company or from the exchange market within the upper limit of the stock acquisition funds (including off-hours trading)
5	Maximum amount of points to Directors	20,000 points per business year
6	Method of granting points to Directors	Grant points to each director following the position, etc.
7	Delivery of our shares to Directors	When each director retires (as a matter of principle)

2) The maximum amount of trust funds the Company shall contribute

The Trust period shall be approximately five years, and the Company shall contribute 300 million yen in total as the funds to acquire the Company's shares necessary to deliver the shares for the directors who are holding office during the target period. We shall set the Trust for the Directors who meet specific requirements as beneficiaries. The trust shall acquire the Company's shares by using the funds that the Company has entrusted by the method of disposing of treasury stock from the Company or by acquiring from the exchange market (including off-hours trading).

Note: The amount of money that the Company entrusts to the Trust is the sum of the funds mentioned above for the acquisition of the Company's shares and the expected amount of necessary expenses such as trust fees and trust administrator fees.

Depending on the decision of Directors, the target period may be extended within a fixed period of five business years each time, along with this extension, the Scheme may continue. (Including extending the Trust period by transferring the Trust funds of the Trust to another Trust set by the Company for the same purpose as this Trust) In this case, the Company shall contribute the amount multiplied to the number of business years of the extension period by 60 million yen as the maximum additional acquisition fund of the Company's shares necessary for delivery to the directors under the Scheme. We shall continue to grant the points 3) below and the shares of the Company. Also, we may extend the Trust period even if it expires without extending the period if there is still a director who has already been granted points but has not retired at the expiration of the period. We may extend it until the director retires, and the delivery of the Company's shares is completed.

3) Calculation method and maximum limit of Company shares delivered to directors

1. Method of granting points to Directors

According to the regulations for delivering shares established by Directors, we shall grant points to each director following the position, etc. on the points granting date provided in the regulations during the Trust period. However, the total number of points that the Company grants to Directors is limited to 20,000 points per business year.

2. Delivery of our shares according to the number of points granted

Directors shall receive the shares according to the procedure mentioned below in "3.", according to the number of points granted mentioned above in "1." One point is equivalent to one share of the Company.

However, if there is an event such as stock split/consolidation that makes it reasonable to adjust the number of the Company's shares to be delivered, the stock split/consolidation ratio, etc., we shall make reasonable adjustments.

3. Delivery of our shares to the directors

As a principle, the shares of the Company, as mentioned above in "2," shall be delivered to each director from the Trust by the beneficiary confirmation procedure when each director retires. However, a certain percentage of the Company's shares may be sold in cash at the Trust for withholding tax payments, such as withholding income taxes and then paid in cash instead of the Company's shares. Also, The Company's shares in the Trust may be delivered in cash instead of the shares, if shares in the Trust are converted into cash such as applying for a tender offer and settling.

4) Exercise of voting rights

Voting rights for the Company's shares of the Trust shall not be exercised evenly according to the instructions of the trust administrator independent of the Company and officers of the Company. By using this method, the Company intends to ensure neutrality in the management of the Company concerning the exercise of voting rights for the Company's shares in the Trust.

5) Handling of dividends

The Trust shall receive dividends related to the Company's shares, and it shall be used for the acquisition fees of the Company's shares and trust fees for trustees of the Trust.