

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 7241)

June 5, 2024

(Start date of measures for electronic provision: May 29, 2024)

To Shareholders with Voting Rights:

Yoshihiro Uozumi
President
Futaba Industrial Co., Ltd.
Ochaya 1, Hashime-cho, Okazaki-shi, Aichi

**NOTICE OF
THE 110TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 110th Annual General Meeting of Shareholders of Futaba Industrial Co., Ltd. (the “Company”), which will be held as described below.

The Company has taken measures for electronic provision in convening this General Meeting of Shareholders, and has posted the matters to be provided electronically on the Company’s website below.

The Company’s website:

<https://www.futabasangyo.com/ir/stock/holder> (Japanese only)

They are also posted on the website of the Tokyo Stock Exchange (TSE). Please access the TSE website (Listed Company Search) below, enter the Issue name (company name) or Code in the search box, and select and check “Basic information” and “Documents for public inspection/PR information.”

TSE website

(Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

If exercising your voting rights in advance through the Internet, etc. or by mail, please review the Reference Documents for the General Meeting of Shareholders provided in the matters to be provided electronically and exercise your voting rights in accordance with the guidance below by 4:45 p.m. on Thursday, June 20, 2024, Japan Standard Time.

1. Date and Time: Friday, June 21, 2024, at 10:00 a.m. Japan Standard Time

2. Place: Concert Hall, 4F, Okazaki City Civic Center
Aza Kitono 15, Hane-cho, Okazaki-shi, Aichi

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the Company's 110th Fiscal Year (April 1, 2023 - March 31, 2024)
 2. Results of Audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company's 110th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

- Proposal 1:** Election of 7 Directors
Proposal 2: Election of 1 Audit & Supervisory Board Member
Proposal 3: Election of 1 Substitute Audit & Supervisory Board Member
Proposal 4: Payment of Bonuses to Directors

- The Reference Documents for the General Meeting of Shareholders are also sent to shareholders who have not requested delivery of paper-based documents. The following matters are excluded from the paper-based documents sent to shareholders who have requested them, pursuant to laws and regulations, as well as the Articles of Incorporation of the Company. Consequently, the documents constitute part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing their audit reports.
 - Notes to the Consolidated Financial Statements
 - Notes to the Non-consolidated Financial Statements
 - Modifications, if any, to the matters to be provided electronically will be posted on the websites where they are posted.
 - The notice of resolutions of the Annual General Meeting of Shareholders will be posted on the Company's website instead of being sent in writing.
- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of 7 Directors

The terms of office of all 7 Directors will expire at the conclusion of this General Meeting.

Accordingly, the Company proposes to elect 7 Directors, including 4 Outside Directors. The candidates for Directors are as follows.

The contents of this proposal have been determined by the Board of Directors based on deliberations and recommendations by the Nominating Committee, which is a voluntary body mainly comprised of Independent Outside Directors.

No.	Name				Current positions	Attendance at meetings of the Board of Directors	Years in Office
1	Reappointment	Yoshihiro Uozumi		Male	President	13/13 (100%)	3
2	Reappointment	Toshio Yokota		Male	Director Operating Officer	11/11 (100%) (Note)	1
3	New appointment	Hideki Imai		Male	Officer	–	–
4	Reappointment	Masayoshi Ichikawa	Outside Independent	Male	Director	13/13 (100%)	6
5	Reappointment	Motoko Miyajima	Outside Independent	Female	Director	13/13 (100%)	5
6	Reappointment	Yoshihisa Miyabe	Outside	Male	Director	13/13 (100%)	2
7	New appointment	Hideo Yamamoto	Outside Independent	Male	–	–	–

(Note): Director Mr. Toshio Yokota was newly elected at the 109th Annual General Meeting of Shareholders held on June 22, 2023, and his attendance at meetings of the Board of Directors indicates that after taking office.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Yoshihiro Uozumi (April 9, 1958) Reappointment	<p>April 1982 Joined Toyota Motor Sales Co., Ltd.</p> <p>January 2010 General Manager, Vehicle Planning Department, Production Control Division, Toyota Motor Corporation</p> <p>April 2013 Plant General Manager, Motomachi Plant</p> <p>April 2013 Field General Manager, Production Control Group Logistic Field</p> <p>April 2015 Plant General Manager, Honsha Plant</p> <p>April 2015 Plant General Manager, Hirose Plant</p> <p>April 2017 Managing Officer</p> <p>April 2017 Deputy Chief Executive Officer, China Region</p> <p>April 2017 President, GAC Toyota Motor Co., Ltd.</p> <p>April 2021 Operating Officer, the Company</p> <p>June 2021 Director Operating Officer</p> <p>June 2022 President (to the present)</p>	58,635
<p>Reasons for nomination as a candidate for Director: In addition to his experience of serving as Managing Officer at Toyota Motor Corporation, Mr. Yoshihiro Uozumi has been involved in the management of the Company, having served as Director since 2021. The Company nominates him as a candidate for Director in order to bring his wealth of experience and deep insight into the Company's management.</p>			
2	Toshio Yokota (March 15, 1965) Reappointment	<p>April 1987 Joined the Company</p> <p>November 2009 General Manager, Exhaust System Development Div.</p> <p>January 2014 General Manager, Cost Planning Div.</p> <p>July 2017 President, Futaba Changzhou Engineering & Marketing Co., Ltd.</p> <p>April 2020 Officer, the Company</p> <p>January 2021 Officer</p> <p>January 2021 President, FUTABA (TIANJIN) CO., LTD.</p> <p>April 2023 Operating Officer, the Company</p> <p>June 2023 Director Operating Officer (to the present)</p> <p>[Responsibilities at the Company] In charge of Business Development, General Affairs, Human Resources, and Production Engineering, Chief of Production Engineering Center</p>	20,006
<p>Reasons for nomination as a candidate for Director: In addition to his experience mainly in the engineering division at the Company, Mr. Toshio Yokota has overseas experience as President of the Company's headquarters in China. The Company nominates him as a candidate for Director in order to bring his wealth of experience and deep insight into the Company's management.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Hideki Imai (December 5, 1963) New appointment	<p>April 1987 Joined Toyota Motor Corporation</p> <p>April 2003 Deputy General Manager, Accounting Div., Toyota Peugeot Citroën Automobile Czech, s.r.o.</p> <p>January 2012 Group Manager, Financial Management Office, Accounting Div., Toyota Motor Corporation</p> <p>July 2015 Group Manager, BR Accounting Information Advancement Promotion Office</p> <p>November 2020 General Manager, Finance Div., the Company</p> <p>January 2022 General Manager, Accounting Div.</p> <p>April 2023 Deputy Chief, Accounting and Finance Center</p> <p>April 2024 Officer (to the present)</p> <p>[Responsibilities at the Company] Chief of Accounting and Finance Center</p>	2,000
<p>Reasons for nomination as a candidate for Director: Mr. Hideki Imai has experience mainly in the accounting and finance divisions of Toyota Motor Corporation and the Company. The Company nominates him as a candidate for Director in order to bring his wealth of experience and deep insight into the Company's management.</p>			
4	Masayoshi Ichikawa (January 10, 1953) Reappointment Outside Director Independent Director	<p>April 1977 Joined Toyoda Gosei Co., Ltd.</p> <p>June 2004 Deputy General Manager, Optoelectronics Business Unit</p> <p>June 2005 Director</p> <p>June 2008 General Manager, Optoelectronics Business Unit</p> <p>June 2010 Managing Director</p> <p>January 2011 Chairman, TE Opto Corporation</p> <p>June 2012 Director, Senior Managing Officer, Toyoda Gosei Co., Ltd.</p> <p>June 2012 Chairman, Toyoda Gosei North America Corporation</p> <p>June 2015 Executive Vice President, Toyoda Gosei Co., Ltd.</p> <p>June 2017 Advisor</p> <p>July 2017 Technical Advisor, TOKAI CARBON CO., LTD. (to the present)</p> <p>June 2018 Director, the Company (to the present)</p> <p>June 2019 Retired as Advisor, Toyoda Gosei Co., Ltd.</p>	2,000
<p>Reasons for nomination as a candidate for Outside Director and Outline of Expected Role: In addition to many years of experience as corporate manager at Toyoda Gosei Co., Ltd., Mr. Masayoshi Ichikawa has served as Outside Director of the Company since 2018 and provided advice to the management of the Company. The Company nominates him as a candidate for Outside Director in order to bring his wealth of experience and deep insight into the Company's management.</p> <p>Matters concerning independence: The Company has designated Mr. Masayoshi Ichikawa as Independent Director based on the provisions set forth by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and has registered him as such with both Exchanges. If his reappointment is approved, the Company intends to maintain the registration.</p> <p>Limited liability agreement: The Company has entered into a limited liability agreement with Mr. Masayoshi Ichikawa to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount as stipulated under Article 425, Paragraph 1 of the same Act, and if his reappointment is approved, the Company plans to maintain this agreement.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	Motoko Miyajima (January 1, 1957) Reappointment Outside Director Independent Director	April 1990 Registered as Attorney at Law April 1993 Joined Toyota Industries Corporation September 1997 Adjunct Lecturer, Faculty of Law, Nanzan University April 2002 Adjunct Lecturer, School of Law, Nagoya University April 2004 Professor, Law School, Meijo University December 2004 Retired from Toyota Industries Corporation January 2006 Visiting Attorney, Iriya Law Office (to the present) October 2009 Member of Public Pollution Review Committee, Aichi Prefecture June 2012 Member of Development Review Committee, Nagoya City April 2016 Member of Administrative Complaint Review Committee, Aichi Prefecture June 2016 Outside Director, CANOX CORPORATION (to the present) June 2019 Director, the Company (to the present)	1,000
5	<p>Reasons for nomination as a candidate for Outside Director and Outline of Expected Role: In addition to her expertise and experience acquired over many years as an attorney at law, Ms. Motoko Miyajima has served as Outside Director of the Company since 2019 and provided advice to the management of the Company. The Company nominates her as a candidate for Outside Director in order to bring her wealth of experience and deep insight into the Company's management.</p> <p>Matters concerning independence: The Company has designated Ms. Motoko Miyajima as Independent Director based on the provisions set forth by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and has registered her as such with both Exchanges. If her reappointment is approved, the Company intends to maintain the registration.</p> <p>Limited liability agreement: The Company has entered into a limited liability agreement with Ms. Motoko Miyajima to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount as stipulated under Article 425, Paragraph 1 of the same Act, and if her reappointment is approved, the Company plans to maintain this agreement.</p>		
	Yoshihisa Miyabe (August 9, 1967) Reappointment Outside Director	April 1991 Joined Toyota Motor Corporation June 2009 General Manager, Technical Administration Dept., Plastic Parts Engineering Div. January 2016 General Manager, Tsutsumi Plant Final Assembly Div. January 2020 Chief Coordinating Executive, Toyota South Africa Motors (Pty) Ltd. January 2021 Plant General Manager, Motomachi Plant, Toyota Motor Corporation (to the present) June 2021 Outside Auditor, Trinity Industrial Corporation (to the present) June 2021 Audit & Supervisory Board Member, the Company June 2022 Director (to the present)	0
6	<p>Reasons for nomination as a candidate for Outside Director and Outline of Expected Role: Mr. Yoshihisa Miyabe has knowledge on the production engineering division acquired over many years at Toyota Motor Corporation. The Company nominates him as a candidate for Outside Director in order to bring his wealth of experience and deep insight into the Company's management.</p> <p>Limited liability agreement: The Company has entered into a limited liability agreement with Mr. Yoshihisa Miyabe to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount as stipulated under Article 425, Paragraph 1 of the same Act, and if his reappointment is approved, the Company plans to maintain this agreement.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Hideo Yamamoto (April 1, 1958) New appointment Outside Director Independent Director	<p>April 1980 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>February 1988 Manager, London Branch</p> <p>April 1999 Deputy General Manager, Risk Management Group, Planning Division for the Americas, The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.)</p> <p>October 2003 General Manager, Risk Management Office for the Americas</p> <p>January 2006 General Manager, Corporate Banking Group No.2, Corporate Banking Division No.8, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>July 2008 General Manager, Asian Investment Banking Division</p> <p>October 2010 Standing Adviser, Finance & Accounting Headquarters, KOITO MANUFACTURING CO., LTD.</p> <p>June 2011 Managing Director, Head of Finance & Accounting Headquarters (CFO)</p> <p>June 2017 Director and Managing Corporate Officer, in charge of General Affairs Department, Information System Department (CIO), Internal Audit Department</p> <p>June 2022 Managing Corporate Officer, in charge of General Affairs Department, Public Relations Department, Information System Department (CIO), Internal Audit Department and Deputy in charge of DX</p> <p>June 2023 Outside Director (Audit & Supervisory Committee Member), DMW Corporation (to the present)</p>	3,000
<p>Reasons for nomination as a candidate for Outside Director and Outline of Expected Role: Mr. Hideo Yamamoto has many years of overseas experience at MUFG Bank, Ltd. and a wide range of knowledge of finance, as well as knowledge of the finance and information systems divisions and experience in management as a director at KOITO MANUFACTURING CO., LTD. The Company nominates him as a candidate for Outside Director in order to bring his wealth of experience and deep insight into the Company's management.</p> <p>Matters concerning independence: If Mr. Hideo Yamamoto is elected, the Company will designate him as Independent Director based on the provisions set forth by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and intends to register him as such with both Exchanges.</p> <p>Limited liability agreement: If Mr. Hideo Yamamoto is elected, the Company plans to enter into a limited liability agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount as stipulated under Article 425, Paragraph 1 of the same Act.</p>			

(Notes)

- There are no special interests between each candidate and the Company.
- Mr. Masayoshi Ichikawa will have served as Outside Director for 6 years at the conclusion of this General Meeting.
- Ms. Motoko Miyajima will have served as Outside Director for 5 years at the conclusion of this General Meeting.
- Mr. Yoshihisa Miyabe will have served as Outside Director for 2 year at the conclusion of this General Meeting.
- Mr. Masayoshi Ichikawa, Ms. Motoko Miyajima, Mr. Yoshihisa Miyabe, and Mr. Hideo Yamamoto are candidates for Outside Directors.
- Mr. Yoshihisa Miyabe is and has been, for the past 10 years, an executive officer of Toyota Motor Corporation, a business operator with a special relationship with the Company.
- The Company has entered into a directors and officers liability insurance contract to insure all Directors. The contract will cover damages that may arise due to insured Directors' assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If the candidates assume the office of Director, the Company plans to renew the aforementioned directors and officers liability insurance contract covering all candidates as insured persons.

Proposal 2: Election of 1 Audit & Supervisory Board Member

Mr. Hitoshi Suzuki will retire from the Audit & Supervisory Board at the conclusion of this General Meeting. The Company therefore proposes the election of one Audit & Supervisory Board Member. This proposal has been approved by the Audit & Supervisory Board.

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

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
Yumiko Sakurai (March 1, 1969)	October 1992 Joined Ito Accounting Office April 1996 Registered as Certified Public Accountant January 2000 President, Yumiko Sakurai Certified Public Accountant Office (to the present)	0
New appointment Outside Audit & Supervisory Board Member	June 2014 Outside Director, PROTO CORPORATION (to the present) June 2019 Outside Audit & Supervisory Board Member, JTEKT CORPORATION (to the present)	
Independent Director	June 2022 Outside Director, DAIKOKU DENKI Co., Ltd. (to the present)	
<p>Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member: Ms. Yumiko Sakurai has specialized knowledge and experience cultivated as a certified public accountant as well as experience as an outside officer of other companies. The Company nominates her as a candidate for Outside Audit & Supervisory Board Member in order to bring her wealth of experience and deep insight into the Company's management.</p> <p>Matters concerning independence: If Ms. Yumiko Sakurai is elected, the Company will designate her as Independent Director based on the provisions set forth by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and intends to register her as such with both Exchanges.</p> <p>Limited liability agreement: If Ms. Yumiko Sakurai is elected, the Company plans to enter into a limited liability agreement with her to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount as stipulated under Article 425, Paragraph 1 of the same Act.</p>		

(Notes)

1. There are no special interests between the candidate and the Company.
2. The Company has entered into a directors and officers liability insurance contract to insure all Audit & Supervisory Board Members. The contract will cover damages that may arise due to insured Audit & Supervisory Board Members' assuming liability for their audit duties or receiving a claim for the pursuit of such liability. If the candidate assumes the office of Audit & Supervisory Board Member, the Company plans to renew the aforementioned directors and officers liability insurance contract covering all Audit & Supervisory Board Members as insured persons.

Reference Materials

Officer System if Proposals 1 and 2 Are Approved.

The competencies and experience of the Company’s Directors and Audit & Supervisory Board Members will be as follows.

			Corporate management and governance	Technology and development	Production engineering, manufacturing, and quality	Sales and purchasing	Finance and accounting	Compliance and risk management	Sustainability		IT・DX	Overseas business	
									Human capital	Environment			
Directors	Inside	Yoshihiro Uozumi	○		○	○			○			○	
		Toshio Yokota	○	○	○				○	○			○
		Hideki Imai						○				○	○
	Outside	Masayoshi Ichikawa	○	○	○								○
		Motoko Miyajima							○	○	○		
		Yoshihisa Miyabe	○		○						○		○
		Hideo Yamamoto	○				○	○	○			○	○
	Audit & Supervisory Board Members	Inside	Kazunori Kato				○		○	○			
Keiichi Toriyama							○	○					○
Outside		Shigeo Hayashi	○		○				○		○		○
		Yumiko Sakurai	○					○					

Proposal 3: Election of 1 Substitute Audit & Supervisory Board Member

In preparation for a shortage in the number of Audit & Supervisory Board Members stipulated in laws and regulations, the Company proposes the election of one substitute Audit & Supervisory Board Member in advance. This proposal requests the election of a substitute for Mr. Shigeo Hayashi, who is the current Outside Audit & Supervisory Board Member, and Ms. Yumiko Sakurai, who is scheduled to assume the position of Outside Audit & Supervisory Board Member if Proposal 2, “Election of 1 Audit & Supervisory Board Member,” is approved. If a substitute Audit & Supervisory Board Member takes office as an Audit & Supervisory Board Member, the term of office shall be the remaining term of his/her predecessor. This resolution shall remain in effect until the commencement of the next Annual General Meeting of Shareholders, but may be revoked by a resolution of the Board of Directors, with the consent of the Audit & Supervisory Board, provided that the revocation takes place before the Audit & Supervisory Board Member takes office. This proposal has been approved by the Audit & Supervisory Board.

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

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
Nobuya Yazaki (September 11, 1966)	April 1996 Registered as Attorney at Law April 1996 Joined Kato & Murase Joint Law Office November 1999 Opened Murase & Yazaki Sogo Law Office (currently HINOKI Law Office) (to the present)	0
Substitute Audit & Supervisory Board Member	June 2004 Outside Audit & Supervisory Board Member, SOTOH CO.,LTD. (to the present)	
Independent Auditor	April 2012 Vice Chairperson, Aichi Bar Association	
	June 2021 Outside Director (Audit & Supervisory Board Member), NITTOH, Co., Ltd. (to the present)	

Reasons for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member:

Mr. Nobuya Yazaki has been active extensively in the field of law as an attorney at law for many years, including serving as Vice President of the Aichi Bar Association. He has also served as an outside officer of other companies, etc. The Company nominates him as a candidate for Substitute Outside Audit & Supervisory Board Member in order to bring his wealth of experience and deep insight into the Company’s management.

Matters concerning independence:

If Mr. Nobuya Yazaki is approved as originally proposed and becomes an Audit & Supervisory Board Member, the Company will designate him as Independent Auditor based on the provisions set forth by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and intends to register him as such with both Exchanges.

Limited liability agreement:

If Mr. Nobuya Yazaki is approved as originally proposed and becomes an Audit & Supervisory Board Member, the Company plans to enter into a limited liability agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount as stipulated under Article 425, Paragraph 1 of the same Act.

(Notes)

1. There are no special interests between the candidate and the Company.
2. The Company has entered into a directors and officers liability insurance contract to insure all Audit & Supervisory Board Members. The contract will cover damages that may arise due to insured Audit & Supervisory Board Members’ assuming liability for their audit duties or receiving a claim for the pursuit of such liability. If the candidate assumes the office of Audit & Supervisory Board Member, the Company plans to renew the aforementioned directors and officers liability insurance contract covering all Audit & Supervisory Board Members as insured persons.

Proposal 4: Payment of Bonuses to Directors

The Company requests approval for payment of ¥30,703,000 in total as bonuses to Directors for 3 Directors excluding 4 Outside Directors in order to reward their contribution to the business results of the 110th fiscal year under review.

In accordance with the basic policy described in (4) Compensation, etc., for Directors and Audit & Supervisory Board Members, 3. Company Officers in the Business Report, the contents of this proposal have been determined by the Board of Directors based on deliberations and recommendations by the Compensation Committee, which is a voluntary body mainly comprised of Independent Outside Directors. The Board has determined that the contents are appropriate. The Company also requests that the specific amount to be paid to each Director be decided by the Board of Directors.