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.

Securities Code: 6235 March 6, 2024

To our shareholders:

Bin Fan Representative Director and President/CEO **Optorun Co., Ltd.** Registered headquarters: 6-1-1, Fujimi, Tsurugashima-shi, Saitama

Notice of the 25th Annual General Meeting of Shareholders

You are cordially invited to attend the 25th Annual General Meeting of Shareholders of Optorun Co., Ltd. (the "Company"), which will be held as indicated below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which the measures for providing information in electronic format will be taken) in electronic format, and posts this information on the Company's website. Please access the website by using the Internet address shown below to review the information.

The Company's website: https://www.optorun.co.jp (in Japanese)

(From the above website, select "Investor Relations," "IR Library," and then "Annual General Meeting of Shareholders.")

In addition to posting items subject to measures for electronic provision on the Company's website, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE) and the website for posted Informational Materials for the General Meeting of Shareholders shown below.

TSE website (Listed Company Search):

https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)

(To access this information, access the TSE website by using the Internet access given above, enter the issue name (company name) "Optorun" or the Company's securities code "6235," click "Search," and then click "Basic information," select "Documents for public inspection/PR information," and click "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" under "Filed information available for public inspection.")

Website for posted Informational Materials for the General Meeting of Shareholders https://d.sokai.jp/6235/teiji/ (in Japanese) (Access the website given above.)

If you are unable to attend in person on the day, you may exercise your voting rights by any of the methods described below.

[Exercising your voting rights in writing]

Please indicate your approval or disapproval of the proposals in the voting form, and then return the form to the Company by postal mail so that your vote is received by 5:30 p.m. on Thursday, March 21, 2024 (JST).

[Exercising voting rights via the Internet, etc.]

Please review the "Guide to Exercising Voting Rights via the Internet, etc." (available in Japanese only) on this notice, and enter your approval or disapproval of the proposals by 5:30 p.m. on Thursday, March 21, 2024 (JST).

[Gifts for Shareholders]

Please be aware that there will be no gifts for shareholders who attend the meeting.

1. Date and Time:	Friday, March 22, 2024, at 10:00 a.m. (JST)
	(Reception is scheduled to open at 9:30 a.m.)
2. Venue:	Headquarters, Optorun Co., Ltd.
	6-1-1, Fujimi, Tsurugashima-shi, Saitama

3. Purpose of the Meeting

Matters to be reported:

- 1. The Business Report and the Consolidated Financial Statements for the 25th fiscal year (from January 1, 2023 to December 31, 2023), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Board of Auditors
- 2. The Non-consolidated Financial Statements for the 25th fiscal year (January 1, 2023 to December 31, 2023)

Matters to be resolved:

Proposal No. 1	Appropriation of Surplus
Proposal No. 2	Election of Seven Directors

If neither approval nor disapproval of each proposal is indicated on the voting form when you exercise your voting rights in writing (by mail), the Company will deem that you indicated your approval of the proposal.

If you exercise your voting rights via the Internet more than once, your final votes shall prevail.

If you exercise your voting rights by two different means, that is, via the Internet as well as in writing (by mail), votes via the Internet shall prevail regardless of the arrival date and time.

Please submit the voting form to the venue reception if attending the meeting.

If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's aforementioned website, the TSE website and the website for posted Informational Materials for the General Meeting of Shareholders.

Guide to the 25th Annual General Meeting of Shareholders and Factory Tour

Please note the following regarding the General Meeting of Shareholders and factory tour.

1. Estimating the number of on-site attendees on the day of the meeting (advance booking requested)

In order to prepare the venue for the General Meeting of Shareholders, we need to estimate the number of onsite attendees in advance, and hence request that shareholders attending the venue in person on the day book their place in advance. You can still attend the General Meeting of Shareholders without an advance booking.

- * Period during which bookings can be made: Monday, March 11, 2024 Friday, March 15, 2024
- * Working hours during which bookings are accepted: 9:00 a.m. 5:30 p.m.
- * Booking method

Application address	soukai-info@optorun.co.jp			
Email subject (shareholder number is indicated	Application for on-site attendance – $\bullet \bullet \bullet \bullet$			
on the voting form)	(shareholder number)			
Email body Name (full name) and contact information				

If you do not have an email address, please contact us at +81-49-299-8199. (The application deadline will be the same as when you apply by e-mail.)

2. Guide to the hybrid participatory virtual General Meeting of Shareholders

The Company will introduce a "hybrid participatory virtual General Meeting of Shareholders" (hereinafter referred to as "the virtual General Meeting of Shareholders"), to allow shareholders to participate in the meeting from remote locations via the Internet, etc., without traveling to the meeting venue.

We strongly recommend that you attend the virtual General Meeting of Shareholders, and if you wish to do so, please confirm the following items.

[1] What is the virtual General Meeting of Shareholders?

- (1) This is an option for shareholders who will not attend the meeting on site to watch the meeting via a live video streamed on the "Shareholders Website" using their shareholder ID and password.
- (2) While you will not be able to exercise your voting rights, ask questions or make proposals under the Companies Act through the virtual General Meeting of Shareholders, you will be able to send your questions while watching the live video. Please note that while we will try to answer primarily the most asked questions, we cannot guarantee that we will be able to answer all of your questions.
- (3) We will also not be able to respond to questions sent by means described above if they fall under the following categories:
 - (i) Questions that are not relevant to the purpose of the General Meeting of Shareholders
 - (ii) Questions that violate personal privacy or are defamatory
 - (iii) Questions of unclear purpose
 - (iv) Questions that do not comply with "[2], (3)" below
 - (v) Other questions that are in conflict with laws and regulations or that are considered inappropriate
- (4) Attending the virtual General Meeting of Shareholders will not enable you to exercise your voting rights at the meeting. We recommend that you exercise your voting rights in advance via the Internet or by postal mail.
- [2] Participation procedure
 - Shareholders who wish to participate in the meeting through the virtual General Meeting of Shareholders should enter their ID (shareholder number) and password as described at "[4]" below on the "Shareholders Website" described at "[5]" below.

(2) Shareholders participating in the virtual General Meeting of Shareholders do not count as attending the meeting as defined in the Companies Act. Therefore, since you will not be able to exercise your voting rights on the day of the meeting in the virtual General Meeting of Shareholders, please exercise your voting rights in writing or via the Internet by 5:30 p.m. on Thursday, March 21, 2024 (JST).

- (3) Please limit each question to 300 characters.
- (4) Please ask your questions in Japanese only.

- (5) Proposals cannot be submitted with questions.
- (6) Please note that while we will try to answer primarily the most asked questions, we cannot guarantee that we will be able to answer all of your questions.

[3] Others

- (1) Please note that video and audio may be distorted or temporarily interrupted due to system failure or poor communication environment.
- (2) Any and all expenses for communication equipment, Internet connection fees, and communication costs required for participation in the virtual General Meeting of Shareholders will be borne by the shareholders.
- (3) Please note that the Company will not be responsible for any damage suffered by shareholders due to poor communication environment or system failures.
- (4) Only shareholders of shares constituting one unit who are registered in the Company's register of shareholders (as of December 31, 2023) are eligible to participate in the virtual General Meeting of Shareholders. Please refrain from participating if you are not a said shareholder of the Company.
- (5) Please be aware that although we are making every effort to ensure that you are able to participate in the virtual General Meeting of Shareholders, you may not be able to participate due to unforeseen circumstances such as deterioration of the communication environment or system failure, and that the meeting may be cancelled depending on the circumstances.

[4] ID and password

ID

Shareholder number (the 9-digit half-width-character number shown on the voting form) *Please be sure to have your shareholder number handy before you mail your voting form.

Password Postal code (the 7-digit half-width-character number of the postal code of the shareholder's registered address <u>as of December 31, 2023</u>)

(For overseas shareholders, the 7-digit half-width-character number of the postal code of the registered address of the standing proxy or domestic mailing address (domestic mailing address will be prioritized in the case that both are applicable) as of December 31, 2023)

[5] Shareholders Website

Address https://6235.ksoukai.jp

For inquiries about watching the live video

Phone number: +81-3-6833-6895

Date and time for inquiries: Thursday, March 21, 2024, from 9:30 a.m. to 9:00 p.m. (JST), and Friday, March 22, 2024, from 9:30 a.m. (JST) to the end of the General Meeting of Shareholders

3. Factory tour

After the conclusion of the General Meeting of Shareholders, a factory tour will be held on the premises of the headquarters. We encourage those shareholders able to attend to participate.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company considers the return of profit to shareholders a top priority of management and operates under the basic policy to pay stable dividends while giving full consideration to matters including future business development. Accordingly, the Company proposes to pay year-end dividends for the 25th fiscal year as follows:

Year-end dividends

- (1) Type of dividend property To be paid in cash.
- (2) Allotment of dividend property and the aggregate amount thereof The Company proposes to pay a dividend of ¥50 per common share of the Company. In this event, the total dividends will be ¥2,190,747,300.
- (3) Effective date of dividends of surplus The effective date of dividends will be March 25, 2024.

Proposal No. 2 Election of Seven Directors

The terms of office of all seven Directors will expire at the conclusion of this meeting. Accordingly, the Company proposes to elect seven Directors.

The candidates for Director are as follows:

Candidate	Name	Career s	Number of the Company's shares	
No. (Date of birth)		(Signific	owned	
		Feb. 1981 Apr. 1993	Joined Shanghai Semiconductor Device Laboratory Joined Tokyo Electronic Metallurgy Laboratory	
		Арі. 1995	(current TDY Inc.)	
		Aug. 2000	Joined the Company	
		May 2001	Executive Officer and General Manager of Production Technology Division and General Manager of Production Department	
		June 2001	Director	
		Nov. 2003	Managing Director, Senior Executive Officer, General Manager of Production and Technology Department, and General Manager of Component Preparation Office	
		Mar. 2006	Director	
		Apr. 2006	Director and Senior Executive Officer	
		May 2006	President of OPTORUN (SHANGHAI) CO., LTD.	
1	Ihei Hayashi (February 27, 1957)	Apr. 2013	Vice Chairman of OPTORUN (SHANGHAI) CO., LTD.	795,280 shares
		Oct. 2013	Chairman of OPTORUN TAIWAN CO., LTD.	
		Mar. 2014	Representative Director and President/CEO of the Company	
		Aug. 2016	President of OPTORUN (SHANGHAI) TRADING CO., LTD. (current position)	
		Apr. 2017	Representative Director and President/CEO, and General Manager of Production Management Department of the Company	
		Sept. 2018	Representative Director and President/CEO	
		Mar. 2019	Chairman of OPTORUN (SHANGHAI) CO., LTD.	
		Mar. 2022	Director and Chairman of the Company (current position)	
		Mar. 2023	Director of OPTORUN (SHANGHAI) CO., LTD. (current position)	
		Mar. 2023	Director of OPTORUN TAIWAN CO., LTD. (current position)	

Candidate	Name	Career s	Number of the Company's shares	
No.	(Date of birth)	(Signific		
2	(Date of birth) Bin Fan (November 21, 1972)	(Signific Sept. 1994 Feb. 2000 Apr. 2008 Apr. 2013 Mar. 2014 Aug. 2014 Mar. 2017 Aug. 2017 Sept. 2018 Mar. 2019 Mar. 2019 Mar. 2020 Mar. 2021 Mar. 2023 Mar. 2023 July 2023	Companysant concurrent positions outside the CompanyJoined Shanghai Institute of Technical Physics, Chinese Academy of SciencesJoined the CompanyGeneral Manager of Technical DevelopmentDepartmentExecutive Officer and General Manager of Technical Development DepartmentDirector, Executive Officer and General Manager of Technical DevelopmentDepartmentDirector and CEO of Optorun USA, INC. (current position)Managing Executive Officer and General Manager of Technical DevelopmentDepartmentDirector and CEO of Optorun USA, INC. (current position)Managing Executive Officer and General Manager of Technical DevelopmentDepartment of the Company Chairman of Zhejiang Shochi Optronics Technology Co., Ltd. (current position)Manager of Technical Development Division of 	owned 517,534 shares
			(current position)	
		Certificates: 1	Doctor of Engineering	
		Oct. 1997	Joined Tohmatsu & Co. (current Deloitte Touche Tohmatsu LLC)	
		July 2007 Apr. 2023	Seconded to Milan Office, Deloitte Italy S.p.A Executive Officer and General Manager of	
3	Koji Kondo (August 8, 1974)		Accounting & Finance Department of the Company (current position)	7,880 shares
	[Newly appointed]	July 2023	Corporate Auditor of Nano-Lithotics Technologies Inc. (current position)	
			Certified Public Accountant (Japan), Certified Information Systems Auditor, Certified Fraud Examiner, Certified Internal Auditor	

Candidate	Name	Career s	Number of the Company's shares			
No.	(Date of birth)	(Signific	Company ant concurrent positions outside the Company)	owned		
4	Min Rin (December 7, 1961)	Apr. 1984 Apr. 1993 Apr. 1997 Aug. 2002 Mar. 2018	-			
			concurrent positions outside the Company)			
		Chairman of	Zhejiang Crystal-Optech Co., Ltd.			
		Apr. 1996 Apr. 2010	Joined the National Space Development Agency of Japan (current Japan Aerospace Exploration Agency (JAXA)) Engaged in the assembly and resupply mission to the International Space Station			
		Aug. 2011	Resigned from JAXA			
		Apr. 2012	Visiting Professor of Ritsumeikan University (current position)			
		July 2012	Member of the Committee on National Space Policy under the Cabinet Office			
		May 2013	Visiting Professor of Joshibi University of Art and Design (current position)			
5	Naoko Yamazaki (December 27, 1970)	Apr. 2016	Specially Appointed Associated Professor, Graduate School of Advanced Integrated Studies in Human Survivability of Kyoto University	_		
	(,,,,,,,,)	Sept. 2017	Outside Director of the Company (current position)			
		June 2018	Outside Director of Topcon Corporation (current position)			
		July 2018	Representative Director of Space Port Japan Association (current position)			
		June 2020	Outside Director of FANUC CORPORATION (current position)			
		Oct. 2022	Project Professor of Keio University Global Research Institute (current position)			
		(Significant o	concurrent positions outside the Company)			
		Outside Director of Topcon Corporation				
		Outside Director of FANUC CORPORATION				
		Project Profe				

Candidate	Name	Career s	Career summary, and position and responsibility in the			
No. (Date of birth)			Company			
	· · · ·		(Significant concurrent positions outside the Company)			
		Apr. 1986	Joined Nomura Securities Co., Ltd.			
		Nov. 1997	Senior Managing Director of Windmark			
			Investment Advisors Co., Ltd.			
		July 2002	Representative Director of Accel Investment Co., Ltd.			
		Dec. 2005	President and Representative Director of			
			WERU Investment Co., Ltd. (current position)			
		Apr. 2011	Part-time lecturer of Waseda Business School			
		May 2012	Representative Project Promoter of the START			
			project of the Ministry of Education, Culture,			
			Sports, Science and Technology (current the			
			START program of the Japan Science and			
			Technology Agency)			
6	Tadashi Takiguchi (April 3, 1962)	July 2014	Director of Japan Venture Capital Association			
0		Apr. 2017	Visiting Professor of Waseda University (current position)			
		June 2020	Director of Faith, Inc. (current position)			
		Oct. 2020	Director of VALUENEX Japan Inc. (current position)			
		Mar. 2022	Outside Director of the Company (current position)			
		Certificates:	Certificates: Ph.D. (International Business Management)			
			(Significant concurrent positions outside the Company)			
			President and Representative Director of WERU Investment			
		Co., Ltd.	-			
		Visiting Profe	essor of Waseda University			
		Director of F	Director of Faith, Inc.			
		Director of V	Director of VALUENEX Japan Inc.			

Candidate	Name	Career s	Career summary, and position and responsibility in the			
No.	(Date of birth)		Company's shares			
110.	(Date of onth)		(Significant concurrent positions outside the Company)			
		Apr. 1994	Joined Greenpeace Japan (Specified non-profit corporation)			
		Apr. 2001	Campaign Director of Greenpeace Japan (Specified non-profit corporation)			
		Apr. 2008	Full-time contract employee of Waseda University (Research Promotion Division)			
		Apr. 2011	Associate Researcher of Governance and Capacity Group of Institute for Global			
		Oct. 2011	Environmental Strategies (IGES) Research Associate of WBS Research Center of			
			Research Institute of the Faculty of Commerce of Waseda University			
		Apr. 2014				
Mikiko Shimaoka 7 (February 4, 1969)		Apr. 2016	Associate Professor of Center for Research Strategy and Deputy General Manager of			
			WASEDA-EDGE Global Talent Development Program of Waseda University			
	(February 4, 1969)	Apr. 2019	Professor of Graduate School of Political Science Public Management Major of Faculty			
			of Political Science and Economics,			
			Concurrently Researcher of Research Innovation Center, and General Manager of			
			WASEDA-EDGE Global Talent Development			
			Program of Waseda University			
		Apr. 2019	Professor of School of Health Innovation of Kanagawa University of Human Services			
			(current position)			
		Sept. 2021	Professor of Research Strategy Section of			
			Research Innovation Center of Waseda			
		Mar. 2023	University (current position) Outside Director of the Company (current			
		19101. 2023	position)			
		Certificates:	Certificates: Ph.D. (Public Management)			
			concurrent positions outside the Company)			
		Professor of	Waseda University			

Notes: 1. The number of the Company's shares held is the number of shares as of February 20, 2024.

2. There is no special interest between any of the candidates and the Company.

3. WERU Investment Co., Ltd., where Tadashi Takiguchi serves as President and Representative Director, is an unlimited liability partner of the Waseda Investment Limited Partnership, in which the Company invests. However, there are no significant matters in light of the scale and nature of the transaction.

4. For five years since 2017, the Company made an annual donation of ¥10 million to Waseda University, where Tadashi Takiguchi serves as Visiting Professor. However, there are no significant matters in light of the scale and nature of the transaction.

 For five years since 2017, the Company made an annual donation of ¥10 million to Waseda University, where Mikiko Shimaoka serves as Professor. However, there are no significant matters in light of the scale and nature of the transaction.

6. Min Rin, Naoko Yamazaki, Tadashi Takiguchi, and Mikiko Shimaoka are candidates for outside Director.

7. Matters regarding candidates for Director (excluding outside Directors)

Reasons for nomination as candidate for Director Ihei Hayashi has led all facets of business at the Company as Representative Director, President/CEO, and Director and Chairman, and he has driven the growth of business at the Company. The Company nominates Ihei Hayashi as a candidate for Director of the Company so that his extensive experience, performance and knowledge related to corporate management may contribute to the management of the Company.

Bin Fan has led all facets of business at the Company and the technical development of the whole Company as Representative Director and President/CEO, and General Manager of Technical Development Division. The Company nominates Bin Fan as a candidate for Director of the Company so that his extensive experience and performance may contribute to the management of the Company.

Koji Kondo possesses extensive operational experience at an auditing firm and has led the corporate management of the Company as an Executive Officer. The Company nominates Koji Kondo as a candidate for Director of the Company so that his extensive experience, performance, high-level of expertise in finance and accounting, and knowledge related to corporate management and administration may contribute to the management of the Company.

8. Matters regarding candidates for outside Director

Reasons for nomination as candidate for outside Director and outline of expected roles

Min Rin is Chairman of the Board of Zhejiang Crystal-Optech Co., Ltd., which is a shareholder of the Company, and he possesses extensive experience and a high-level of knowledge in corporate management. The Company nominates Min Rin as a candidate for outside Director of the Company so that it can continue to utilize his precise advice related to the management of the Company, making the best use of his experience and insight and from professional perspectives. Min Rin is currently outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been six years.

Naoko Yamazaki has no experience of being directly involved in corporate management other than as an outside director, but she possesses experience as an astronaut and broad knowledge and insight into aerospace engineering. The Company nominates Naoko Yamazaki as a candidate for outside Director of the Company so that it can continue to expect her to contribute to the management of the Company, making the best use of her experience and insight and from professional perspectives on astronautics and corporate management. Naoko Yamazaki is currently outside Director of the Company, and at the conclusion of this meeting, her tenure as outside Director will have been six years and six months.

Tadashi Takiguchi is the representative of a venture capital firm and possesses extensive experience and a high-level of knowledge in corporate management. He also has experience teaching students leveraging his know-how on establishing ventures as Visiting Professor of Waseda University. The Company nominates Tadashi Takiguchi as a candidate for outside Director of the Company so that it can make the best use of his experience and insight as well as utilize his precise advice related to the future business management of the Company. Tadashi Takiguchi is currently outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been two years.

Mikiko Shimaoka has no direct experience of being involved in management of a company other than being an outside officer, but as a professor at Waseda University, she has been engaged for many years in student education related to international public economy and creation of new businesses, at international NPO and in university education settings, and has been engaged and accumulated experience in the development of human resources related to startups. The Company nominates Mikiko Shimaoka as a candidate for outside Director of the Company so that it can make the best use of her extensive experience and deep insight, as well as utilize her advice for the development of human resources and business development of the Company. Mikiko Shimaoka is currently outside Director of the Company, and at the conclusion of this meeting, her tenure as outside Director will have been one year.

- 9. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Min Rin, Naoko Yamazaki, Tadashi Takiguchi and Mikiko Shimaoka to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If the reelection of Min Rin, Naoko Yamazaki, Tadashi Takiguchi and Mikiko Shimaoka is approved, the Company plans to renew the aforementioned agreements with them.
- 10. The Company has submitted notification to Tokyo Stock Exchange that Naoko Yamazaki, Tadashi Takiguchi and Mikiko Shimaoka have been appointed as independent officers as provided for by the aforementioned exchange. If the reelection of Naoko Yamazaki, Tadashi Takiguchi and Mikiko Shimaoka is approved, the Company plans for their appointment as independent officers to continue.
- 11. The Company has entered into a liability insurance contract with an insurance company for directors and officers, etc., as stipulated in Article 430-3, paragraph (1) of the Companies Act. The insurance contract is scheduled to be renewed in fiscal 2024. Directors, Corporate Auditors, Executive Officers, other officers and retired officers of the Company are the insureds covered by the insurance contract, and they do not bear the insurance premium. Damages in cases where the insureds are liable for damage compensation arising from actions related to their duties will be covered under the insurance contract. However, there are some exemptions, such as cases where such actions are carried out with the understanding that their conduct violates laws and regulations, in order to ensure that the appropriateness of the execution of duties by the insureds is not impaired. If each candidate is elected and assumes the office as Director, each candidate will be included in the insurance contract as an insured.

[Reference] Skill Matrix of the Board of Directors after the General Meeting of Shareholders

If the candidates for Director in this proposal are elected as originally proposed, the composition of the Board of Directors and Board of Auditors, and the main expertise and experience of each individual are as follows.

		Expertise						
Position	Name	Corporate Management	R&D / Technology / Production	Global	Sales / Marketing	Finance and Accounting	Legal Affairs / Compliance / Risk Management	Personnel / Labor Affairs
Director	Ihei Hayashi	0	\bigcirc	0	0			
Director	Bin Fan	0	0	0	0			
Director	Koji Kondo			0		0	0	0
Director (outside)	Min Rin	0		0				
Director (outside)	Naoko Yamazaki		0	0				
Director (outside)	Tadashi Takiguchi	0		0				
Director (outside)	Mikiko Shimaoka						0	0
Full-time Corporate Auditor	Shinichi Kobayashi						0	0
Corporate Auditor (outside)	Hironobu Sasada					0	0	
Corporate Auditor (outside)	Ritsu Katayama						0	

The above list does not include all the expertise and experience, but shows the areas to which each individual is expected to contribute.