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Stock Code: 6890

June 14, 2021

To our shareholders:

XianHan He  
Representative Director and President  
**Ferrotec Holdings Corporation**  
2-3-4, Nihonbashi, Chuo-ku, Tokyo

## Notice of the 41st Annual General Meeting of Shareholders

We are pleased to announce the 41st Annual General Meeting of Shareholders of Ferrotec Holdings Corporation (the “Company”), which will be held as indicated below.

Please review the attached Reference Documents of the General Meeting of Shareholders and exercise your voting rights.

1. **Date and Time:** Tuesday, June 29, 2021, at 10:00 a.m. (JST)  
(The reception will start at 9:10 a.m.)
2. **Place:** Main Hall, 6th Floor, Nomura Conference Plaza Nihonbashi  
YUITO Nihonbashi Muromachi Nomura Building  
2-4-3, Nihonbashimuromachi, Chuo-ku, Tokyo
3. **Purpose of the Meeting:**  
**Items to be reported:**
  1. The Business Report, the Consolidated Financial Statements for the Company’s 41st Fiscal Year (from April 1, 2020 to March 31, 2021) and the Accounting Auditor’s Report and the Audit & Supervisory Board’s Audit Report on the Consolidated Financial Statements
  2. The Non-consolidated Financial Statements for the Company’s 41st Fiscal Year (from April 1, 2020 to March 31, 2021)

### Items to be resolved:

- Proposal No. 1** Appropriation of Surplus  
**Proposal No. 2** Election of Nine Directors

- For those attending on the day, please present the enclosed voting form at the reception desk. We also ask that you bring this Notice of General Meeting of Shareholders for reference during the meeting.
- If any revision is made with regard to the Reference Documents of the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements, the Company will post such revision on the Company’s website.
- Among the documents which should be provided with this Notice of General Meeting of Shareholders, the items listed below are posted on the Company website pursuant to laws and regulations as well as Article 15 of the Articles of Incorporation of the Company, and thus they are not described in the Attached Documents to this Notice of General Meeting of Shareholders. Accordingly, the Attached Documents to this Notice of General Meeting of Shareholders are part of the documents audited by the Accounting Auditor and the Audit & Supervisory Board in preparation for the Reports and Audit Report.

1. Share acquisition rights, etc.
2. Structure to ensure the appropriateness of business
3. Notes to the Consolidated Financial Statements
4. Notes to the Non-consolidated Financial Statements

The Company's website: (<https://www.ferrotec.co.jp/en/>)

### **Request for Cooperation to Prevent Further Spread of the Novel Coronavirus Disease (COVID-19)**

- Request to shareholders coming to the venue
  - Please measure your temperature at the reception. Shareholders who are observed to be in a poor health condition, including having a fever, may be denied entry to the venue.
  - Please wear face masks and disinfect your hands with alcohol disinfectant solutions.
  - To avoid prolongation of the General Meeting of Shareholders, questions from shareholders will be limited to one question per person when called upon by the Chairperson.
  
- Measures by the Company
  - The operation staff of the General Meeting of Shareholders will wear face masks. Moreover, Officers attending the General Meeting of Shareholders will wear face masks as well.

The above details may be updated as conditions change and please refer to the Company's website for these updates.

**The Company's website: (<https://www.ferrotec.co.jp/en/>)**

## Reference Documents of the General Meeting of Shareholders

### **Proposal No. 1      Appropriation of Surplus**

September 27, 2020, marked the 40th anniversary of the Company's founding. Therefore, in order to express our gratitude to our shareholders, the Company proposes to pay a commemorative dividend of ¥4 per share. Considering the business performance during the fiscal year under review and future business development, the Company proposes a year-end dividend of ¥18 per share. Accordingly, by adding the interim dividend of ¥12 per share that has already been paid, the annual dividend for the fiscal year will be ¥30 per share.

Year-end dividends

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥18 (¥14 of ordinary dividend and ¥4 of commemorative dividend) per common share of the Company.

In this event, the total dividends will be ¥669,809,412.

(3) Effective date of dividends of surplus

The effective date of dividends shall be June 30, 2021.

## Proposal No. 2 Election of Nine Directors

At the conclusion of this meeting, the terms of office of all eight Directors will expire. In that regard, the Company proposes the election of a total of nine Directors, increasing the number of Directors by one, to further enhance the corporate governance system.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility in the Company	Candidate attributes
1	Akira Yamamura	Representative Director, Chairman	Reelection
2	XianHan He	Representative Director, President, Group CEO	Reelection
3	Takeru Yamamura	Representative Director, Executive Vice President and Executive Officer for Administration	Reelection
4	Hiroo Wakaki	Director and Executive Officer for Corporate Planning	Reelection
5	Takanori Suzuki	Director, Executive Officer for Finance & Accounting, Planning	Reelection
6	Eiji Miyanaga	Director for US Business Operation	Reelection
7	Kuniaki Yanagisawa	Outside Director	Reelection Outside Independent
8	Tatsuo Okada		New election Outside Independent
9	Iku Shimooka		New election Outside Independent

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for outside Director

Independent: Candidate for independent officer

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
1	Akira Yamamura (April 1, 1944)  Reelection  Attendance at Board of Directors meetings 26/26 (100%)	Dec. 1979    Joined Ferrofluidics Corporation (currently Ferrotec (USA) Corporation) Sept. 1980    Representative Director, President of the Company July 2020    Representative Director, Chairman of the Company (current position)	843,200
		[Significant concurrent positions outside the Company] Representative Director of Hangzhou Dahe Thermo-Magnetics Co., Ltd. Representative Director of Yamamura Sangyo Corporation	
The Company conducts business consignment contracts with Nobuo Yamamura, a relative of the candidate Akira Yamamura within the second degree.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
2	<p>XianHan He (October 14, 1957)</p> <p>Reelection</p> <p>Attendance at Board of Directors meetings 26/26 (100%)</p>	<p>Apr. 1993      Joined the Company</p> <p>June 2001      Director</p> <p>June 2004      Managing Director</p> <p>June 2011      Representative Director, Executive Vice President and Executive Officer for Business Management</p> <p>July 2020      Representative Director, President, Group CEO (current position)</p> <hr/> <p>[Significant concurrent positions outside the Company]</p> <p>Vice President of Hangzhou Dahe Thermo-Magnetics Co., Ltd.</p> <p>Representative Director of Hangzhou Dahe New Material Technology Co., Ltd.</p> <p>Representative Director of Hangzhou Semiconductor Wafer Co., Ltd.</p> <p>Representative Director of Hangzhou Dunnyuan Juxin Semiconductor Technology Co., Ltd.</p> <p>Representative Director of Shanghai Shenhe Thermo-Magnetics Co., Ltd.</p> <p>Representative Director of Shanghai Hanhong Precision Machinery Co., Ltd.</p> <p>Representative Director of Ferrotec (Shanghai) Intelligence Technology Co., Ltd.</p> <p>Representative Director of Shanghai Semiconductor Wafer Co., Ltd.</p> <p>Representative Director of First Semiconductor Technology Holding Company Limited</p> <p>Representative Director of Ferrotec (Ningxia) New Technology Co., Ltd.</p> <p>Representative Director of Ferrotec (Ningxia) Advanced Quartz Material Co., Ltd.</p> <p>Representative Director of Ferrotec (Ningxia) Semiconductor Co.,Ltd.</p> <p>Representative Director of Ferrotec (Tianjin) Technology Co., Ltd.</p> <p>Representative Director of Ferrotec (Sichuan) Technology Co., Ltd.</p> <p>Representative Director of Ferrotec (Dalian) Technology Co., Ltd.</p> <p>Representative Director of Ferrotec (Jiangsu) Semiconductor Technology Co., Ltd.</p> <p>Representative Director of Zhejiang Advanced Thermoelectric Technology Co., Ltd.</p> <p>Representative Director of Zhejiang Advanced Precision Co., Ltd.</p> <p>Representative Director of Zhejiang Hanheng Thermoelectric Technology Co., Ltd.</p> <p>Representative Director of Ferrotec (Anhui) Technology Co., Ltd.</p> <p>Representative Director of Ferrotec (Anhui) Changjiang Semiconductor Material Co., Ltd.</p> <p>Director of Ferrotec (USA) Corporation</p> <p>Representative Director of Hangzhou Bioer Technology Co. Ltd.</p> <p>Representative Director of Hangzhou Advanced Automation Technology Co., Ltd.</p>	87,063

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
		<p>The special interest between the candidate XianHan He and the Company is as follows:</p> <ul style="list-style-type: none"> <li>(i) The Company leases a company-owned property to him as employee housing. The lease fee is set based on the property's appraised amount from the seller's lease department and the opinion of a tax accounting corporation.</li> <li>(ii) XianHan He concurrently serves as Representative Director of Hangzhou Bioer Technology Co. Ltd., which conducts purchase agency contracts and business consignment contracts with the Company, and the Company licenses out normal usage rights of trademarks to Hangzhou Bioer Technology Co. Ltd. In addition, Hangzhou Bioer Technology Co. Ltd. conducts sale transactions with Hangzhou Dahe Thermo-Magnetics Co., Ltd. and Zhejiang Advanced Precision Co., Ltd., both of which are subsidiaries of the Company.</li> <li>(iii) XianHan He concurrently serves as Representative Director of Hangzhou Advanced Automation Technology Co., Ltd., which conducts purchase and sale transactions with Hangzhou Dahe Thermo-Magnetics Co., Ltd., which is a subsidiary of the Company.</li> <li>(iv) XianHan He owns a majority of the voting rights in Hangzhou Youbin Medical Treatment Polyclinic, which provides medical diagnostic services to 12 of the Company's subsidiaries in China.</li> </ul>	



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
3	Takeru Yamamura (February 2, 1971)  Reelection  Attendance at Board of Directors meetings 26/26 (100%)	Apr. 1996      Joined the Company Apr. 2004      General Manager of TE Dept., Electronic Device Business Div. Apr. 2008      Assistant to the President June 2008      Director June 2008      Director for Business Improvement June 2009      Director and Executive Officer for Administration Apr. 2011      Representative Director, Executive Vice President and Executive Officer for Corporate Administration (current position)	41,500
		[Significant concurrent positions outside the Company] Director of Ferrotec (USA) Corporation CEO of Ferrotec Europe GmbH Chairman, Director of Ferrotec Nord Corporation Chairman, Director of RMT Ltd. Representative Director of Ferrotec Taiwan Co., Ltd. Representative Director of Ferrotec Korea Corporation Representative Director of Ferrotec Advanced Materials Korea Corporation Director of FERROTEC CORPORATION SINGAPORE PTE LTD Director and Chairman of FERROTEC AMC MALAYSIA SDN. BHD.	
The candidate Takeru Yamamura is the candidate Akira Yamamura's eldest son.			
4	Hiroo Wakaki (February 5, 1958)  Reelection  Attendance at Board of Directors meetings 26/26 (100%)	Aug. 1998      Joined the Company Apr. 2002      General Manager of General Affairs Dept., Corporate Administration Div. Apr. 2004      General Manager of General Affairs Dept. June 2008      Executive Officer and General Manager of General Affairs Dept. Apr. 2009      Executive Officer, General Manager of General Affairs Dept., and General Manager of President's Office July 2009      Executive Officer and General Manager of President's Office July 2012      Executive Officer and General Manager of Business Promotion Office Jan. 2013      Executive Officer and General Manager of President's Office June 2014      Director, Executive Officer for Corporate Planning, and General Manager of President's Office Apr. 2017      Director and Executive Officer for Corporate Planning (current position)	29,900
		[Significant concurrent positions outside the Company] -	
There is no special interest between the candidate Hiroo Wakaki and the Company.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
5	Takanori Suzuki (July 31, 1954)  Reelection  Attendance at Board of Directors meetings 26/26 (100%)	<p>Apr. 1978      Joined The Bank of Tokyo, Ltd. (currently MUFG Bank, Ltd.)</p> <p>July 2007      Seconded to the Company from The Bank of Tokyo-Mitsubishi UFJ, Ltd. General Manager of Finance Dept. of the Company</p> <p>Jan. 2008      Joined the Company General Manager of Finance Dept. and Accounting Dept.</p> <p>June 2008      Executive Officer, General Manager of Finance Dept. and Accounting Dept.</p> <p>Jan. 2013      Executive Officer, General Manager of Corporate Administration Div., and General Manager of Finance Dept. and Accounting Dept.</p> <p>June 2014      Director and Executive Officer for Finance</p> <p>Apr. 2017      Director</p> <p>Jan. 2018      Executive Officer and General Manager of Finance, Accounting &amp; Planning Dept.</p> <p>June 2018      Director, Executive Officer for Finance, and General Manager of Finance, Accounting &amp; Planning Dept.</p> <p>June 2019      Director, Executive Officer for Finance &amp; Accounting, Planning, and General Manager of Finance, Accounting &amp; Planning Dept.</p> <p>July 2020      Director, Executive Officer for Finance &amp; Accounting, Planning (current position)</p> <p>[Significant concurrent positions outside the Company] Chairman of ASAHI SEISAKUSHO CO., LTD. Director of ALIONTEK CORPORATION Director of Shanghai Hanhong Precision Machinery Co., Ltd. Director of First Semiconductor Technology Holding Company Limited Outside Director of Toyo Knife Co., Ltd.</p>	33,100
There is no special interest between the candidate Takanori Suzuki and the Company.			
6	Eiji Miyanaga (July 15, 1970)  Reelection  Attendance at Board of Directors meetings 26/26 (100%)	<p>July 2001      Joined Ferrotec (USA) Corporation</p> <p>Apr. 2002      Director (current position)</p> <p>Jan. 2005      President and COO</p> <p>Nov. 2010      President and CEO</p> <p>June 2015      Director for Europe &amp; US Business operation of the Company</p> <p>Apr. 2017      Director for US Business operation (current position)</p> <p>July 2017      CEO of Ferrotec (USA) Corporation (current position)</p> <p>[Significant concurrent positions outside the Company] Director and CEO of Ferrotec (USA) Corporation Director of Ferrotec Material Technologies Corporation</p>	15,000
There is no special interest between the candidate Eiji Miyanaga and the Company.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
7	<p>Kuniaki Yanagisawa (January 20, 1954)</p> <p>Reelection</p> <p>Outside</p> <p>Independent</p> <p>Attendance at Board of Directors meetings 26/26 (100%)</p>	<p>Apr. 1974    Joined Fuji Electric Manufacturing Co., Ltd. (currently Fuji Electric Co., Ltd.)</p> <p>Nov. 1998    Managing Director of Fuji Electric Hong Kong Co., Ltd. General Manager of Fuji Electric (ShenZhen) Co., Ltd.</p> <p>July 2004    General Manager of Business Plan &amp; Administration Division, Information Devices Group of Fuji Electric Device Technology Co., Ltd.</p> <p>June 2006    Director and General Manager of Business Headquarters and Wafer Division, Semiconductor Group</p> <p>Apr. 2008    Managing Executive Officer and Director, and General Manager of Production Division, Semiconductor Group</p> <p>Oct. 2009    Director, Deputy General Manager of Semiconductor Group, and General Manager of Matsumoto Factory of Fuji Electric Systems Co., Ltd.</p> <p>Apr. 2011    Executive Officer and Corporate General Manager of Electronic Devices Business Group of Fuji Electric Co., Ltd.</p> <p>Apr. 2014    Managing Executive Officer and Corporate General Manager of Electronic Devices Business Group</p> <p>Apr. 2016    Senior Managing Executive Officer and Corporate General Manager of Electronic Devices Business Group</p> <p>Apr. 2018    Senior Adviser (current position)</p> <p>June 2018    Director of FUJI FURUKAWA ENGINEERING &amp; CONSTRUCTION CO., LTD. (current position)</p> <p>July 2018    Outside Auditor of Nabelin Co., Ltd. (current position)</p> <p>June 2019    Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Senior Adviser of Fuji Electric Co., Ltd. Director of FUJI FURUKAWA ENGINEERING &amp; CONSTRUCTION CO., LTD. Outside Auditor of Nabelin Co., Ltd.</p>	15,000
<p>[Reasons for nomination as candidate for Director and overview of expected roles] Kuniaki Yanagisawa is currently an outside Director of the Company, and his tenure as outside Director will have been two years at the conclusion of this Meeting. He has abundant experience and discernment as a person engaged in business execution of a business corporation and stands at an objective standpoint independent of management, who is engaged in the execution of business. The Company expects him to give advice from the perspective of governance based on his experience and discernment and facilitate the supervisory function, as well as deems that he will be able to greatly assist in the management of the Company. Accordingly, the Company nominates him as a candidate for outside Director. Regarding transactions within this fiscal year between the Fuji Electric Co., Ltd. group, where he was assigned, and the Group, net sales to the Fuji Electric Co., Ltd. group amounted to less than 1% of the Company's consolidated net sales, and the Group's purchases from the Fuji Electric Co., Ltd. group amounted to less than 1% of Fuji Electric Co., Ltd.'s consolidated net sales. Therefore, this has no impact on his independence.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company		Number of the Company's shares owned
8	Tatsuo Okada (January 19, 1953)  New election  Outside  Independent	June 1982	Joined KYOCERA Corporation	0
		Feb. 1987	Joined Raykey Inc. Director of Raykey Inc.	
		Nov. 1999	Established NPO Global Sports Alliance Standing Director of NPO Global Sports Alliance	
		Apr. 2013	Established Sparking Life Japan Representative Director of Sparking Life Japan (current position)	
		[Significant concurrent positions outside the Company]		
		Representative Director of Sparking Life Japan		
	[Reasons for nomination as candidate for Director and overview of expected roles] Tatsuo Okada established an NPO which works on environment conservation through sports and he has worked on environmental issues across the world for many years, cooperating with the United Nations Environment Programme (UNEP). Thereafter, he has been engaged in activities as a social entrepreneur toward the development of a sustainable society, such as establishing an association that aims to develop and promote sport therapy programs targeting children with developmental disabilities. The Company has deemed that he will be able to greatly assist in the Company's business from a novel perspective with his abundant experience and discernment in relation with SDGs activities and ESG activities. Accordingly, the Company nominates him as a candidate for outside Director. The Company expects him to mainly make suggestions utilizing his experience in activities as a social entrepreneur and give advice regarding the Company's SDGs activities and ESG activities.			
9	Iku Shimooka (April 9, 1972)  New election  Outside  Independent	Sept. 1998	Joined Tsuchiya Tax Accountant Office	0
		Dec. 2005	Joined Grant Thornton Taiyo Tax Corporation	
		June 2017	Joined Grant Thornton Taiyo Advisors Co., Ltd. Partner, Grant Thornton Taiyo Advisors Co., Ltd. (current position)	
		[Significant concurrent positions outside the Company]		
		Partner, Grant Thornton Taiyo Advisors Co., Ltd.		
	[Reasons for nomination as candidate for Director and overview of expected roles] Iku Shimooka has long-term experience as an expert in accounting and tax affairs, as well as experience in management as a partner of an international accounting firm. Moreover, the Company has deemed that she will be able to greatly assist in the Company's business with her abundant experience and discernment engaging in a great number of cross-border corporate restructures between Japan and China. Accordingly, the Company nominates her as a candidate for outside Director. The Company expects her to mainly contribute to enhancement of the supervisory function in the Company's Board of Directors, as well as to give advice on listing of the Company's Chinese subsidiaries, which is one of the Company's major measures in business strategies, by utilizing her experience and discernment garnered so far. She has never been directly involved in the management of a company. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons. In the past three years, the Company has made transactions with Grant Thornton Taiyo Advisors Co., Ltd., with which she is affiliated, and the transactions amounted to less than 1% of Grant Thornton Taiyo Advisors Co., Ltd.'s net sales. Therefore, this has no impact on her independence.			

(Notes)

1. Kuniaki Yanagisawa, Tatsuo Okada and Iku Shimooka are candidates for outside Director. There are no special interests between them and the Company.
2. The Company has entered into Indemnity agreements with all Directors pursuant to the provisions of Article 430-2, paragraph (1) of the Companies Act, under which the Company shall indemnify the costs, provided for under item (i) of the same paragraph, and the loss, provided for under item (ii) of the same paragraph. If any of their reelections is approved, the Company plans to renew the aforementioned agreements with each of the reelected Directors. If the elections of Tatsuo Okada and Iku Shimooka are approved, the Company plans to enter into the same Indemnity agreements with each of them.
3. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy will cover losses incurred in cases where an insured sustains a claim for damages and litigation expenses. If this proposal is approved as proposed, each candidate shall be insured under the policy and the Company plans to renew said insurance policy.
4. The Company has entered into a limited liability agreement with Kuniaki Yanagisawa pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation to limit the liability for damages as provided for in Article 423, paragraph (1) of the same act. The limitation of the liability for damages under the same agreement is the minimum liability amount set forth in Article 425, paragraph (1) of the Companies Act. If his reelection is approved, the Company plans to renew the aforementioned agreement with him. If the elections of Tatsuo Okada and Iku Shimooka are approved, the Company plans to enter into the same limited liability agreements with each of them.
5. The Company has submitted notification to the Tokyo Stock Exchange that Kuniaki Yanagisawa has been designated as an independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his appointment as an independent officer to continue. Tatsuo Okada and Iku Shimooka both satisfy the requirements for independent officer as provided for by the Tokyo Stock Exchange. If their elections are approved, the Company plans to designate them as independent officers.

(Reference) Compositions of the Board of Directors and the Audit & Supervisory Board

If Proposal No. 2 is approved as proposed, the compositions of the Company's Directors and Audit & Supervisory Board Members will be as follows:

