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Securities Code: 6323

May 13, 2022

To Our Shareholders:

Yoshiyuki Fujishiro, President and CEO
RORZE CORPORATION
1588-2 Michinoue, Kannabe-cho, Fukuyama-shi,
Hiroshima

Notice of the 37th Annual General Meeting of Shareholders

We would like to inform you that the 37th Annual General Meeting of Shareholders of RORZE CORPORATION (the “Company”) will be held as described below.

When you are not attending the meeting on the day, you may exercise your voting rights in writing or via the Internet, etc. Please refer to the Reference Documents for the General Meeting of Shareholders below, and exercise your voting rights by 6 p.m. on Friday, May 27, 2022 (JST) in accordance with the following instructions in Japanese only.

1. Date and Time: Monday, May 30, 2022, at 9:30 a.m. (JST) (Reception opens at 9 a.m.)

2. Venue: Head Office Gymnasium of the Company
1588-2 Michinoue, Kannabe-cho, Fukuyama-shi, Hiroshima

3. Purpose of the Meeting

Matters to be reported:

1. Business Report, Consolidated Financial Statements and audit results of Consolidated Financial Statements by Financial Auditor and Audit & Supervisory Board for the 37th fiscal year (from March 1, 2021 to February 28, 2022)
2. Non-consolidated Financial Statements for the 37th fiscal year (from March 1, 2021 to February 28, 2022)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Amendment to the Articles of Incorporation
Proposal No. 3: Election of Six Directors
Proposal No. 4: Payment of Retirement Benefits to a Retiring Director

- When you attend the meeting on the day, please submit the enclosed voting form to the reception of the venue.
- To save resources, please bring this notice of the meeting.
- When a matter that requires the amendment of Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements occurs, we will list it on our website (<https://www.rorze.com>) on the Internet.
- The following matters are listed on the website (<https://www.rorze.com>) on the Internet in accordance with laws, regulations and Article 19 of the Articles of Incorporation of the Company, so they are not included in the attachment of this notice of the meeting.

I. Business Report

5. System to ensure the adequacy of the business and the operation status of the system
 - (1) Overview of the system to ensure the adequacy of the business
 - (2) Overview of the operation status of the system to ensure the adequacy of the business

II. Notes to Consolidated Financial Statements

III. Notes to Non-consolidated Financial Statements

Therefore, the attachments of this notice of the meeting are part of the matters audited by the Audit & Supervisory Board Members and Financial Auditor at the time of preparing the Audit Reports.

Notice on the prevention of COVID-19

We would like to ask shareholders attending the General Meeting of Shareholders to check the infection status as of the date on which the General Meeting of Shareholders is held and their health condition and take measures to prevent infection by wearing a mask, etc. We recommend especially that aged, people with an underlying disease, pregnant women, and people with a health concern refrain from coming to the venue.

At the venue, after checking their health condition including their temperature, our staff will handle the event while wearing a mask.

We will request shareholders at the venue to disinfect their hands, wear a mask, and check their temperature. We might refuse admittance to anyone who has a high fever, is not feeling well, or has arrived from overseas within 14 days. In addition, there will be no common room available. We are arranging other measures to prevent infection. We would appreciate your kind understanding and cooperation.

If there are drastic changes in the operation of the General Meeting of Shareholders due to the situation in the future, we will announce them through our website (<https://www.rorze.com>) on the Internet.

The General Meeting of Shareholders shall be processed smoothly and efficiently so that it is completed sooner than usual. We would like to ask for your understanding and cooperation. Furthermore, the financial results briefing and company tour after the General Meeting of Shareholders will be cancelled.

In addition to voting by mail, your voting rights may be exercised via the Internet, etc. We would appreciate your cooperation in advance voting prior to the meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

Based on the dividend policy, considering the performance of this term and the future business development, etc., the Company proposes the appropriation of surplus as follows:

Year-end dividends

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
¥65 per common share of the Company
Aggregate amount: ¥1,123,284,825
- (3) Effective date of dividends of surplus
May 31, 2022

<Reference>

Dividend policy

The Company considers it a management priority of the highest order to strive for the return of profit to its shareholders. We secure sufficient internal reserves for future business development and putting the Company on a firmer footing. Furthermore, the Company makes it a basic principle to pay stable dividends on a continual basis while giving comprehensive consideration to factors including business performance and financial status, thereby returning profit to its shareholders.

Proposal No. 2: Amendment to the Articles of Incorporation

1. Reasons for the Amendment

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Article 19, paragraph 1 will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 19, paragraph 2 will establish a provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 19 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Content of the amendment

The content of the amendment is as follows:

(Underlined portions indicate the proposed amendments.)

Current Articles of Incorporation	Proposals for the amendment
<p>(<u>Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.</u>) <u>Article 19</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the Internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u> <Establishment></p>	<p style="text-align: center;"><Deletion></p> <p><u>(Measures for providing reference documents for the general meeting of shareholders, etc. in electronic format)</u> <u>Article 19</u> 1. <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> 2. <u>Among items for which the measures for providing information in electronic format will be taken, the Company does not need to state all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposals for the amendment
<p><Establishment></p>	<p><u>Supplementary Provisions</u> <u>Article 1</u></p> <ol style="list-style-type: none"> <li data-bbox="821 264 1441 517">1. <u>The deletion of the provision of Article 19 of the pre-amended Articles of Incorporation and the establishment of the new Article 19 in the amended Articles of Incorporation shall be effective from the date of enforcement provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u> <li data-bbox="821 521 1441 958">2. <u>From the Date of Enforcement, the following provisions will be effective. These provisions shall be effective on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the last general meeting of shareholders held within six months from the Date of Enforcement, whichever is later. When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the Internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u> <li data-bbox="821 963 1441 1021">3. <u>These Supplementary Provisions shall be deleted on the latest of the dates stated in the preceding paragraph.</u>

Proposal No. 3 Election of Six Directors

The terms of office of all seven Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of six Directors.

The candidates for Director are as follows:

Candidate No.	Name		Current position in the Company
1	Yoshiyuki Fujishiro	Re-election	President and CEO
2	Hideharu Nakamura	Re-election	Director
3	Katsushi Hayasaki	Re-election	Director
4	Fumio Sakiya	Re-election	Director and Advisor
5	Hiroshi Hamori	Re-election Outside Independent	Outside Director
6	Hidenori Morishita	New election Outside Independent	-

Re-election: Candidate for Director to be re-elected

Outside: Candidate for Outside Director

Independent: Independent officer registered with the Tokyo Stock Exchange

New election: Candidate for Director to be newly elected

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Yoshiyuki Fujishiro (March 18, 1980) Re-election Attendance at Board of Directors meetings 16/16 times	<p>Sept. 2006 Joined the Company</p> <p>Nov. 2009 General Manager of Software Solution Department</p> <p>May 2013 Senior Managing Director</p> <p>May 2015 President and CEO (current position)</p> <p>Apr. 2017 Representative Director and Chairman of RORZE ROBOTECH CO., LTD. (Vietnam) (current position)</p> <p>Nov. 2021 Outside Director of ADTEC Plasma Technology Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Representative Director and Chairman of RORZE ROBOTECH CO., LTD. (Vietnam)</p> <p>Director of RORZE TECHNOLOGY, INC. (Taiwan)</p> <p>Director of RORZE SYSTEMS CORPORATION (South Korea)</p> <p>Outside Director of ADTEC Plasma Technology Co., Ltd.</p>	737,600 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>As President and CEO, Mr. Yoshiyuki Fujishiro is capable of leading the management of the entire Group, demonstrating strong leadership and carrying out appropriate supervision and decision-making for all aspects of business management. Therefore, the Company judges he is capable of appropriately fulfilling his duties as a Director and has nominated him as a candidate for Director.</p>			
2	Hideharu Nakamura (July 24, 1963) Re-election Attendance at Board of Directors meetings 16/16 times	<p>Sept. 1989 Joined the Company</p> <p>July 1995 Manager of Manufacturing Section, Semiconductor System Department</p> <p>Jan. 1997 RORZE ROBOTECH INC. (Current RORZE ROBOTECH CO., LTD.) (Vietnam) General Director and President (current position)</p> <p>May 1997 Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>General Director and President of RORZE ROBOTECH CO., LTD. (Vietnam)</p> <p>Director of RORZE SYSTEMS CORPORATION (South Korea)</p>	4,000 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Hideharu Nakamura has been engaged in our manufacturing area for many years and contributed to the establishment of the foundation for our production sites. Since he has a broad knowledge about equipment production and extensive business experience related to management, the Company judges he is capable of appropriately fulfilling his duties as a Director and has nominated him as a candidate for Director.</p>			
3	Katsushi Hayasaki (August 1, 1965) Re-election Attendance at Board of Directors meetings 16/16 times	<p>June 1998 Joined the Company</p> <p>Nov. 2001 General Manager of Overseas Business Department</p> <p>May 2003 Director (current position)</p> <p>June 2005 Executive Officer General Manager of Overseas Business Division</p> <p>Mar. 2011 General Manager of Overseas Sales Department</p> <p>[Significant concurrent positions outside the Company]</p> <p>Director of RORZE TECHNOLOGY, INC. (Taiwan)</p> <p>Director of RORZE SYSTEMS CORPORATION (South Korea)</p>	3,600 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Katsushi Hayasaki has extensive experience and a good track record in global expansion of the sales of semiconductor devices. The Company judges he is capable of appropriately fulfilling his duties as a Director by utilizing his experience and track record and has nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Fumio Sakiya (April 13, 1945) Re-election Attendance at Board of Directors meetings 16/16 times	Mar. 1985 Established the Company President and CEO Nov. 2001 Outside Director of ADTEC Plasma Technology Co., Ltd. May 2015 Representative Director and Chairman of the Company May 2017 Director and Advisor (current position) [Significant concurrent positions outside the Company] None	6,194,200 shares
	<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Fumio Sakiya is the founder of the Company. Over many years, he has been leading the management of our entire group and is capable of carrying out appropriate supervision and decision-making for all aspects of business management based on his knowledge and extensive experience as a manager. Therefore, the Company judges he is capable of appropriately fulfilling his duties as a Director and has nominated him as a candidate for Director.</p>		
5	Hiroshi Hamori (March 20, 1977) Re-election Outside Independent Attendance at Board of Directors meetings 16/16 times	Oct. 1999 Joined OHT Inc. July 2008 Director and Manager of Research & Development Department, Research & Development Division July 2014 President (current position) June 2015 Outside Director of RayResearch Corporation (current position) May 2016 Outside Director of the Company (current position) June 2020 Executive Officer, V Technology Co., Ltd. (current position) [Significant concurrent positions outside the Company] President of OHT Inc. Outside Director of RayResearch Corporation	-
	<p>[Reasons for nomination as candidate for Outside Director and overview of expected role]</p> <p>Mr. Hiroshi Hamori is President of OHT Inc. and concurrently serving as Outside Director of RayResearch Corporation. At the Company, we expect him to play a role to provide guidance for our management and supervision of the execution of business based on his business experience and knowledge. Therefore, we propose to nominate him as an Outside Director. We anticipate that he will continue sharing his knowledge about the semiconductor manufacturing equipment industry and providing general supervision and advice concerning our technology development, sales and global business as an outside Director.</p> <p>Notes: 1. Mr. Hiroshi Hamori is concurrently serving as President of OHT Inc., which has a business relationship including product sales with the Company. However, the annual trading amount is insignificant, amounting to less than 1% of our consolidated sales. Therefore, there is no impact on his independence. 2. Mr. Hiroshi Hamori is a candidate for outside Director. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Hiroshi Hamori has been designated as an independent officer as provided for by the aforementioned exchange. 3. Mr. Hiroshi Hamori is currently our Outside Director of the Company. At the conclusion of this meeting, his tenure as Outside Director will have been six years.</p>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
	<p>Hidenori Morishita (October 1, 1971)</p> <p>New election Outside Independent</p> <p>Attendance at Board of Directors meetings - /- times</p>	<p>Feb. 1992 Joined ADTEC Plasma Technology Co., Ltd. Nov. 2012 Director Nov. 2018 President (current position) [Significant concurrent positions outside the Company] President of ADTEC Plasma Technology Co., Ltd.</p>	-
6	<p>[Reasons for nomination as candidate for Outside Director and overview of expected role]</p> <p>Mr. Hidenori Morishita has been serving as President of a listed company. Since the Company expects him to provide guidance and proposals for its business operations based on his extensive business experience and knowledge, it proposes to nominate him as an Outside Director. We anticipate that he will share his knowledge about the semiconductor manufacturing equipment industry and provide general supervision and advice concerning our sales, marketing and global business as an Outside Director.</p> <p>Notes: 1. Mr. Hidenori Morishita is concurrently serving as President of ADTEC Plasma Technology Co., Ltd., which has a business relationship including product sales with the Company. However, the annual trading amount is insignificant, amounting to less than 1% of our consolidated sales. Therefore, there is no impact on his independence.</p> <p>2. Mr. Hidenori Morishita is a candidate for Outside Director. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Hidenori Morishita has been designated as an independent officer as provided for by the aforementioned exchange, and if his election is approved, the Company plans to designate him as an independent officer.</p>		

If this proposal is approved, skills matrix for Directors and Audit & Supervisory Board Members will be as follows:

	Name	Current position in the Company	Independence	Expertise of Directors and Audit & Supervisory Board Members					
				Global management	Advanced technology, research and development	Sales, marketing	Production, SCM*	Finance, accounting	Legal affairs, risk management
Director	Yoshiyuki Fujishiro	President and CEO		●	●	●	●	●	
	Hideharu Nakamura	Director		●			●		
	Katsushi Hayasaki	Director		●	●	●			
	Fumio Sakiya	Director and Advisor		●	●	●	●		
	Hiroshi Hamori	Outside Director	●	●	●	●			
	Hidenori Morishita	-	●	●		●			
Audit & Supervisory Board Member	Kazumasu Shimode	Audit & Supervisory Board Member	●	●			●	●	●
	Hiroki Kurisu	Audit & Supervisory Board Member	●		●				
	Tohsuke Kaneura	Audit & Supervisory Board Member	●					●	●

* SCM (Supply Chain Management)

Note: The “●” mark indicates the area in which the candidate’s contribution is expected.

Proposal No. 4: Payment of Retirement Benefits to a Retiring Director

Mr. Yoshihiro Iwase will retire from the post of Director at the conclusion of this meeting due to the expiration of the term. To show our appreciation for his services during the term, we would like to provide him with a retirement benefit within the range that is prescribed in our standards. We would like to ask the Board of Directors to determine the specific amount, timing and method of presentation, etc.

We would like to provide a retirement benefit because he has been appropriately engaged in the management of the Company as Director and committed to the execution of his duties. The amount to be paid is calculated based on the Regulations for Retirement Benefits for Officers of the Company. Therefore, we judge that it is appropriate. For details on the policy for determining the amount of remuneration, etc. of Directors of the Company and the method of calculating it, please refer to “3 (2) Matters Regarding Policy for Determining Amount of Remuneration, etc. of Directors and Audit & Supervisory Board Members of the Company and Calculation Method Thereof” of the Business Report (page 27) in Japanese only.

Career summary of the retiring director is as follows:

Name	Career summary
Yoshihiro Iwase	May 2014 Director of the Company (current position)