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(Securities Code: 6986)

June 13, 2022

Dear Shareholders

Motoaki Arima
Representative Director and President

Futaba Corporation
629 Oshiba, Mobara, Chiba Prefecture,
Japan

NOTICE OF THE 79th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to notify you that the 79th Ordinary General Meeting of Shareholders of the Company will be held as described below.

In order to prevent the spread of the novel coronavirus (COVID-19) infection, you are strongly advised to exercise your voting rights in advance by returning the enclosed Voting Rights Exercise Form or via the Internet, etc., and refrain from attending the Ordinary General Meeting of Shareholders in person.

Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by no later than 5:00 p.m. on Tuesday, June 28, 2022 (Japan Time).

1. Date and Time: Wednesday, June 29, 2022 at 10:00 a.m. (Reception desk opens at 9:00 a.m.)

2. Place: Hall, 3rd floor, Main Building of the Company
629 Oshiba, Mobara, Chiba Prefecture, Japan

3. Agenda of the Meeting:

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the 79th Fiscal Year (from April 1, 2021 to March 31, 2022) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the 79th Fiscal Year (from April 1, 2021 to March 31, 2022)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Reduction in Amount of Capital Reserve
Proposal No. 3: Partial Amendments to the Articles of Incorporation
Proposal No. 4: Election of Six Directors (excluding Directors who are Audit and Supervisory Committee Members)

[Translation for Reference and Convenience Purposes Only]

Notes:

- 1. If you plan to attend the meeting, please hand in your Voting Rights Exercise Form at the reception desk when you arrive at the venue.**
- 2. Pursuant to laws and regulations and provisions in Article 16 of the Company's Articles of Incorporation, of the matters to be included in this convocation notice, Systems to Secure the Properness of Business Activities and the Status of Implementation of the Systems, Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements are provided on the Company's website (<https://www.futaba.co.jp/en>) instead of being included in this notice. The accompanying documents for this notice are parts of the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Accounting Auditor or the Audit and Supervisory Committee when they prepared the Accounting Audit Report or Audit Report.**
- 3. Subsequent amendments to the Reference Documents for the General Meeting of Shareholders, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements will be posted on the Company's website (<https://www.futaba.co.jp>).**

[Translation for Reference and Convenience Purposes Only]

REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposals and References

Proposal No. 1: Appropriation of Surplus

Matters relating to year-end dividend

In comprehensive consideration of the business environment surrounding the Company, its basic policy of steady dividend payments and others, the Company proposes to pay ¥14 per share as the year-end dividend for the 79th fiscal year.

The annual dividend per share for the fiscal year under review, including the interim dividend of ¥14 per share already paid out, will be ¥28 per share.

- (1) Type of dividend property
Cash
- (2) Appropriation of dividend property to shareholders and total amount
¥14 per common share of the Company ¥ 593,842,130 (total amount)
- (3) Effective date of dividends from surplus
June 30, 2022

(Reference)

◆ The Company's basic policy on dividend

The Company recognizes the return of profits as one of its most important managerial priorities and has a basic policy of steady and sustainable distribution of surplus to shareholders.

Based on the above basic policy, the Company strives for a steady dividend at an annual minimum of ¥28 per share with a target consolidated dividend payout ratio of 30% for the period of the second medium-term management plan (from fiscal year ended March 31, 2021 to fiscal year ending March 31, 2023).

[Translation for Reference and Convenience Purposes Only]

Proposal No. 2: Reduction in Amount of Capital Reserve

1. Reasons for reduction in amount of capital reserve

To prepare for a dynamic capital policy in the future and secure flexibility in financial strategy, the Company proposes, in accordance with the provisions of Article 448, Paragraph 1 of the Companies Act, to reduce the amount of capital reserve and transfer the reduced amount to other capital surplus.

2. Details of reduction in amount of capital reserve

(1) Amount of capital reserve to be decreased

The Company proposes to reduce the capital reserve of ¥ 21,594,729,199 by ¥ 18,000,000,000 and to transfer the full reduced amount to other capital surplus. The total amount of the capital reserve after the reduction will be ¥ 3,594,729,199.

(2) Effective date of reduction in amount of capital reserve

August 31, 2022

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Proposal No. 3: Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

The amended provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, the Company proposes to establish provisions to take measures for electronic provision of information contained in the reference documents for general meetings of shareholders, etc. and to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.

The provisions related to the internet disclosure and deemed provision of the reference documents for general meeting of shareholders, etc. will become unnecessary and will therefore be deleted. In line with these changes the Company proposes to establish supplementary provisions related to the effective date, etc.

2. Details for amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="181 757 746 853"><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p data-bbox="181 880 794 1261"><u>Article 16 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p data-bbox="451 1294 523 1328">(New)</p>	<p data-bbox="1070 757 1177 790">(Deleted)</p> <p data-bbox="820 1294 1286 1328"><u>(Measures for Electronic Provision, Etc.)</u></p> <p data-bbox="820 1328 1431 1709"><u>Article 16 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u> <u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>

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Current Articles of Incorporation	Proposed Amendments
<p>(New)</p>	<p style="text-align: center;"><u>Supplementary provisions</u></p> <p><u>(Transitional measures concerning electronic provision of materials for general meetings of shareholders)</u></p> <ol style="list-style-type: none"> <u>1. The amendments to Article 16 shall come into effect on September 1, 2022, the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Effective Date”).</u> <u>2. Notwithstanding the provisions of the preceding paragraph, Article 16 of the Articles of Incorporation prior to amendment shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective date.</u> <u>3. These supplementary provisions shall be deleted after the lapse of six months from the Effective date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u>

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Proposal No. 4: Election of Six Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of all five Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same applies in this proposal) will expire at the end of this General Meeting of Shareholders.

Therefore, the Company proposes to add one Outside Director in order to further strengthen functions to supervise its management and reinforce its corporate governance, and elect six Directors.

The candidates for Director are as follows:

No.	Name	Current position and assignments	Years in office as Director	Attendance at the meetings of the Board of Directors
1	[Re-elected] Motoaki Arima	Representative Director and President	6	100% (14 out of 14 meetings)
2	[Re-elected] Toshihide Kimizuka	Senior Managing Director responsible for Administration Division	6	100% (14 out of 14 meetings)
3	[Re-elected] Hiroyuki Iwase	Director responsible for Development and Electronic Devices-related Divisions	2	100% (14 out of 14 meetings)
4	[Re-elected] Yasushi Nemoto	Director responsible for Machinery & Tooling Division	2	100% (14 out of 14 meetings)
5	[Re-elected] [Outside Director] [Independent Officer] Takemitsu Kunio	Outside Director	3	100% (14 out of 14 meetings)
6	[Newly elected] [Outside Director] [Independent Officer] Masako Tanaka	-	-	-

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Candidates for Directors

No.	Name (Date of birth)	Career summary, position, assignments and significant concurrent positions	Number of the shares of the Company held
1	Motoaki Arima (December 17, 1960) [Re-elected]	Mar. 1984 Joined the Company Jan. 2007 Temporarily transferred to Futaba Corporation of America; President Oct. 2009 Group-Manager, Business Strategy Group, Corporate Planning Division Jun. 2011 Executive Officer; General-Manager, Corporate Planning Division Jun. 2013 Senior Executive Officer; Deputy General-Manager, Electronic Components Division Jul. 2014 Senior Executive Officer; General-Manager, Electronic Device Business Center Jan. 2016 Senior Executive Officer; General-Manager, Touch Panel Business Center Jun. 2016 Director; Managing Executive Officer in charge of Electronic Components and Electronic Systems; General-Manager, Touch Panel Business Center Jun. 2017 Director responsible for Business and Development Division Jun. 2019 Representative Director and President (to present)	59,400 shares
<p>Reasons for recommendation of candidate for Director At the Company, Mr. Motoaki Arima has served as the President of a U.S. subsidiary, and has been involved in corporate planning and business divisions. As such, he has extensive experience and a proven track record. He has led the strengthening of competitiveness across business divisions overall as a Director since June 2016 and has been taking leadership as the Representative Director and President since June 2019. The Company recommends him as a candidate for Director because the Company believes that he will continue to make managerial decisions from a company-wide perspective toward its sustainable growth and improvement of medium- to long-term corporate value.</p>			

Note: There are no special interests between Mr. Motoaki Arima and the Company.

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No.	Name (Date of birth)	Career summary, position, assignments and significant concurrent positions	Number of the shares of the Company held
2	Toshihide Kimizuka (May 2, 1962) [Re-elected]	Apr. 1986 Joined the Company Jul. 2007 Group-Manager, Personnel Group, Corporate Finance & Administration Division Aug. 2009 Group-Manager, Finance & Accounting Group, Corporate Finance & Administration Division Jun. 2010 Executive Officer; Group-Manager, Finance & Accounting Group, Corporate Finance & Administration Division Jun. 2014 Senior Executive Officer; Group-Manager, Business Planning Group, Corporate Planning Division Jul. 2014 Senior Executive Officer; General-Manager, Corporate Administration Division Apr. 2015 Senior Executive Officer; General-Manager, Corporate Administration Division *The position name in Japanese has changed (due to promotion). Jun. 2016 Director; Managing Executive Officer; General-Manager, Corporate Administration Division Jul. 2016 Director; Managing Executive Officer in charge of Administration, Personnel and Finance & Accounting Jun. 2017 Director responsible for Administration Division Jun. 2020 Senior Managing Director responsible for Administration Division (to present)	12,400 shares
<p>Reasons for recommendation of candidate for Director At the Company, Mr. Toshihide Kimizuka has been involved mainly in the Personnel and Finance & Accounting Divisions, and has extensive experience and a track record in the Company's administration divisions. He has led the strengthening of corporate governance, etc. as a Director since June 2016 and as Senior Managing Director since June 2020. The Company recommends him as a candidate for Director because the Company believes that he will continue to make managerial decisions from a company-wide perspective toward its sustainable growth and improvement of medium- to long-term corporate value.</p>			

Note: There are no special interests between Mr. Toshihide Kimizuka and the Company.

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No.	Name (Date of birth)	Career summary, position, assignments and significant concurrent positions	Number of the shares of the Company held
3	Hiroyuki Iwase (April 8, 1960) [Re-elected]	Mar. 1983 Joined the Company Oct. 2006 Group-Manager, Manufacturing & Engineering Group, Electronic Components Division Apr. 2007 Product-Manager, Electron Tube Manufacturing Group, Electronic Components Division Jun. 2014 Executive Officer; Factory Manager, Electronic Components Factory, Electronic Components Division Jul. 2014 Executive Officer; Deputy General-Manager, Optical Devices Business Center Jun. 2016 Executive Officer; Chairman, Taiwan Futaba Electronics Corporation Jun. 2017 Executive Officer; General-Manager, Touch Sensor Business Center Jun. 2020 Director responsible for Development and Electronic Devices-related Divisions (to present)	9,400 shares
<p>Reasons for recommendation of candidate for Director At the Company, Mr. Hiroyuki Iwase has been involved in manufacturing and engineering at Electronic Device-related Divisions, and has also served as the Chairman of one of the key overseas factories. As such, he has extensive experience and a proven track record. He has led the development of new businesses as General-Manager of Touch Sensor Business Center since June 2017 and has contributed to the development of business as a Director since June 2020. The Company recommends him as a candidate for Director because the Company believes that he will continue to make managerial decisions from a company-wide perspective toward its sustainable growth and improvement of medium- to long-term corporate value.</p>			

Note: There are no special interests between Mr. Hiroyuki Iwase and the Company.

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No.	Name (Date of birth)	Career summary, position, assignments and significant concurrent positions	Number of the shares of the Company held
4	Yasushi Nemoto (November 24, 1957) [Re-elected]	Jul. 1981 Joined the Company Apr. 2008 Factory Manager, Akashi Machinery & Tooling Factory, Mold Group, Machinery & Tooling Division Apr. 2013 Factory Manager, Chosei Factory 2, Machinery & Tooling Manufacturing Group, Machinery & Tooling Division Jan. 2016 Executive Officer; General-Manager, Machinery & Tooling Plate Business Center Jun. 2017 Executive Officer; General-Manager, Machinery & Tooling Products Business Center Jun. 2020 Director responsible for Machinery & Tooling Division (to present)	7,900 shares
<p>Reasons for recommendation of candidate for Director At the Company, Mr. Yasushi Nemoto has long been involved in Machinery & Tooling Divisions, and has also served as a factory manager of several factories. As such, he has extensive experience and a proven track record and has contributed to the development of business as a Director since June 2020. The Company recommends him as a candidate for Director because the Company believes that he will continue to make managerial decisions from a company-wide perspective toward its sustainable growth and improvement of medium- to long-term corporate value.</p>			

Note: There are no special interests between Mr. Yasushi Nemoto and the Company.

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No.	Name (Date of birth)	Career summary, position, assignments and significant concurrent positions	Number of the shares of the Company held	
5	Takemitsu Kunio (January 5, 1955) [Re-elected] [Outside Director] [Independent Officer]	Dec. 1982	Joined NEC Corporation	7,400 shares
		Jul. 1995	General Manager, Ultra Large Scale Integrated Circuits Research Department, Microelectronics Research Laboratories, NEC Corporation	
		Apr. 2001	General Manager, Research Planning Division, Central Research Laboratories, NEC Corporation	
		Jan. 2004	Associate Senior Vice President, Executive General Manager, Central Research Laboratories, NEC Corporation	
		Apr. 2010	Senior Vice President, NEC Corporation	
		Jun. 2010	Senior Vice President and Member of the Board, NEC Corporation	
		Jun. 2011	Senior Vice President, NEC Corporation	
		May 2013	Associate Senior Vice President, NEC Corporation	
		Apr. 2017	Advisor, NEC Corporation	
		Jun. 2019	Retired as Advisor to NEC Corporation	
		Jun. 2019	Outside Director of the Company (to present)	
<p>Reasons for recommendation of candidate for Outside Director and outline of expected roles Mr. Takemitsu Kunio has extensive experience and a broad perspective in technological development and its commercialization, creation and development of new business areas, business management, and other areas at a major electronics manufacturer. Since June 2019, as Outside Director of the Company, he has provided meaningful opinions and advice for the development of business overall. The Company recommends him as a candidate for Outside Director because the Company believes that he will continue to offer precious recommendations for its efforts toward sustainable growth and improvement of medium- to long-term corporate value.</p>				

- Notes:
1. There are no special interests between Mr. Takemitsu Kunio and the Company.
 2. Mr. Takemitsu Kunio is currently in office as an Outside Director of the Company and will have served for three years as Outside Director at the end of this General Meeting of Shareholders.
 3. Mr. Takemitsu Kunio served at NEC Corporation. Although the Company has transactions with NEC Corporation such as product sales, the amount of transactions accounts for less than 0.01% of the respective consolidated net sales of the Company and NEC Corporation. The Company therefore judges that such transactional relationship does not have an effect on the independence of Mr. Takemitsu Kunio.
 4. The Company has entered into an agreement with Mr. Takemitsu Kunio pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit his liability for damages to the Company as stipulated in Article 423, Paragraph 1 of the said Act to the limit specified by laws and regulations, and plans to continue such agreement if he is re-elected.
 5. The Company has registered Mr. Takemitsu Kunio as an independent officer with the Tokyo Stock Exchange pursuant to the regulations of the Stock Exchange. If Mr. Takemitsu Kunio is re-elected, the Company plans to re-nominate him as an independent officer.

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No.	Name (Date of birth)	Career summary, position, assignments and significant concurrent positions	Number of the shares of the Company held
6	<p>Masako Tanaka (December 4, 1958)</p> <p>[Newly elected] [Outside Director] [Independent Officer]</p>	<p>Apr. 1981 Joined Furukawa Electric Co., Ltd.</p> <p>Apr. 2015 Corporate Vice President, General Manager, Legal Department, Administration & CSR Division, Furukawa Electric Co., Ltd.</p> <p>May 2015 Corporate Vice President, Deputy General Manager, Strategy Division and Head of Working-style Reform Project Team, Furukawa Electric Co., Ltd.</p> <p>Oct. 2017 Corporate Vice President, Deputy General Manager, Strategy Division and General Manager, Human Resource Department, Furukawa Electric Co., Ltd.</p> <p>Apr. 2020 Chairperson, Self-Defense Forces Personnel Ethics Board</p> <p>Apr. 2021 Corporate Vice President, Deputy General Manager, Business Basic Transformation Division, Furukawa Electric Co., Ltd.</p> <p>Jun. 2021 Outside Director (Audit and Supervisory Committee Member), Howa Machinery, Ltd. (to present)</p>	0 shares
<p>Reasons for recommendation of candidate for Outside Director and outline of expected roles</p> <p>Ms. Masako Tanaka has extensive experience and a broad perspective in the human resource department, the CSR division, the legal department, etc. of a major non-ferrous metal manufacturer. She has also played a role in supervising the promotion of work-style reform and diversity. Accordingly, the Company recommends her as a candidate for Outside Director because the Company believes that she will offer precious recommendations for its efforts toward sustainable growth and improvement of medium- to long-term corporate value.</p>			

- Notes:
1. There are no special interests between Ms. Masako Tanaka and the Company.
 2. Ms. Masako Tanaka served at Furukawa Electric Co., Ltd. Although the Company has transactions with Furukawa Electric Co., Ltd. such as product sales, the amount of transactions accounts for less than 0.01% of the respective consolidated net sales of the Company and Furukawa Electric Co., Ltd. The Company therefore judges that such transactional relationship does not have an effect on the independence of Ms. Masako Tanaka.
 3. If Ms. Masako Tanaka is elected as Outside Director, the Company plans to enter into an agreement with her pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit her liability for damages to the Company as stipulated in Article 423, Paragraph 1 of the said Act to the limit specified by laws and regulations.
 4. If Ms. Masako Tanaka is elected as Outside Director, the Company plans to nominate her as an independent officer with the Tokyo Stock Exchange.

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Composition of the Board of Directors at the end of this Ordinary General Meeting of Shareholders and Directors' expertise

Position	Name	Assignments	Expertise, experience, etc.								
			Independence (Outside)	Finance & Accounting	Legal & Risk management	Personnel affairs & Human resource development	Sustainability	Technology & R&D	Production & quality	Sales & Marketing	Global experience
Directors	Motoaki Arima	Representative Director and President								●	●
	Toshihide Kimizuka	Senior Managing Director, responsible for Administration Division		●		●					●
	Hiroyuki Iwase	Responsible for Development and Electronic Devices-related Divisions						●	●		●
	Yasushi Nemoto	Responsible for Machinery & Tooling Division							●		
	Takemitsu Kunio	Outside Director	●					●	●	●	
	Masako Tanaka	Outside Director	●		●	●	●				
Directors who are Audit and Supervisory Committee Members	Tadashi Ohmura	Outside Director	●	●						●	●
	Tatsuya Ikeda			●						●	●
	Hiroshi Shomura	Outside Director	●	●							
	Akihiro Ishihara	Outside Director	●		●						

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[Reference]

Opinion of the Audit and Supervisory Committee

With respect to the nomination and compensation of Directors (excluding Directors who are Audit and Supervisory Committee Members), three of the four members of the Audit and Supervisory Committee were present as committees and the remaining one as an observer at the “Nomination and Compensation Committee” voluntarily set up as an advisory body of the Board of Director. They confirmed policies for nomination of Directors, a method to calculate remuneration for Directors, etc., while expressing their opinions on them. At the same time, the contents were also deliberated at the Audit and Supervisory Committee.

Consequently, the Audit and Supervisory Committee has judged that the procedures for nomination of Directors (excluding Directors who are Audit and Supervisory Committee Members) are appropriate, and that the candidates are suitably qualified as Directors of the Company as a result of considering their expertise and abundant experiences.

For compensation for Directors, the Audit and Supervisory Committee has judged that the procedures for its findings on compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) at the “Nomination and Remuneration Committee” reported to the Board of Directors are appropriate, and that the methods to consider and calculate specific amounts of compensation and their contents are also reasonable when checked with the “Policy concerning determination of compensation for Directors” on the condition that objectivity and transparency are guaranteed.

Directors and Officers Liability Insurance Contract

The Company has concluded a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance covers damages and litigation expenses to be borne by the insured in the event of claims for damages submitted by shareholders, the Company, employees or other third parties arising from acts in the course of their duties as directors and officers of the Company during the term of the policy.

If each of the candidates is elected as Director and assumes office, he/she will be insured under the directors and officers liability insurance contract.

The term of the directors and officers liability insurance contract is one year. The Company plans to renew this insurance policy upon resolution by the Board of Directors before the expiration of the term.

Policies and Procedures for the Nomination of Candidates for Director

In selecting candidates for Director (excluding Directors who are Audit and Supervisory Committee Members), the Board of Directors considers the overall balance of insight, knowledge, experience, ability, and so forth of each candidate that are required to execute duties and consults beforehand with the optional Nomination and Compensation Committee, more than half of the members of which are Outside Directors, on qualified individuals.

When the Board of Directors selects candidates for Directors who are Audit and Supervisory Committee Members, it consults with the Nomination and Compensation Committee based on the above, and further, proposes candidates to the Audit and Supervisory Committee and obtains its consent before making decisions.

Criteria for the Independence of Outside Directors

In addition to the independence standards set forth by financial instruments exchanges, the Company elects an Outside Director who meets the following criteria:

1. A person who does not execute material business (any Director, Audit and Supervisory Board Member, executive officer, or important employee) of a major shareholder (any shareholder who holds 10% or more of the voting rights of the total shareholders) of the Company;
2. A person who does not execute material business of a major business partner (any major business partner of the Company where the annual amount of payments or receipts pertaining to transactions between the Company and such business partner in the most recent fiscal year exceeds 2% of the amount of the consolidated net sales of the Company or such business partner);
3. A person who is not an attorney-at-law, certified public accountant, consultant (of any kind), or education specialist who receives a large amount of compensation or donation (for an individual, an amount of ¥10 million or more, and for a corporation/organization, an amount exceeding 1% of its consolidated net sales in the most recent fiscal year) from the Company.