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Securities code: 6619
March 9, 2023
(Measures for electronic provision started on: March 8, 2023)

To Shareholders with Voting Rights:

Choi Won-kun
President and CEO
W-SCOPE Corporation
1-22-6, Higashi-Gotanda, Shinagawa-ku, Tokyo,
JAPAN

Notice of the 18th Annual Shareholders' Meeting

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

We hereby inform you that the 18th Annual Shareholders' Meeting of W-SCOPE Corporation (the "Company") will be held for the purposes as described below.

In convening the meeting, the Company has taken the measures for electronic provision. Matters subject to measures for electronic provision are posted on the Company's website presented below as "Notice of the 18th Annual Shareholders' Meeting."

- The Company's website: <https://w-scope.co.jp/en/ir/>
In addition to the above website, they are also posted on the website presented below.
- TSE website (Listed Company Search):

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

Please access the above website, enter the name of the Company or its securities code, press "Search," select "Basic information," and then select "Documents for public inspection/PR information" to see the information.

- Net de Shoshu (Online Notice of Convocation): <https://s.srdb.jp/6619/>

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the Shareholders' Meeting included in the matters subject to measures for electronic provision and either indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it, or enter your vote for or against the proposal using the website for exercising voting rights designated by the Company (<https://soukai.mizuho-tb.co.jp/>), by the close of business hours (5:30 p.m.) on Wednesday, **March 29, 2023**, Japan time.

- 1. Date and Time:** Thursday, March 30, 2023 at 10:00 a.m. Japan time
- 2. Place:** Room "Maiogi" at Hotel Gajoen Tokyo
1-8-1 Shimomeguro, Meguro-ku, Tokyo, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements for the Company's 18th Fiscal Year (January 1, 2022 - December 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 Company's 18th Fiscal Year (January 1, 2022 - December 31, 2022)**Proposals to be resolved:**
 - Proposal 1:** Partial Amendments to the Articles of Incorporation
 - Proposal 2:** Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

- 4. Predetermined Terms of the Convening:**
Please refer to the "Method of exercising voting rights" on page 3.

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. To conserve resources, please bring this booklet with you.
 - Please note that no souvenirs will be provided to the attendees of Shareholders' Meeting. We would appreciate your understanding.
 - Please note that in the case that revisions need to be made to the matters subject to measures for electronic provision, details of the revisions will be posted on the websites they are on.
 - Pursuant to laws and regulations and Article 15 of the Articles of Incorporation of the Company, the following matters are not included in the documents sent to the shareholders who requested delivery of a paper copy of the documents. As such, said documents are part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor for preparation of their Audit Report.
 - Matters relating to the Company's Shares
 - Matters relating to Subscription Rights to Shares, etc.
 - Status of the Accounting Auditor
 - Systems and Policies of the Company
 - Basic Policy on the Company's Ownership Control
 - Policy on Decisions concerning the Distribution of Dividends from Surplus, etc.
 - Consolidated Statements of Changes in Net Assets
 - Notes to Consolidated Financial Statements
 - Non-consolidated Statements of Changes in Net Assets
 - Notes to Non-consolidated Financial Statements
 - Accounting Auditor's Report on the Audit of Consolidated Financial Statements
 - Audit Report of the Accounting Auditor
 - Audit Report of the Audit and Supervisory Committee

Method of exercising voting rights

Voting rights at the Shareholders' Meeting are important rights of shareholders.

Please enter your vote for or against the proposal after reviewing the Reference Documents for the Shareholders' Meeting (page 4 to page 11).

For shareholders attending in person



Please submit the enclosed Voting Rights Exercise Form at the reception desk.

Please note that persons other than shareholders with voting rights, such as proxies who are not shareholders and accompanying persons, may not enter the venue. Also, to conserve resources, please bring this booklet with you.

Exercise of voting rights in writing



Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it to us no later than the deadline for exercising voting rights. If there is no indication of a vote for or against a proposal on the Voting Right Exercise Form, it shall be treated as an indication of a vote for the proposal.

Deadline for exercising voting rights March 29, 2023 (Wednesday) at 5:30 p.m.

Exercise of voting rights via the Internet



Please access the website for exercising voting rights designated by the Company (<https://soukai.mizuho-tb.co.jp/>) from your personal computer or smartphone and enter your vote for or against the proposal following the instruction on the screen using the "login ID" and "temporary password" shown on the enclosed Voting Rights Exercise Form.

Deadline for exercising voting rights March 29, 2023 (Wednesday) at 5:30 p.m.

(1) In case of duplicated exercise of voting rights both in writing and via the Internet

If voting rights are exercised both in writing and via the Internet, the voting right exercised via the Internet shall be deemed valid.

(2) In case of duplicated exercise of voting rights via the Internet

If voting rights are exercised more than once via the Internet, the last voting right exercised shall be deemed valid.

(3) In case there is no indication of a vote for or against the proposal on the Voting Right Exercise Form

If there is no indication of a vote for or against a proposal on the Voting Right Exercise Form, it shall be treated as an indication of a vote for the proposal.

Reference Documents for the Shareholders' Meeting

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reason for the Amendments

The Company's fiscal year starts on January 1 and ends on December 31 each year. While the amendments to the Companies Act, which took effect on September 1, 2022, have prompted early financial statements preparation, listing of shares of a Korean subsidiary of the Company has increased procedures required for financial statements preparation. In response to these changes, and with the aim of ensuring the efficiency in preparation of consolidated financial statements and the accuracy of disclosed information by shifting the last month of the fiscal year one month forward, the Company proposes that Article 40 (Fiscal Year) of the current Article of Incorporation be amended so the fiscal year will start on February 1 and end on January 31 in the following year and that incidental amendments be made to Article 12 (Record Date), Article 41 (Year-end Dividend), and Article 42 (Interim Dividend).

In addition, as a transitional measure associated with the change in the fiscal year, the Company proposes that new supplementary provisions be established.

2. Details of the Amendments

Details of the amendments are as follows:

The proposed amendments to the Articles of Incorporation shall take effect at the conclusion of this Annual Shareholders' Meeting.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendment
<p style="text-align: center;">Chapter 2 Shares</p> <p>(Record Date) Article 12 The Company shall regard shareholders with voting rights who are entered or recorded in the final shareholder register on <u>December</u> 31 of each year as shareholders that can exercise their rights at the Annual Shareholders' Meeting for that fiscal year.</p> <p>2. Notwithstanding the preceding paragraph, when necessary, by a resolution of the Board of Directors, and by issuing a public notice in advance, the Company may regard shareholders or registered pledgees of shares entered or recorded in the final shareholder register on a certain date as shareholders or registered pledgees of shares that can exercise their rights.</p>	<p style="text-align: center;">Chapter 2 Shares</p> <p>(Record Date) Article 12 The Company shall regard shareholders with voting rights who are entered or recorded in the final shareholder register on <u>January</u> 31 of each year as shareholders that can exercise their rights at the Annual Shareholders' Meeting for that fiscal year.</p> <p>2. Notwithstanding the preceding paragraph, when necessary, by a resolution of the Board of Directors, and by issuing a public notice in advance, the Company may regard shareholders or registered pledgees of shares entered or recorded in the final shareholder register on a certain date as shareholders or registered pledgees of shares that can exercise their rights.</p>
<p style="text-align: center;">Chapter 7 Calculation</p> <p>(Fiscal Year) Article 40 The Company's fiscal year shall start on <u>January</u> 1 and end on <u>December</u> 31 each year.</p>	<p style="text-align: center;">Chapter 7 Calculation</p> <p>(Fiscal Year) Article 40 The Company's fiscal year shall start on <u>February</u> 1 and end on <u>January 31 of the following year</u> each year.</p>
<p>(Year-end Dividend) Article 41 The Company shall, by a resolution of the Annual Shareholders' Meeting, pay a dividend of surplus in cash to shareholders or registered pledgees of shares who are entered or recorded in the final shareholder register on <u>December</u> 31 of each year (hereinafter referred to as "Year-end Dividend").</p>	<p>(Year-end Dividend) Article 41 The Company shall, by a resolution of the Annual Shareholders' Meeting, pay a dividend of surplus in cash to shareholders or registered pledgees of shares who are entered or recorded in the final shareholder register on <u>January</u> 31 of each year (hereinafter referred to as "Year-end Dividend").</p>

Current Articles of Incorporation	Proposed Amendment
<p>(Interim Dividend) Article 42 The Company may, by a resolution of the Board of Directors, pay a dividend of surplus provided for in Article 454, Paragraph 5 of the Companies Act to shareholders or registered pledgees of shares who are entered or recorded in the final shareholder register on <u>June 30</u> of each year (hereinafter referred to as “Interim Dividend”).</p>	<p>(Interim Dividend) Article 42 The Company may, by a resolution of the Board of Directors, pay a dividend of surplus provided for in Article 454, Paragraph 5 of the Companies Act to shareholders or registered pledgees of shares who are entered or recorded in the final shareholder register on <u>July 31</u> of each year (hereinafter referred to as “Interim Dividend”).</p>
<Newly established>	<p style="text-align: center;">Supplementary Provisions</p> <p><u>(Transitional Measures Regarding Terms of Office of Directors Associated with the Change in the Fiscal Year)</u> Article 3. Notwithstanding the provisions of Article 21 (Directors’ Terms of Office), the terms of office of the Directors who are Audit and Supervisory Committee Members (including a Substitute Director who is an Audit and Supervisory Committee Member) who were elected at the 17th Annual Shareholders’ Meeting held on March 30, 2022 and Directors (excluding Directors who are Audit and Supervisory Committee Members) who were elected at the 18th Annual Shareholders’ Meeting held on March 30, 2023 shall expire at the conclusion of the Annual Meeting of Shareholders for the 19th fiscal year.</p>
<Newly established>	<p><u>(Transitional Measures Regarding the Term of Office of Accounting Auditor Associated with the Change in the Fiscal Year)</u> Article 4 Notwithstanding the provisions of Article 38 (Accounting Auditor’s Term of Office), the term of office of the Accounting Auditor who was deemed to have been reelected at the 18th Annual Shareholders’ Meeting held on March 30, 2023 shall expire at the conclusion of the Annual Shareholders’ Meeting for the 19th fiscal year.</p>
<Newly established>	<p><u>(Transitional Measures Associated with the Change in the Fiscal Year)</u> Article 5 Notwithstanding the provisions of Article 40 (Fiscal Year), the 19th fiscal year shall be the 13 months ending January 31, 2024.</p>
<Newly established>	<p><u>(Transitional Measures Regarding the Interim Dividend with the Change in the Fiscal Year)</u> Article 6 Notwithstanding the provisions of Article 42 (Interim Dividend), the interim dividend record date for the 19th fiscal year shall be June 30, 2023.</p>
<Newly established>	<p>Article 7 The provisions of Articles 3 to 7 of the <u>Supplementary Provisions</u> shall be deleted after the lapse of the 19th fiscal year.</p>

Proposal 2: Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all current Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this Annual Shareholders' Meeting. Accordingly, the election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

No.		Positions	Name	(Date of birth)	Number of attendance/Board of Directors meetings
1	Candidate for re-election	President and CEO	Choi Won-kun	(May 30, 1963)	100% (21 out of 21 meetings)
2	Candidate for re-election	Director	Ouchi Hideo	(July 10, 1961)	100% (21 out of 21 meetings)
3	Candidate for re-election	Director	Jun Yeong-ok	(May 21, 1954)	100% (17 out of 17 meetings)
4	Candidate for re-election Candidate for Outside Director	Director	Lee Junbom	(March 21, 1972)	100% (17 out of 17 meetings)

No.	Name (Date of birth)	Past experience, positions, responsibilities	Number of shares of the Company held
1	<p>Choi Won-kun (May 30, 1963)</p> <p>[Candidate for re-election]</p>	<p>June 1990 Joined Samsung Electronics Co., Ltd.</p> <p>May 2000 Director and Vice President of WIDE Corporation (South Korea)</p> <p>October 2005 President and CEO of the Company (to present)</p> <p> Representative Director of W-ABLE CO., LTD. (currently W-SCOPE KOREA CO., LTD.)</p> <p>January 2011 Director and President of W-SCOPE HONGKONG CO., LIMITED</p> <p>October 2016 Representative Director of W-SCOPE CHUNGJU PLANT CO., LTD. (to present)</p> <p>May 2022 Director of W-SCOPE HUNGARY PLANT Ltd. (to present)</p> <p>[Significant concurrent positions]</p> <p> Representative Director of W-SCOPE CHUNGJU PLANT CO., LTD.</p> <p> Director of W-SCOPE HUNGARY PLANT Ltd.</p> <p>[Attendance at Board of Directors meetings for the fiscal year under review]</p> <p> 100% (21 out of 21 meetings)</p> <p>[Reason for nomination as a candidate for Director]</p> <p> Mr. Choi Won-kun is the founder of the Company and has in-depth knowledge of overall operations and management of the Group. Since the Company's establishment, he has directed management as President and CEO, and has properly operated the Board of Directors as the chair of the Board of Directors. He is nominated as a candidate for Director because it is essential that he will demonstrate strong leadership in order to continue spearheading the formulation and implementation of the management plan and lead the Group to achieve its business plan going forward.</p>	4,911,339

No.	Name (Date of birth)	Past experience, positions, responsibilities	Number of shares of the Company held
2	Ouchi Hideo (July 10, 1961) [Candidate for re- election]	<p>April 1985 Joined SUMISHO MACHINERY TRADE CORPORATION</p> <p>June 2002 Transferred to SUMITRONICS CORPORATION</p> <p>April 2005 Joined PMC TECHNICA CO., LTD.</p> <p>March 2006 Joined the Company, General Manager of Sales and Marketing</p> <p>March 2008 Director of the Company (to present)</p> <p>March 2017 General Manager of Strategic Planning HQ of the Company</p> <p>[Attendance at Board of Directors meetings for the fiscal year under review] 100% (21 out of 21 meetings)</p> <p>[Reason for nomination as a candidate for Director] Mr. Ouchi Hideo is a founding member of the Company and has a wealth of experience and knowledge. He has contributed to building the present business bases in Japan and overseas, and he has appropriately engaged in the operation of the Board of Directors. He is nominated as a candidate for Director because the Company believes that he is capable of assisting the President and CEO and contributing to the implementation of the management plan going forward as well.</p>	4,890

No.	Name (Date of birth)	Past experience, positions, responsibilities	Number of shares of the Company held
3	Jun Yeong-ok (May 21, 1954) [Candidate for re- election]	<p>January 1979 Joined Samsung Group Worked at Samsung SDI Co., Ltd.</p> <p>September 1991 Worked at Business Administration Team, Secretarial Office of Samsung Co., Ltd.</p> <p>July 1994 Worked at Malaysian subsidiary of Samsung SDI Co., Ltd.</p> <p>January 1999 Managing Director, Malaysian subsidiary of Samsung SDI Co., Ltd.</p> <p>July 2001 Worked at Samsung SDI Co., Ltd.</p> <p>March 2002 Senior Managing Director and General Manager, Planning and Coordination Office of Taekwang Industrial Co., Ltd. (South Korea)</p> <p>March 2011 Auditor of W-SCOPE KOREA CO., LTD.</p> <p>March 2022 Director of the Company (to present) Representative Director of W-SCOPE KOREA CO., LTD. (to present)</p> <p>[Significant concurrent positions] Representative Director of W-SCOPE KOREA CO., LTD.</p> <p>[Attendance at Board of Directors meetings for the fiscal year under review] 100% (17 out of 17 meetings)</p> <p>[Reason for nomination as a candidate for Director and expected roles] Mr. Jun Yeong-ok worked many years for a leading electronics manufacturer in South Korea, has a wealth of overseas experience, is proficient in English, and also has experience as a corporate manager. Since March 2011, he has supported the growth of the Group as Auditor of the Company's subsidiary W-SCOPE KOREA CO., LTD. He is nominated as a candidate for Director because the Company believes that his past experience and knowledge are necessary for the management strategy in developing the Company's business globally going forward.</p>	0

No.	Name (Date of birth)	Past experience, positions, responsibilities	Number of shares of the Company held
4	Lee Junbom (March 21, 1972) [Candidate for re-election] [Candidate for Outside Director] [Year serving as an Outside Director] 1 year	<p>January 1995 Joined Century Audit Corporation (currently KPMG AZSA LLC)</p> <p>June 1998 Registered as a certified public accountant (CPA)</p> <p>April 2002 Joined Partners Inc. Established Junbom Lee Certified Public Accountant Office</p> <p>September 2004 Established J.K. Consulting Co., Ltd.</p> <p>September 2005 Registered as a tax accountant</p> <p>November 2007 Outside Auditor of the Company</p> <p>March 2022 Outside Director of the Company (to present)</p> <p>[Significant concurrent positions] Representative Director of J.K. Consulting Co., Ltd. CPA and tax accountant at Junbom Lee Certified Public Accountant Office</p> <p>[Attendance at Board of Directors meetings for the fiscal year under review] 100% (17 out of 17 meetings)</p> <p>[Reason for nomination as a candidate for Outside Director and expected roles] Mr. Lee Junbom is proficient in Korean, qualified as a CPA, and has supported the growth of the Company. He is nominated as a candidate for Outside Director because the Company believes that he is capable of joining the management team and contributing to the strengthening of corporate governance in the aspects of finance and accounting from a professional and sophisticated perspective and thus indispensable for the growth of the Company.</p>	7,291

(Notes)

1. There is no special interest between each candidate for Director and the Company.
2. The numbers of shares of the Company held by the candidates for Director above are the figures as of January 31, 2023.
3. The Company appointed Mr. Lee Junbom (Candidate No. 4) as an independent officer in accordance with the standard established by the Tokyo Stock Exchange and notified the Exchange.
4. In accordance with the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Lee Junbom to limit his liability for damages stipulated in Article 423, paragraph 1 of the same Act, and the liability for damages under the agreement is limited to either an amount of ¥5 million or more specified in advance or the amount specified in laws and regulations, whichever is higher.
5. The Company has entered into a directors and officers liability insurance contract with an insurance company. The insurance policy covers liability for damages, settlement, legal fees, and other costs and expenses for the insured. Each candidate will be included as the insured under the insurance policy. In addition, the Company plans to renew the policy with the same benefits at the next renewal.

<Reference>

The matrix below shows key expertise and knowledge the Company expects from its Directors if elected as proposed in the proposal.

Position, etc.	Name	Committee	Independence	Corporate management	Legal affairs and compliance	Finance and accounting	Environment and society	Internal control	International perspective
President and CEO	Choi Won-kun			•	•	•	•		•
Director	Ouchi Hideo			•		•	•		•
Director	Jun Yeong-ok			•	•		•		•
Outside Director (CPA)	Lee Junbom		•			•		•	•