

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 6323

May 15, 2023

(Measures for electronic provision commenced on May 9, 2023)

To Our Shareholders:

Yoshiyuki Fujishiro, President and CEO

RORZE CORPORATION

1588-2 Michinoue, Kannabe-cho, Fukuyama-shi,
Hiroshima

Notice of the 38th Annual General Meeting of Shareholders

We would like to inform you that the 38th Annual General Meeting of Shareholders of RORZE CORPORATION (the “Company”) will be held as described below.

For this Annual General Meeting of Shareholders, we have taken measures for electronic provision of the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters subject to measures for electronic provision.) This information has been posted on the following websites. Please access either of the following websites shown below to view the information.

[The Company’s website]

https://www.rorze.com/en/news_category/ir/

(Please access the above website and select “Notice of the 38th Annual General Meeting of Shareholders” to review the documents.)

[The website of the Tokyo Stock Exchange (Tokyo Stock Exchange Listed Company Search)]

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

(Please access the Tokyo Stock Exchange website indicated above, search by entering “RORZE CORPORATION” as “Issue name(company name)” or “6323” as “Code”, select “Basic information” then “Documents for public inspection/PR information” and view the information.)

When you are not attending the meeting on the day, you may exercise your voting rights via the Internet, etc. or in writing. Please refer to the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 6 p.m. on Monday, May 29, 2023 (JST) in accordance with the following instructions.

1. Date and Time: Tuesday, May 30, 2023, 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 38th fiscal year (from March 1, 2022 to February 28, 2023)
2. Non-consolidated Financial Statements for the 38th fiscal year (from March 1, 2022 to February 28, 2023)

Matters to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Six Directors

Proposal No. 3: Discontinuation of retirement benefits associated with the abolishment of the executive retirement benefits plan

- When you attend the meeting on the day, please submit the enclosed voting form to the reception of the venue.
 - Notice of any revisions to the matters subject to measures for electronic provision will be posted on the websites shown above, together with the relevant matters before and after revision.
 - Documents containing the Matters for electronic provision will be sent to shareholders who request the provision of printed versions of the documents pursuant to the relevant laws and regulations and the provisions of Article 19 of the Articles of Incorporation of the Company. However, the matters listed below will not be included in the documents.
- 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, business reports, consolidated financial statements and financial statements contained in the said documents constitute only part of the documents subject to audits for preparing the Accounting Audit Reports by Financial Auditor and audits for preparing the Audit Reports by the Audit and Supervisory Board Members.

Guide to Exercising Voting Rights

You may exercise your voting rights by one of the following three methods.

■ Exercising voting rights by attendance at the General Meeting of Shareholders

Please submit the enclosed voting form to the reception of the venue.

Date and time : Tuesday, May 30, 2023, at 9:30 a.m.(JST) (Reception opens at 9:00 a.m.)

■ Exercising voting rights via the Internet, etc.

Please scan the QR code indicated at the lower right of the voting form using your smartphone, etc., or access RORZE's designated website (<https://www.web54.net>) for voting, follow the instructions on the screen and enter your approval or disapproval of the proposals.

Votes to be transmitted by : Monday, May 29, 2023, at 6:00 p.m.(JST)

1. Please note that we request shareholders who exercise their voting rights via the Internet to change their password on the voting rights exercise website in order to prevent unauthorized access (“spoofing”) by other than shareholders and to prevent tampering with the content of the vote.
2. A new “voting right exercise code” and “password” will be provided each time when a General Meeting of Shareholders is convened.
3. Costs (Internet access fees, telephone fees, packet transmission fees, and etc.) incurred in accessing the voting rights exercise website from your PC or smartphone are to be borne by the shareholder.
4. Institutional investors may use the electronic voting rights exercise platform operated by ICJ, Inc. to exercise the voting rights by electronic or magnetic means for the Meeting.

■ Exercising voting rights in writing

Please indicate “approval” or “disapproval” with respect to each proposal on the enclosed voting form and post it without a postage stamp.

Votes to be received by : Monday, May 29, 2023, at 6:00 p.m.(JST)

- ※ If you exercise your voting rights via the Internet, etc. more than once, only the final vote will be taken as valid.
- ※ If you exercise your voting rights both via the Internet, etc. and in writing, the vote exercised via the Internet, etc. will be taken as valid.
- ※ If you do not indicate your approval or disapproval of a proposal on the voting form when exercising your voting rights in writing, we will deem that you have indicated your intention to approve that proposal.

Exercising voting rights via the Internet, etc.

Votes to be transmitted by: Monday, May 29, 2023, at 6:00 p.m. (JST)

■By scanning QR code® (Smart Vote)

You can exercise your voting rights without entering your voting right exercise code and password.

1. Scan the QR code indicated at the lower right of the voting form.

※“QR code” is a registered trademark of DENSO WAVE INCORPORATED.



2. Follow the subsequent input instructions on screen to register your approval or disapproval.

Please note that exercising voting rights by using “Smart Vote” method is available only once.

If you would like to change your votes after exercising your voting rights, please access the voting rights exercise website and log in using your voting right exercise code and password, then exercise your voting rights again.

※You can access the voting rights exercise website by scanning the QR code again.

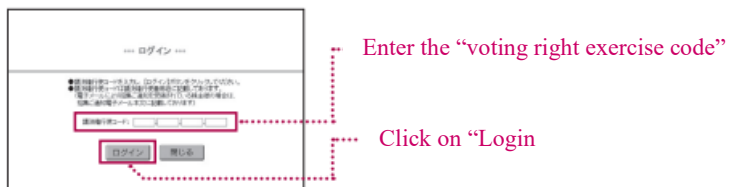
■By entering your voting right exercise code and password

Voting rights exercise website (<https://www.web54.net>)

1. Please access the voting rights exercise website.



2. Enter the “voting right exercise code” indicated on the voting form.



3. Enter the “password” indicated on the voting form.



4. Follow the subsequent instructions on screen to register your approval or disapproval.
※ The above operation screens are for illustration purposes only.

If you have any technical inquiries regarding the operation of a PC and/or smartphone for exercising voting rights on the voting rights exercise website, please contact the following :

Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited
Tel: 0120-652-031 ((toll-free and available from 9:00 a.m. to 9:00 p.m., only in Japan)

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
¥135 per common share of the Company
Aggregate amount: ¥2,332,969,155
- (3) Effective date of dividends of surplus
May 31, 2023

<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 Election of Six Directors

The terms of office of all six 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	Re-election Outside Independent	Outside Director

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

Outside: Candidate for Outside Director

Independent: Independent officer registered with the Tokyo Stock Exchange

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 18/18 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] Representative Director and Chairman of RORZE ROBOTECH CO., LTD. (Vietnam) Director of RORZE TECHNOLOGY, INC. (Taiwan) Director of RORZE SYSTEMS CORPORATION (South Korea) 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 18/18 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] General Director and President of RORZE ROBOTECH CO., LTD. (Vietnam) Director of RORZE TECHNOLOGY, INC. (Taiwan) 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>			

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
3	Katsushi Hayasaki (August 1, 1965) Re-election Attendance at Board of Directors meetings 18/18 times	June 1998	Joined the Company	3,600 shares
		Nov. 2001	General Manager of Overseas Business Department	
		May 2003	Director (current position)	
		June 2005	Executive Officer General Manager of Overseas Business Division	
		Mar. 2011	General Manager of Overseas Sales Department	
[Significant concurrent positions outside the Company] Director of RORZE ROBOTECH CO., LTD. (Vietnam) Director of RORZE TECHNOLOGY, INC. (Taiwan) Director of RORZE SYSTEMS CORPORATION (South Korea)				
[Reasons for nomination as candidate for Director] 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.				
4	Fumio Sakiya (April 13, 1945) Re-election Attendance at Board of Directors meetings 18/18 times	Mar. 1985	Established the Company President and CEO	6,194,200 shares
		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] Director of RORZE SYSTEMS CORPORATION (South Korea)				
[Reasons for nomination as candidate for Director] 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.				

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
5	Hiroshi Hamori (March 20, 1977) Re-election Outside Independent Attendance at Board of Directors meetings 18/18 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] 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 seven 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>Re- election Outside Independent</p> <p>Attendance at Board of Directors meetings held after his election in May 2022 14 /14 times</p>	<p>Feb. 1992 Joined ADTEC Plasma Technology Co., Ltd.</p> <p>Nov. 2012 Director</p> <p>Nov. 2018 President (current position)</p> <p>May 2022 Outside Director of the Company (current position)</p> <hr/> <p>[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] 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.</p> <p> 3. Mr.Hidenori Morishita is currently our Outside Director of the Company. At the conclusion of this meeting, his tenure as Outside Director will have been a year.</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	Outside Director	•	•		•			
Audit & Supervisory Board Member	Kazumasu Shimode	Standing outside Audit & Supervisory Board Member	•	•			•	•	•
	Hiroki Kurisu	Outside Audit & Supervisory Board Member	•		•				
	Tohsuke Kaneura	Outside Audit & Supervisory Board Member	•					•	•

* SCM (Supply Chain Management)

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

Proposal No. 3:

Discontinuation of retirement benefits associated with the abolishment of the executive retirement benefits plan

The Board of Directors Meeting held on April 20, 2023, resolved to abolish the executive retirement benefits plan upon the conclusion of this General Meeting of Shareholders. Accordingly, in order to reward three currently serving Directors who have been in office for their labor during their tenure to date, the Company intends to discontinue the retirement benefits for the term of office within a considerable amount in accordance with certain standard set forth by the Company. In addition, the timing of payment shall be when each Director will retire. The specific amount, method, etc. of payment will be requested to consult with the Board of Directors. The Company considers this retirement benefits as reasonable because the amount to be paid is calculated based on the Company's Regulations for Retirement Benefits for Officers who have been appropriately engaged in the management of the Company as Director and committed to the execution of their duties.

The career summary of the Directors eligible for the discontinued payment is as follows:

Name	Career summary	
Yoshiyuki Fujishiro	May 2013	Senior Managing Director
	May 2015	President and CEO (current position)
Hideharu Nakamura	May 1997	Director (current position)
Katsushi Hayasaki	May 2003	Director (current position)

For reference, the 32th General Meeting of Shareholders held on May 30, 2017 resolved to approve the discontinuation of retirement benefits in accordance with the abolishment of the retirement benefits plan for the Outside Directors and the Audit & Supervisory Board Members, that discontinues the retirement benefits for the term of office within a considerable amount in accordance with certain standard set forth by the Company in order to reward for their labor in office during their tenure until the conclusion of the General Meeting of Shareholders, determines the timing of payment as the time of retirement of each Outside Director or Auditor and requests the specific amount, method, etc. of payment for the Outside Directors to consult with the Board of Directors and for the Auditors to consult with Audit & Supervisory Board Members.