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(Securities code: 9880)
June 5, 2017

To our shareholders:

Makoto Sumita, Chairman and CEO
INNOTECH CORPORATION
3-17-6 Shinyokohama, Kouhoku-ku, Yokohama-shi,
Kanagawa Prefecture, JAPAN

Notice of the 31st Annual General Meeting of Shareholders

You are cordially invited to attend the 31st Annual General Meeting of Shareholders of INNOTECH CORPORATION (hereinafter "the Company"), which will be held as described below.
If you are unable to attend the meeting in person, you may exercise your voting rights by either indicating your approval or disapproval on the enclosed voting form and returning this to us, or voting via the Internet by accessing the Company's voting website stated on the voting form (refer to pages 61 to 62, in Japanese only). After reviewing the Reference Documents for General Meeting of Shareholders, which are provided on the following pages, please exercise your voting rights by no later than 5:30 p.m. on Tuesday, June 20, 2017 (JST).

1. **Date and Time:** Wednesday, June 21, 2017, at 10:00 a.m. (JST)
2. **Venue:** INNOTECH CORPORATION Seminar Room, 2nd Floor
   3-17-6 Shinyokohama, Kouhoku-ku, Yokohama-shi, Kanagawa Prefecture, JAPAN
3. **Purpose of the Meeting**

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 31st Term (from April 1, 2016 to March 31, 2017), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 31st Term (from April 1, 2016 to March 31, 2017)

Matters to be resolved:

Proposal No. 1	Dividends of Surplus
Proposal No. 2	Partial Amendments to the Articles of Incorporation
Proposal No. 3	Election of Ten Directors
Proposal No. 4	Election of One Substitute Audit & Supervisory Board Member
Proposal No. 5	Decision of Remuneration for Directors of the Company to Grant Restricted Shares Thereto

- If attending the meeting in person, please submit the enclosed voting form at the reception on the day.
- During the meeting, we will adopt the "Cool Biz" style, i.e., light clothes rather than formal ones. Please be lightly dressed when you attend the meeting.
- The reception on the day is scheduled to open at 9:00 a.m.
- Any corrections in the Reference Documents for General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements will be posted on the Company's website (http://www.innotech.co.jp/).

Reference Documents for General Meeting of Shareholders

Proposals and items to be referenced:

Proposal No. 1 Dividends of Surplus

The Company proposes to pay dividends of surplus as follows:

Year-end dividends
The Company has given consideration to matters including the business performance of the fiscal year under review and future business environment, and it proposes to pay year-end dividends for the current fiscal year as follows:

1. Type of dividend property
   Cash
2. Allotment of dividend property and their aggregate amount
   ¥8 per common share of the Company
   Total dividends: ¥140,565,792
3. Effective date of dividends of surplus
   June 22, 2017

Proposal No. 2 Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal
   To prepare for future business diversification, the Company proposes to add business purposes to Article 2 (Purpose) of the current Articles of Incorporation.
2. Details of the amendments
   The proposed amendments are as follows:

(Amendments are underlined.)

Current Articles of Incorporation	Proposed amendments
(Purpose) Article 2. The purpose of the Company shall be to engage in the following business activities: 1~2 (Omitted) (Newly established) 3~5 (Omitted)	(Purpose) Article 2. (Unchanged) 1~2 (Unchanged) 3 Telecommunications business, information provider business, and commissions thereof 4~6 (Unchanged)

Proposal No. 3 Election of Ten Directors

The terms of office of all ten Directors will expire at the conclusion of this meeting.
Therefore, the Company proposes the election of ten Directors.
The candidates for Director are as listed below. The eight candidates for internal Director have used and will use their extensive experience in their respective areas of responsibility to contribute to the Company's performance. The two candidates for outside Director will contribute to enhancing the transparency of management from objective perspectives based on their extensive experience and knowledge that cannot be obtained from within the Company.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Makoto Sumita (January 6, 1954)	Apr. 1980 Joined Nomura Research Institute, Ltd. June 1996 Director of the Company Mar. 2004 Director & General Manager of Administration Division Apr. 2005 Executive Vice President & Representative Director Apr. 2007 President & COO Apr. 2013 Chairman & CEO (current position) [Significant concurrent positions outside the Company] Director of TDK Corporation Chairman & CEO of INNOTECH FRONTIER, Inc.	154,200 shares
2	Toshihiko Ono (April 19, 1947)	Feb. 1973 Joined Fujitsu Limited June 2001 Director June 2004 Senior Managing Director June 2006 Vice President Representative Director Jan. 2009 Advisor of the Company Apr. 2009 General Manager of Test Solution Division and Storage Division June 2009 Director of Test Solution Division and Storage Division Apr. 2011 Executive Director of Test Solution Division and Storage Division Apr. 2012 Vice President Apr. 2013 President & COO (current position) [Significant concurrent positions outside the Company] Director of SANEI HYTECHS Co., Ltd. Director of STAr Technologies, Inc. President of INNOTECH FRONTIER, Inc.	2,800 shares
3	Yosuke Kaburagi (February 28, 1970)	Apr. 1994 Joined the Company Apr. 2000 Joined IT Access Co., Ltd. General Manager of Sales Division June 2004 President Apr. 2009 General Manager of Device Technology Division of the Company June 2009 Director of Device Technology Division Apr. 2013 Executive Director of Device Technology Division July 2014 Executive Director of Intelligent System Solution Division Apr. 2015 Director of IC Solution Division (current position) [Significant concurrent positions outside the Company] Chairman & CEO of GAIO TECHNOLOGY CO., LTD. Director of IT Access Co., Ltd.	3,700 shares

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Takashi Takahashi (March 9, 1963)	Apr. 1986 Joined DAIHEN Technology Institute Sep. 1994 Joined the Company July 2003 General Manager of IC Solution Sales Department Apr. 2005 General Manager of Cadence Business Department of IC Solution Division Apr. 2006 General Manager of IC Solution Division June 2007 Director of IC Solution Division Apr. 2013 Executive Director of IC Solution Division Apr. 2015 Director of Intelligent System Solution Division (current position) [Significant concurrent positions outside the Company] President & CEO of IT Access Co., Ltd. Director of GAIO TECHNOLOGY CO., LTD.	12,974 shares
5	Nobuyuki Otsuka (December 22, 1962)	Apr. 1982 Joined Humo Laboratory, Ltd. Feb. 1987 Joined Marubeni Hytech Corp. Apr. 1991 Joined the Company Oct. 2006 General Manager of Test Technology Engineering Department of Solution Business Division Apr. 2009 General Manager of Test Solution Division June 2012 Director and General Manager of Test Solution Division Apr. 2016 Director of Test Solution Division (current position) [Significant concurrent positions outside the Company] Director of Regulus Co., Ltd.	19,900 shares
6	Yoshinori Tanahashi (December 5, 1967)	Apr. 1990 Joined Nomura Research Institute, Ltd. June 1997 Transferred to Nomura Securities Co., Ltd. May 1999 Joined Merrill Lynch Japan Incorporated (currently Merrill Lynch Japan Securities Co., Ltd.) Jan. 2001 Vice President of Investment Banking Division Aug. 2003 Joined SKY Perfect Communications Inc. (currently SKY Perfect JSAT Corporation) Nov. 2004 General Manager of Corporate Planning Department Apr. 2009 General Manager of Administration Division Aug. 2010 Joined the Company, General Manager of Financial and Accounting Department Apr. 2011 General Manager of Administration Division June 2013 Director and General Manager of Administration Division (current position) [Significant concurrent positions outside the Company] Auditor of IT Access Co., Ltd. Director of SANEI HYTECHS Co., Ltd. Director of Regulus Co., Ltd. Director of GAIO TECHNOLOGY CO., LTD. Supervisor of STAr Technologies, Inc. Director of INNOTECH FRONTIER, Inc.	4,100 shares

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Yoshihiro Mabuchi (December 18, 1957)	Apr. 1982 Joined NEC Corporation Apr. 1990 Temporary transferred to NEC Electronics America Inc. Apr. 1992 Section Manager of ASIC Division Apr. 1998 Manager of Semiconductor Solution Technology Division Apr. 2002 Manager of Device Development Group of Platform Development Division Nov. 2002 Transferred to NEC Electronics Corp. Apr. 2004 Joined System Fabrication Technologies, Chief Technology Officer June 2008 Joined the Company Sep. 2008 Vice President of SANEI HYTECHS Co., Ltd. Apr. 2009 President & CEO (current position) June 2013 Director of the Company July 2014 Director and General Manager of Advanced Products Division (current position) [Significant concurrent positions outside the Company] President & CEO of SANEI HYTECHS Co., Ltd. President of INNO MICRO HONG KONG LTD. President of INNO MICRO (SHANGHAI) LTD. Chairman & CEO of JSC Co., Ltd.	4,200 shares
8	Ryoichi Kawashima (June 25, 1950)	Apr. 1976 Joined Tokyo Electron Limited May 1987 Joined the Company June 2001 President & COO June 2003 Director (current position) [Significant concurrent positions outside the Company] President of Cadence Design Systems (Japan) B.V.	24,000 shares
9	Ichiro Anjo (July 3, 1952)	Apr. 1978 Joined Hitachi, Ltd. Mar. 2000 Department Manager for DRAM Department of Assembly Engineering Department of Semiconductor & Integrated Circuit Division Dec. 2000 Temporary transferred to NEC-Hitachi Memory, Inc. Senior Manager of Production Engineering Department of Concurrent Engineering Division. Apr. 2004 Joined Elpida Memory, Inc. (currently Micron Memory Japan) Apr. 2005 Executive Manager of Marketing & Designing Office NPD Gr. Mar. 2008 Established Jisso Partners, Inc., President (current position) June 2011 Auditor of Shinkawa Ltd. June 2015 Director of Shinkawa Ltd. (current position) June 2016 Director of the Company (current position) [Significant concurrent positions outside the Company] President of Jisso Partners, Inc. Director of Shinkawa Ltd.	–

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
*10	Atsuo Saka (April 14, 1947)	Apr. 1970 Joined Ministry of Finance June 1989 Director of the International Tax Policy Division, Ministry of Finance Aug. 1989 Personal Secretary to the Minister of Finance July 1992 Budget Examiner of Budget Bureau July 1993 General Manager of Small and Medium Size Finance Section of Banking Bureau July 1994 Research and Planning Division, Minister's Secretariat Jan. 1996 Executive Secretary to the Prime Minister July 1998 Deputy Director-General of the Budget Bureau, Ministry of Finance July 1999 Chief Secretary of Director General of the Economic Planning Agency Jan. 2001 Director General for Economic, Fiscal and Social Structure of Cabinet Office July 2003 Vice-Minister for Policy Coordination Aug. 2005 Vice President of the Agriculture Forestry and Fisheries Finance Corporation Jan. 2006 Assistant Chief Cabinet Secretary Oct. 2008 Vice Chairmen of The General Insurance Association of Japan Oct. 2009 Director and Representative Executive Officer, Executive Vice President of Japan Post Holdings Co., Ltd. Dec. 2012 Director and Representative Executive Officer, President & CEO Oct. 2013 Special Adviser to salesforce.com Co., Ltd. (current position) [Significant concurrent positions outside the Company] Advisor of Yoshizawa Lime Industry Co., Ltd. Representative Director of the Association of ECO Mart Trustee of Toyo Gakuen Special Adviser of salesforce.com Co., Ltd.	3,000 shares

Notes:
1. A new candidate for Director is indicated by an asterisk (*).
2. Makoto Sumita is concurrently serving as Chairman & CEO of INNOTECH FRONTIER, Inc., and Director of TDK Corporation. It should be noted that transactions such as business outsourcing take place between the Company and INNOTECH FRONTIER, Inc., and that transactions such as the purchase and sale of products take place with TDK Corporation.
3. Toshihiko Ono is concurrently serving as President of INNOTECH FRONTIER, Inc., and transactions such as business outsourcing take place between the Company and INNOTECH FRONTIER, Inc.
4. Yosuke Kaburagi is concurrently serving as Chairman & CEO of GAIO TECHNOLOGY CO., LTD., and transactions such as the purchase and sale of products take place between the Company and GAIO TECHNOLOGY CO., LTD.
5. Takashi Takahashi is concurrently serving as President of IT Access Co., Ltd., and transactions such as the purchase and sale of products and the leasing of buildings take place between the Company and IT Access Co., Ltd.
6. Yoshihiro Mabuchi is concurrently serving as President and CEO of SANEI HYTECHS Co., Ltd., President of INNO MICRO HONG KONG LTD., and Director of INNO MICRO (SHANGHAI) LTD. It should be noted that transactions such as the purchase and sale of products and the leasing of buildings take place between the Company and SANEI HYTECHS Co., Ltd., as do transactions such as the purchase and sale of products with INNO MICRO HONG KONG LTD., and INNO MICRO (SHANGHAI) LTD. Yoshihiro Mabuchi is concurrently serving as Chairman & CEO of JSC Co., Ltd., there is no special interest between the Company and JSC Co., Ltd.
7. Ryoichi Kawashima is concurrently serving as President of Cadence Design Systems (Japan) B.V., and transactions such as the purchase and sale of products and the leasing of buildings take place between the Company and Cadence Design Systems (Japan) B.V.
8. Ichiro Anjo is a candidate for outside Director. We have determined that he will be able to strengthen the Company's management structure by taking advantage of his many years of experience and deep insight on the semiconductor business to provide advice on the Company's management in general, and we therefore request his election.

9. Ichiro Anjo is concurrently serving as President of Jisso Partners, Inc., and although transactions took place under a consulting agreement between the Company and Jisso Partners, that agreement terminated on May 31, 2016, when he had not yet assumed the office of an outside Director. The transaction amounts were ¥600,000 annually and were minor, and therefore it has been deemed that they are of no importance in terms of the occurrence of special interests. Ichiro Anjo is concurrently serving as Director of Shinkawa Ltd., there is no special interest between the Company and Shinkawa Ltd.
10. There is no special interest between any other candidate for Director and the Company.
11. The Company has executed an agreement with Ryoichi Kawashima and Ichiro Anjo which, based on the provisions of Article 427 paragraph 1 of the Companies Act, limits the liability to compensate for damages under Article 423 paragraph 1 of said Act to the minimum liability limit prescribed in Article 425 paragraph 1 of said Act. If the reelection of Ryoichi Kawashima and Ichiro Anjo is approved, the Company plans to renew the aforementioned agreements with them. In addition, if Atsuo Saka is elected, the Company plans to enter into the same limited liability agreement.
12. Atsuo Saka is expected to assume office of a Director of Yoshizawa Lime Industry Co., Ltd.
13. Atsuo Saka is a candidate for outside Director. He has many years of experience and specialist expertise on economic policies, and therefore we request that he be elected, with the expectation that he will be able to provide advice from a high-level position regarding improvements to management transparency and objectivity.
14. Ichiro Anjo is currently an outside Director, and at the conclusion of this meeting, his tenure as outside Director will have been one year.
15. The Company, based on the provisions of the Tokyo Stock Exchange, has reported Ichiro Anjo as an independent officer. If he is reelected, the Company plans to continue to report him as an independent officer. In addition, Atsuo Saka meets the requirements for independent officer under the provisions of the Tokyo Stock Exchange, and if he is elected, the Company plans to report him as an independent officer.
16. The term of office of Takashi Matsumoto will expire and he will retire at the conclusion of this meeting.

Proposal No. 4 Election of One Substitute Audit & Supervisory Board Member

In preparation for instances in which the number of Audit & Supervisory Board Members prescribed by laws and regulations is not met, we request the election of one substitute Audit & Supervisory Board Member.
In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.
The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Mitsuru Asai (July 14, 1951)	Apr. 1976 Joined Peat Marwick Mitchell Accounting Firm. Sep. 1985 Transferred to Minato Audit Firm Feb. 1991 Representative Partner of Century Audit Firm Sep. 1995 President-Director of KPMG Consulting Co., Ltd. Oct. 1999 President-Director KPMG Management Co., Ltd. Jan. 2000 Representative Partner of Ohta Showa Century Audit Firm (currently Ernst & Young ShinNihon LLC) July 2003 Representative Partner & Director of Azusa Audit Firm (currently KPMG Azusa LLC) Apr. 2006 Transferred to KPMG Business Assurance Co., Ltd. July 2009 Representative Partner of Azusa Audit Firm (currently KPMG Azusa LLC) July 2014 Representative of Mitsuru Asai Public Accounting Firm (current position) Mar. 2015 Director of Eneres Co., Ltd. (current position) June 2015 Auditor of Aisei Drugstore Inspector Co., Ltd. (current position) June 2015 Auditor of Kodensha Co., Ltd. (current position) [Significant concurrent positions outside the Company] Representative of Mitsuru Asai Public Accounting Firm Director of Eneres Co., Ltd. Auditor of Aisei Drugstore Inspector Co., Ltd. Auditor of Kodensha Co., Ltd.	–

Notes: 1. There is no special interest between the candidate and the Company.
2. Mitsuru Asai is a candidate for substitute outside Audit & Supervisory Board Member.
3. We request the election of Mitsuru Asai as substitute Outside Audit & Supervisory Board Member, as he will be able to strengthen the Company's auditing system based on his many years of experience in audit firms, etc.
4. In the event of Mitsuru Asai assumes office of an Audit & Supervisory Board Member, the Company will enter into an agreement with him which, based on the provisions of Article 427 paragraph 1 of the Companies Act, limits the liability to compensate for damages under Article 423 paragraph 1 of said Act to the minimum liability limit prescribed in Article 425 paragraph 1 of said Act. In addition, Mitsuru Asai meets the requirements for independent officer under the provisions of the Tokyo Stock Exchange, and if he assumes office of an Audit & Supervisory Board Member, the Company plans to report him as an independent officer.

Proposal No. 5 Decision of Remuneration for Directors of the Company to Grant Restricted Shares Thereto

1. Purpose for the introduction of the restricted-share remuneration plan, etc.
   The amount of remuneration for the Company's Directors (excluding the employee salaries of Directors who concurrently serve as employees) was set at not more than ¥400 million annually, which was approved at the 15th Annual General Meeting of Shareholders held on June 28, 2001. In addition, the amount of remuneration concerning subscription rights to shares as stock remuneration-type stock options for Directors of not more than ¥50 million annually, separately from the above remuneration, was approved at the 24th Annual General Meeting of Shareholders held on June 24, 2010.
   As part of a review of the officers' remuneration plan, the Company requests approval of the introduction of a restricted-share remuneration plan (hereinafter in this proposal, referred to as the "Plan") in order to newly grant restricted shares to its Directors (excluding outside Directors, hereinafter in this proposal, referred to as "Eligible Directors"), separately from the current remuneration amount, with the aim of giving incentives to Eligible Directors for sustainable growth in our corporate value and making Eligible Directors further share values with the Company's shareholders.
   The remuneration to be paid to Eligible Directors for granting restricted shares based on the Plan shall be monetary claims and its total amount shall be an amount deemed reasonable in light of the purpose mentioned above and not more than ¥150 million annually. Specific granting periods and distributions to each of the Eligible Directors shall be determined by a resolution of the Board of Directors. However, no remuneration for the purpose of granting restricted shares shall be paid to outside Directors.
   The above remuneration amounts do not include the employee salaries of Directors who concurrently serve as employees.
   Subject to approval of this proposal, the stock remuneration-type stock options for Directors, with the exception of those already granted, will be suspended, and going forward, no issuance of new subscription rights to shares as stock remuneration-type stock options for Directors will be performed.
   If Proposal No. 3: "Election of Ten Directors" is approved in its original form, the number of Eligible Directors will be eight.

2. Details of the Plan
   Eligible Directors shall pay all of the monetary remuneration claims to be paid based on the Plan in the form of property contributed in kind in accordance with a resolution of the Board of Directors of the Company and shall have the common shares of the Company be issued or disposed of. The total number of common shares of the Company to be issued or disposed of thereby shall be not more than 100,000 shares annually. (However, adjustments will be made, to a reasonable extent, to the total number of common shares of the Company if, on and after the day on which this proposal is approved and adopted, either a share split of common shares of the Company (including any allotment of common shares of the Company without contribution) or a share consolidation is carried out, or cause arises that necessitates adjusting the total number of common shares of the Company to be issued or disposed of as restricted shares.)
   The amount to be paid per share shall be determined by the Board of Directors of the Company based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately before each resolution concerning common shares of the Company to be issued or disposed of by the Board of Directors (if there is no closing price on such date, the closing price of the closest preceding trading day), which will be within the range not specially advantageous to Eligible Directors who shall have the common shares of the Company be issued or disposed of. For the issuance or disposal of the common shares of the Company based on the Plan, an agreement on allotment of the restricted shares that includes the following provisions (hereinafter in this proposal, referred to as the "Allotment Agreement") shall be entered into between the Company and each Eligible Director.

   (1) Restricted period
   The Eligible Director may not transfer, offer as security, or otherwise dispose of the common shares of the Company allotted under the Allotment Agreement (hereinafter in this proposal, referred to as the "Allotted Shares") for a period of a minimum of three years and a maximum of five years that starts from the day of allotment designated in the Allotment Agreement as determined in advance by the Board of Directors of the Company (hereinafter in this proposal, referred to as the "Restricted Period"). The

restriction described in the previous sentence will hereinafter be referred to as the "Restriction" in this proposal.

(2) Treatment on retirement from office

If an Eligible Director retires from the position of Director of the Company prior to expiration of the Restricted Period, the Company shall automatically acquire the Allotted Shares without contribution, except in the case of expiration of the term of office, death, or other justifiable grounds.

(3) Lifting of the restriction

Notwithstanding (1) above, the Company shall lift the Restriction on all Allotted Shares upon expiration of the Restricted Period, on the condition that the Eligible Director remained in the position of Director of the Company throughout the Restricted Period. If, however, the relevant Eligible Director retires from the position specified in (2) above prior to expiration of the Restriction Period as a result of expiration of the term of office, death, or other justifiable grounds specified in (2) above, the Company shall reasonably adjust the number of Allotted Shares upon which the Restriction is to be lifted and the timing of lifting of the Restriction as necessary (if the Allotment Agreement includes the lifting conditions according to the degree of attainment of performance specified in (5) below, the degree of attainment of performance specified in (5) below shall be taken into consideration).

4. Treatment during reorganization, etc.

Notwithstanding (1) above, if during the Restriction Period, matters related to a merger agreement in which the Company is the non-surviving company, a share exchange agreement, or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc., are approved by the Company's General Meeting of Shareholders (or a meeting of its Board of Directors in cases where the approval of the Company's General Meeting of Shareholders is not required in relation to the reorganization, etc.), the Restriction on the number of Allotted Shares reasonably determined considering the period from the beginning of the Restriction Period to the date of approval of the reorganization, etc., shall be lifted prior to the date on which the reorganization, etc., becomes effective, by resolution of the Board of Directors of the Company. In the cases specified above, the Company shall automatically acquire without contribution the Allotted Shares upon which the Restriction has not been lifted as of the time immediately after the Restriction was lifted.

5. Lifting conditions according to the degree of attainment of performance

The Company shall lift the Restriction on all or part of the Allotted Shares when the Restricted Period expires according to the degree of attainment of performance set in advance by the Board of Directors of the Company as necessary, subject to the lifting conditions related to the Restriction of the Allotted Shares.

6. Other matters to be determined by the Board of Directors of the Company

In addition to the above, the methods of expression of intent and notice under the Allotment Agreements, the method of revision of the Allotment Agreements, and other matters to be determined by the Board of Directors of the Company shall be specified in the Allotment Agreements.