Securities Code: 3445
March 7, 2025
(Effective date: March 5, 2025)

To our shareholders

1-47-1, Ohi, Shinagawa-ku, Tokyo
RS Technologies, Co.,Ltd.
President and Representative Director Nagayoshi Ho

# Notice of the 15th Annual General Meeting of Shareholders

We would like to express our gratitude for your continued support.
Our company hereby announces that the 15th Annual General Meeting of Shareholders will be held as described below.
The convocation of this Annual General Meeting of Shareholders will be provided electronically, and it will be electronically posted as "Notice of Convocation of the 15th Annual General Meeting of Shareholders" on the following website.

Our company website https://www.rs-tec.jp/ir/stock/meeting/

In addition to the above, it will also be posted on the following website.

Tokyo Stock Exchange website
(https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show)

Please access the above website, enter or search the Company's name or stock code, then select "Basic Information" and "Public Documents/PR Information" in that order.
In lieu of attending the meeting, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the Annual General Meeting of Shareholders listed in the "Matters to Be Provided Electronically" section, indicate your approval or disapproval of the proposals on the enclosed voting form, and exercise your voting rights by the close of business hours on Thursday, March 27, 2025 (6:00 PM).

1. Date and Time　Friday, March 28, 2025 at 10:00 AM (Reception: 9:30 AM)
2. Venue　4F, OURS INN HANKYU Twin Kan, 1-50-5 Ohi, Shinagawa-ku, Tokyo
3. Meeting Agenda

Matters to be reported　1. Business Report and Consolidated Financial Statements for the 15th (January 1, 2024 to December 31, 2024) and Report on the Audit Results of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

Matters to be reported　2. Non-consolidated Financial Statements for the 15th (January 1, 2024 to December 31, 2024)

Matters to be reported

| | |
|---|---|
| Proposal 1 | Approval of the Absorption-Type Company Split Agreement |
| Proposal 2 | Partial Amendments to the Articles of Incorporation |
| Proposal 3 | Election of Five (5) Directors (Excluding Directors who are Audit and Supervisory Committee Members) |

〈 Request 〉

◎When attending the meeting, please submit the enclosed voting form to the reception desk.
The reception desk is expected to be crowded just before the opening time, so please arrive early.
◎If you do not indicate your approval or disapproval of a proposal on the voting form, it will be deemed that you have indicated your approval.
◎To conserve resources, please bring this Notice of Convocation of the 15th Annual General Meeting of Shareholders with you when attending the meeting.

〈 Notice 〉

◎If any amendments are made, the amendments will be posted on each website.
◎There will be no social gathering after the Annual General Meeting of Shareholders.

Thank you for your understanding in advance.

# Reference Documents for the Annual General Meeting of Shareholders

Proposal and Reference Items

**Proposal 1**: Approval of the Absorption-type Company Split Agreement

1. Reason for the Absorption-type Company Split

Since its establishment, our company has adopted "Respect the global environment, earn the trust of the people, and be creative and challenge ourselves" as its management philosophy, and we have sought to expand its business scale by executing M & A strategies, targeting mainly on semiconductor-related businesses. Amid large-scale and rapid changes in each business environment, we have thus decided to transition to a holding company structure and we believe that the transition is the best way to achieve further growth for our group.

Under the holding company structure, we will build an organizational structure capable of flexibly responding to diversified management through M & A, alliances, and business portfolio optimization, and each operating company will aim to increase corporate value by making decisions with a sense of speed in response to changes in the business environment.

For the above purpose, the Company and RS Technologies Split Preparatory Company, a wholly owned subsidiary of the Company have decided to implement an absorption-type company split. As a result, RS Technologies Split Preparatory Company succeeds to rights and obligations related to our company's silicon wafer reclaimed business and machinery sales business, effective January 1, 2026, and has concluded an absorption-type company split agreement pertaining to the absorption-type company split on January 31, 2025.

This proposal requests approval of the contents of the absorption-type company split agreement described above.

As of the effective date of the absorption-type company split agreement, subject to approval of Proposal 2, “Partial Amendments to the Articles of Incorporation, ” the trade names of our company will be changed to “ RS Holdings Co., Ltd. ” and the split preparatory company will turn to be “RS Technologies Co.,Ltd. ” respectively.

2. Outline of the absorption-type company split agreement

Absorption-type Company Split Agreement (Copy)

RS Technologies Co., Ltd. (the "First Party") and RS Technologies Split Preparatory Company (the "Second Party") have entered into an absorption-type company split agreement (the "Agreement") with regard to the absorption-type company split (the "Split") in which the Second Party will succeed to the Business (as defined in Article 1.) of the First Party.

**Article 1 (Purpose and Form of Split)**

1. In accordance with the provisions of this Agreement, the First Party shall, through an absorption-type company split, transfer the rights and obligations of the reclaimed wafer business and machinery sales business ( "Business") described in Article 2, Paragraph 1. to the Second Party and the Second Party shall succeed to the Business.
2. The trade names and addresses of the Company Splitting in the Absorption-type Split and the Company Succeeding in the Absorption-type Split are as follows:

Company Splitting in the Absorption-type Company Split
Trade Name RS Technologies Co., Ltd.
Address: 1-47-1, Ohi, Shinagawa-ku, Tokyo, 140-0014, JAPAN
Company Succeeding in the Absorption-type Company Split
Company Name RS Technologies Split Preparatory Company
Address: 1-47-1, Ohi, Shinagawa-ku, Tokyo, 140-0014, JAPAN

**Article 2 (Rights and Obligations to be Succeeded)**

1. The First Party shall have the assets, obligations, contracts, and other rights and obligations related to the Business (the details of which are set forth in the separate "Schedule of Rights and Obligations to be Succeeded") and the Business shall be succeeded to by the Second Party on the Effective Date, and the Second Party shall succeed to the Business.
It should be noted that rights and obligations that require permission or other approval from relevant government agencies or other relevant parties to be transferred shall be succeeded on the condition that such permission or other approval can be obtained by the effective date.
In addition, among the rights and obligations to be succeeded as described in Exhibit 1 "Succession Rights Schedule of Obligations". In case that there are any rights and obligations which shall not be transferred as a result of the Split, the First Party and the Second Party shall separately carry out necessary procedures for the transfer of such rights and obligations, and upon the completion of such procedures, such rights and obligations shall be transferred.
2. Obligations to be succeeded to the Second Party from the First Party pursuant to the preceding paragraph shall be assumed by the Second Party without compensation. In the event that the First Party has performed or otherwise assumed the obligations to be succeeded to the Second Party (including, but not limited to, performing or otherwise assuming the obligations pursuant to Article 759, Paragraph 2 of the Companies Act), the First Party may seek reimbursement from the Second Party for the full amount of such obligations.

**Article 3 (Delivery of Consideration for Split and Allotment thereof)**

No shares, money or other assets shall be allotted or delivered through the Split.

**Article 4 (Effective Date)**

This shall be the effective date of the Split. However, in the event that it becomes necessary to change

the Effective Date due to the necessity of proceeding with the procedures of the Split or other circumstances, the Effective Date may be changed by mutual agreement in writing after consultation between the First Party and the Second Party.

**Article 5 (Resolution for Approval of Split, etc.)**
1. The First Party shall hold an annual general meeting of shareholders no later than the day before the Effective Date, and shall seek approval of the Agreement and the Split by resolution of the general meeting of shareholders.
2. Pursuant to the provisions of Article 796, Paragraph 1 of the Companies Act, The Second Party shall implement the Split without obtaining approval of the annual general meeting of shareholders for the Agreement.
3. The First Party and the Second Party shall carry out creditor protection procedures and other procedures required by relevant laws and regulations at appropriate times.

**Article 6 (Obligation of due care by a prudent manager)**
After the execution of this Agreement, the First Party shall manage and operate the Business with the due care of a prudent manager until the Effective Date.

**Article 7 (Obligation not to compete)**
Even after the Effective Date, the First Party shall not have the obligation not to compete in relation to the Business pursuant to Article 21 of the Companies Act.

**Article 8 (Change of Split Terms)**
During the period from the date of execution of this Agreement to the Effective Date, in the event that acts of God or other force majeure causes a material impact on the Business or on the assets, liabilities stipulated in this Agreement, the both parties may, through mutual agreement, change the terms and conditions set forth in this Agreement or terminate this Agreement.

**Article 9 (Effect of this Agreement)**
If the approval of the supervisory authorities etc required by applicable laws and regulations is not obtained by January 1, 2026, the First Party and the Second Party may terminate this Agreement by notifying the other party.

**Article 10 (Matters to be Considered)**
In addition to what is provided for in this Agreement, matters necessary for the Split shall be determined through mutual consultation between the First Party and the Second Party.

In witness of the above agreement, this Agreement shall be executed in duplicate and each Party shall own one copy of this Agreement, with the name and seal affixed by the First Party and the Second Party respectively.

January 31, 2025

1 – 47 – 1 Ohi , Shinagawa-ku, Tokyo, 140-0014, JAPAN
RS Technologies, Co.,Ltd.
Nagayoshi Ho, President and Representative Director

1 – 47 – 1 Ohi , Shinagawa-ku, Tokyo, 140-0014, JAPAN
RS Technologies Split Preparatory Company
Nagayoshi Ho, President and Representative Director

**(Exhibit 1)**

Schedule of Succession Rights and Obligations

Assets, obligations, employment contracts and other rights and obligations to be succeeded to the Second Party from the First Party on the Effective Date are as follows. The assets and liabilities shall be determined based on the First Party's balance sheet as of September 30, 2024, and shall be determined by adding the increase or the decrease up to the day before the Effective Date.

1. Assets to be Succeeded

The following assets related to the Business.

Provided, however, that in accordance with the following "3. Employment contract to be succeeded" and "4. Contractual Status to be Succeeded and the Contract of Rights and Obligations Based on the Agreement excluding employment contracts", the assets related to the Contractual Status and the rights and obligations incidental thereto which shall not be succeeded by the First Party to the Second Party, and the assets which clarified in writing and agreed between the First Party and the Second Party are excluded.

(1) Current assets

The following current assets related to the Business as of the Effective Date

(Time deposits, short-term loans to affiliated companies, accrued interest, accrued deposits, deposits, excluding consumption taxes receivable, etc.) Cash deposits, electronically recorded receivables, accounts receivable, products, work in process, supplies, raw materials, auxiliary materials, commodities, advances, prepaid expenses, advances, etc.

(2) Property, plant and equipment

The following property, plant and equipment related to the Business as of the Effective Date:

Buildings, building-attached equipment, structures, machinery, vehicles, vehicles, tools, equipment, Leased assets, land, construction in progress, etc.

(3) Intangible assets

The following intangible assets related to the Business as of the Effective Date (Excluding patent rights.)

Software, software in progress, etc.

(4) Investments, etc.

The following investments, etc. related to the Business as of the Effective Date

Security deposit, deposit, insurance reserve, security deposit, etc.

2. Liabilities to be succeeded

The following liabilities related to the Business.

Provided, however, that in accordance with the following "3. Employment contract to be succeeded" and "4. Contractual Status to be Succeeded and the Contract of Rights and Obligations Based on the Agreement excluding employment contracts", the liabilities related to the Contractual Status and the rights and obligations incidental thereto which shall not be succeeded by the First Party to the Second Party, and the liabilities which clarified in writing and agreed between the First Party and the Second Party are excluded.

(1) Current liabilities
Current liabilities related to the Business as of the Effective Date
(Long-term borrowings due within one year, short-term borrowings, and short-term borrowings from affiliated companies, excluding accrued interest, accrued income taxes, accounts payable (personal relationship), and accrued dividends)
Accounts payable, short-term lease obligations, accounts payable, deposits, suspense receipts, allowance for bonuses, accrued expenses, contractual liabilities, etc.

(2) Non-current liabilities
The following non-current liabilities related to the Business as of the Effective Date (Excluding long-term borrowings.)
Long-term lease obligations, etc.

3. Employment Contracts to be Succeeded
Employment Contracts pertaining to all workers who are mainly engaged in the Business and all rights and obligations under these contracts.
Provided, however, that employment contracts with a person who has separately agreed in writing with the First Party and the Second Party are excluded.

4. Contractual positions to be succeeded and rights and obligations under such contracts (Excluding employment contracts.)
All contractual positions related to the Business and all rights and obligations under such contracts Business. Provided, however, that the contractual positions and right and obligations which are not transferable and these with a separate agreement clarified in writing between the First Party and the Second Party is excluded.

3. Outline of the matters listed in Article 183 of the Ordinance for Enforcement of the Companies Act

(1) Matters concerning the appropriateness of the provisions concerning the matters listed in Article 758, Item 4 of the Companies Act

Since the Absorption-type Company Split is an absorption-type company split between wholly owned parent and subsidiary companies, no consideration for the split will be provided. There will be no increase in the stated capital and capital reserve of the Succeeding Company due to the Absorption-type Company Split.

(2) Details of the balance sheet as of the date of incorporation of the Succeeding Company

The Succeeding Company is a company established on January 15, 2025 and has no final business year because its first business year has not yet ended. Details of the balance sheet as of the date of incorporation of the Succeeding Company are as follows:

(millions of yen)

| Subject | Amount | Subject | Amount |
|---|---|---|---|
| (Assets) | | (Net assets) | |
| Current assets | | Shareholders' equity | |
| Cash and deposits | 90 | Capital | 90 |
| Total assets | 90 | Total liabilities and net assets | 90 |

(3) Disposal of important assets after the date of incorporation of the succeeding company, assumption of significant liabilities and other events that have a material impact on the status of the company's assets

Not applicable.

(4) Disposition of important assets after the last day of our company's business year, assumption of significant obligations, and other events that have a material impact on the status of our company's assets

Not applicable.

**Proposal 2: Partial Amendments to the Articles of Incorporation**

1. Reason for Proposal

As stated in Proposal 1, "Approval of an Absorption-Type Company Split Agreement," our company plans to transition to a holding company structure on January 1, 2026 (scheduled). Accordingly, the trade name of our company will be changed to "RS Holdings Co., Ltd." and the business purpose of our company will be also changed. This amendment to the Articles of Incorporation shall become effective on the effective date of the Absorption-Type Company Split (January 1, 2026), subject to the approval of Proposal 1, "Approval of an Absorption-Type Company Split Agreement" and the effectuation of the Absorption-Type Company Split.

2. Details of the amendment

Details of the amendment are as follows. (Underlines indicate changes.)

| Current Articles of Incorporation | Proposed Amendment |
|---|---|
| (Company Name)<br>Article 1 The Company shall be referred to as RS Technologies Co., Ltd. | (Trade name)<br>Article 1 The Company shall be referred to as RS Holdings Co., Ltd. |
| (Purpose)<br>Article 2 The purpose of the Company is to engage in the following businesses. | (Purpose)<br>Article 2 The purpose of the Company is to engage in the following businesses and to control or manage the business activities of companies (including foreign companies.) and other corporations, etc. engaged in the following businesses by holding shares or equity interests. |
| 1.~14. (Omitted) | 1.~14. (Unchanged) |
| (Newly established) | 15. Debt Guarantee and Credit Guarantee Business |
| 15. All businesses incidental to or related to the preceding items | 16. All business incidental to or related to the preceding items |
| (Newly established) | Supplementary Provisions<br>(Transitional Measures Concerning Change of Trade Name and Purpose)<br>Article 3 Amendments to Article 1 (Trade Name) and Article 2 (Purpose) of the Articles of Incorporation shall become effective on January 1, 2026. These Supplementary Provisions shall be deleted after the effective date. |

**Proposal 3: Election of Five (5) Directors (Excluding Directors who are Audit and Supervisory Committee Members.)**

The terms of office of all five (5) Directors (Excluding Directors who are Audit and Supervisory Committee Members. The following is the same in this proposal.) will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of five (5) Directors.

The candidates for Director are as follows.

| Candidate Number | Name (Date of Birth) | Career summary, position, responsibilities and significant concurrent positions | Owned Number of shares in our company |
|---|---|---|---|
| 1 | Nagayoshi Ho (October 13, 1970) | 1999 Jan Establishment of EIKI SHOJI Co.,Ltd.<br>2006 Sep President of EIKI SHOJI Co.,Ltd.<br>2010 Jan President of RS Technologies Co., Ltd. (to the present)<br>2015 Dec Director of RSTEC Semiconductor Taiwan Co., Ltd. (to the present)<br>2018 Jan Director of Beijing GRINM RS Semiconductor Materials Co., Ltd. (to the present)<br>2021 May Director of GRINM Semiconductor Material Co., Ltd. (GRITEK) (to the present) | 2,075,365 shares |
| | [Reasons for nomination as a candidate for Director]<br>Nagayoshi Ho has contributed to the expansion of business for many years as President of RS Technologies Co., Ltd. The Company continues to nominate him as a candidate for Director with the expectation that he will make full use of his knowledge and experience to further develop our group's business through his abundant track record and leadership as President. | | |

<table>
<tr><th>Candidate Number</th><th>Name<br>Date of birth</th><th>Career summary, position, responsibilities, and significant concurrent positions</th><th>Owned Number of shares in our company</th></tr>
<tr><td rowspan="2">2</td><td>Satoru Endo<br>(March 27, 1971)</td><td>1991 Apr Joined Rasa Industries, Ltd.<br>2011 Jan General Manager of Manufacturing at RS Technologies Co., Ltd.<br>2017 Apr Director (to the present)</td><td>135,704 shares</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Director]<br>Satoru Endo has abundant business experience, mainly in the fields of technology and sales, and has contributed to the expansion of our business over many years. He plays a key role at our group in terms of technology, and the Company expects him to fully utilize his knowledge and experience for further business development at our group, and continues to nominate him as a candidate for Director.</td></tr>
<tr><td rowspan="2">3</td><td>Issei Osawa<br>(September 23, 1978)</td><td>2006 Sep Joined EIKI SHOJI Co.,Ltd.<br>2012 Nov Joined RS Technologies Co., Ltd. as a Sales Manager<br>2017 Apr Appointed Executive Officer of RS Technologies Co., Ltd.<br>2022 Mar Appointment as RS Technologies' Senior Executive Officer<br>2023 Mar Director (to the present)</td><td>125,340 shares</td></tr>
<tr><td colspan="3">[Reasons for nomination as a candidate for Director]<br>Issey Osawa has abundant business experience, mainly in the sales field, and has contributed to the expansion of business over many years. He plays a central role at our group in sales, and the Company expects him to fully utilize his knowledge and experience for further business development of our group in the future, and is nominating him as a candidate for Director again.</td></tr>
</table>

| Candidate Number | Name<br>Date of birth | Career summary, position, responsibilities, and significant concurrent positions | Owned Number of shares in our company |
|---|---|---|---|
| 4 | Kiyohide Tomatsu<br>(April 1, 1974) | 1998 Apr Joined Kinsho Mataichi Co., Ltd. (currently Mitsubishi Corporation RtM Japan Ltd.)<br>2002 Feb Joined Shinkawa Co., Ltd. (currently Yamaha Robotics Holdings Co., Ltd.)<br>2020 Jul Joined Kiraboshi Bank, Ltd.<br>2023 May Appointed Executive Officer of RS Technologies Co., Ltd<br>2024 Mar Director of RS Technologies Co., Ltd, General Manager of Corporate Strategy Division and General Manager of Corporate Administration Division (to the present)<br>2024 Dec Director of RS Precision Device Huizhou (to the present) | 331 shares |
| | [Reasons for nomination as a candidate for Director]<br>Kiyohide Tomatsu has a wealth of work experience in administrative departments such as personnel affairs, finance, accounting, and business planning at trading companies, semiconductor equipment manufacturers, and financial institutions. He is currently in charge of formulating our group's management strategy and strengthening its management structure. The Company expects that he will fully utilize his knowledge and experience for further business development of our group, and continues to nominate him as a candidate for Director. | | |

| Candidate Number | Name<br>Date of birth | Career summary, position, responsibilities, and significant concurrent positions | Owned Number of shares of our company |
|---|---|---|---|
| 5 | Taro Izawa<br>(January 12, 1957) | 1981 Apr Joined TOPPAN Inc.<br>2011 Jun Appointed Director of TOPPAN Inc.<br>2013 Jun Appointed Managing Director of TOPPAN Inc.<br>2019 Jun Appointed Senior Advisor of TOPPAN Inc.<br>2021 Jun Retirement of Senior Advisor<br>2024 Mar Outside Director of RS Technologies Co.,Ltd (to the present) | 1,000 shares |
| | [Reasons for nomination as candidate for Outside Director]<br>Taro Izawa has long been involved in manufacturing, technology, and research and development in the electronics business field, particularly in the fields of semiconductors, displays, and new businesses, and has abundant management experience and many track record. From the perspective of sustainable growth and enhancement of corporate value at our group, the Company expects that he will contribute to strengthening the management oversight function, including advising growth strategies for global business development, and continues to nominate him as a candidate for Outside Director. | | |

(Note)

1. There are no special interests between the candidates for Director and our company.

2. Nagayoshi Ho, a candidate for Director, controls the management of our company.

3. Our company has entered into a liability insurance contract for officers, etc., as prescribed in Article 430, Paragraph 3, Paragraph 1 of the Companies Act with an insurance company to cover damages (including legal fees.) incurred by the insured in connection with the execution of his/her duties as an officer, etc. (includes inaction.) or in connection with a claim for pursuing such liability. If the election of each of the above candidates is approved, each of the above candidates will be included as insured persons under the insurance contract. The Company plans to renew the policy with the same content at the next renewal.

4. If the election of Taro Izawa is approved at this Annual General Meeting of Shareholders, the Company plans to continue to notify him as an independent officer pursuant to the provisions of the Tokyo Stock Exchange.

5. Our company's current Articles of Incorporation stipulate that it may enter into an agreement with directors (excluding those who are Executive Directors, etc.) to limit their liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act to the minimum liability amount specified by laws and regulations. If the election of Taro Izawa, who has entered into this agreement, is approved, our company plans to continue the same agreement.

6. The term of office of Taro Izawa as Outside Director of our company will be one year at the conclusion of this Annual General Meeting of Shareholders.