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Securities code: 6613

June 4, 2025

(Starting date of the measures for electronic provision: June 2, 2025)

**To Shareholders with Voting Rights:**

Osamu Nagao  
President and CEO  
QD Laser, Inc.  
1-1 Minamiwatarida-cho,  
Kawasaki-ku, Kawasaki,  
Kanagawa, Japan

**NOTICE OF  
THE 19TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

Please be informed that the 19th Annual General Meeting of Shareholders of QD Laser, Inc. (the “Company”) will be held as described below.

The Company has taken measures for the electronic provision in convening this General Meeting of Shareholders and posted the matters to be provided electronically on the following website as “Notice of the 19th Annual General Meeting of Shareholders.”

- The Company’s website: <https://www.qdlaser.com/en/ir/meeting/>

In addition to the above, the materials to be provided electronically are disclosed on the following websites. To view the information thus disclosed on the Tokyo Stock Exchange’s website, please access the website below, search for us by entering our issue name (QD Laser) or securities code (6613), and select “Basic information” and then “Documents for public inspection/PR information.”

- Tokyo Stock Exchange’s website:

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

- *Netto de Shoshu* website: <https://s.srdb.jp/6613/>

Shareholders who have requested the provision of a paper copy will receive one that contains the matters to be provided electronically as well. Pursuant to laws and regulations and provisions of Article 15 of the Articles of Incorporation of the Company, the following matter is not contained in said documents.

As such, said documents form a part of the documents audited by the Audit Committee and the Accounting Auditor in preparing the Audit Report.

- Notes to Financial Statements

You may exercise your voting rights by postal mail using the enclosed Voting Rights Exercise Form or via the Internet (see pages 4 and 5, in Japanese only). Please review the Reference Documents for the General Meeting of Shareholders included in the matters to be provided electronically and exercise your voting rights by Monday, June 23, 2025, 5:30 p.m. Japan time.

**1. Date and Time:** Tuesday, June 24, 2025 at 10:00 a.m. Japan time  
(Reception desk opens at 9:00 a.m.)

**2. Place:** G303/304, 3rd Floor, PACIFICO Yokohama North  
1-1-2, Minato Mirai, Nishi-ku, Yokohama, Kanagawa, Japan  
\* The venue is different from last year. Please refer to the “Map to the Venue of the General Meeting of Shareholders” at the end of the Japanese version of this document for details.

**3. Meeting Agenda:**

**Matters to be reported:** The Business Report and Financial Statements for the Company’s 19th Fiscal Year (April 1, 2024 - March 31, 2025)

**Proposals to be resolved:**

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|--------------------|--|
| <b>Proposal 1:</b> | Partial Amendments to the Articles of Incorporation  |
| <b>Proposal 2:</b> | Election of Three (3) Directors (Excluding Directors Who Are Members of the Audit Committee) |
| <b>Proposal 3:</b> | Election of Three (3) Directors Who Are Members of the Audit Committee                       |

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- If you will be attending the meeting on the day, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - Any revisions to the matters to be provided electronically will be posted on the relevant websites.
  - There will be no souvenirs provided on the day of the Annual General Meeting of Shareholders. We appreciate your understanding on this matter.

# Reference Documents for the General Meeting of Shareholders

## Proposal 1: Partial Amendments to the Articles of Incorporation

### 1. Reasons for Proposal

With the relocation of its Laser Device Division to realize stable environment for production and improve its production capacity, the Company shall relocate its head office from the current location.

With the relocation of head office, the “Location of Head Office” provided in Article 3 of current Articles of Incorporation of the Company shall be amended from “Kawasaki-ku, Kawasaki-city, Kanagawa” to “Yokohama-city, Kanagawa.”

In line with this amendment, the supplementary provisions providing that the amendment to Article 3 shall come into effect on the head office relocation date which shall be decided by the Board of Directors to be held by April 30, 2026 (the “Effective Date”) shall be stipulated. These supplementary provisions shall be deleted after the Effective Date.

### 2. Details of Amendments

The details of the amendments are as follows.

(Changes are indicated by underline.)

Current Articles of Incorporation	Proposed Amendments
Article 3 (Location of Head Office) The head office of the Company shall be situated at <u>Kawasaki-ku, Kawasaki-city</u> , Kanagawa, Japan.  (Newly established)	Article 3 (Location of Head Office) The head office of the Company shall be situated at <u>Yokohama-city</u> , Kanagawa, Japan.  (Supplementary provisions) <u>The amendment to Article 3 of the Articles of Incorporation shall come into effect on the head office relocation date which shall be decided by the Board of Directors to be held by April 30, 2026 (the “Effective Date”). These supplementary provisions shall be deleted after the Effective Date.</u>

**Proposal 2: Election of Three (3) Directors (Excluding Directors Who Are Members of the Audit Committee)**

The terms of office of all three (3) Directors (excluding Directors who are members of the Audit Committee) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Directors (excluding Directors who are members of the Audit Committee).

Concerning this proposal, the Audit Committee of the Company has judged that all the candidates for Directors (excluding Directors who are members of the Audit Committee) are qualified.

The candidates for Directors (excluding Directors who are members of the Audit Committee) are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Kiyoshi Okubo (February 18, 1968)  <u>Reappointment</u>	<p>April 1992      Joined Mitsui &amp; Co., Ltd.</p> <p>April 2006      Director, the Company (to 2010)</p> <p>July 2006      General Manager, Investment Business Department, Corporate Investment Development Division, Financial Markets Business Unit, Mitsui &amp; Co., Ltd.</p> <p>November 2010      JA MITSUI LEASING, LTD.</p> <p>January 2013      General Manager, Financial and New Business Department, Singapore Branch, Mitsui &amp; Co. (Asia Pacific) Pte. Ltd.</p> <p>April 2017      General Manager, Asset Management Business Department, Financial Business Division, Corporate Development Business Unit, Mitsui &amp; Co., Ltd.</p> <p>June 2020      President &amp; CEO, Mitsui &amp; Co Global Investment, Inc.</p> <p>January 2025      Executive Officer (COO), the Company (current position)</p>	-
2	Osamu Nagao (January 27, 1960)  <u>Reappointment</u>	<p>April 1982      Joined Mitsui &amp; Co., Ltd.</p> <p>July 2005      President &amp; CEO, MVC Corporation (currently Mitsui &amp; Co. Global Investment, Inc.)</p> <p>April 2006      Director, the Company (to 2009)</p> <p>October 2009      General Manager, Principal Investment Division, Financial and New Business Unit, Mitsui &amp; Co., Ltd.</p> <p>April 2012      Senior Vice President, Mitsui &amp; Co. (U.S.A.), Inc. and Head, Corporate Planning Division, Americas Business Unit, Mitsui &amp; Co.</p> <p>April 2015      Advisor, HOB Co., Ltd.</p> <p>March 2018      President &amp; CEO, Infomart Corporation</p> <p>January 2022      Chairman and Director</p> <p>April 2024      Director (current position)</p> <p>June 2024      President and CEO, the Company (current position)</p>	5,000

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Kaoru Hatano (January 19, 1977)  <div>Reappointment</div>	<p>April 2001      Joined Semiconductor Energy Laboratory Co., Ltd.</p> <p>April 2013      Joined Thomson Reuters KK (currently Clarivate Analytics (Japan) Co., Ltd.)</p> <p>May 2017        Jointly founded Section C Co., Ltd.</p> <p>October 2019    Jointly founded Cardio Intelligence Inc.</p> <p>July 2021        Department of Intellectual Property &amp; New Business Development</p> <p>July 2021        Specially appointed professor, Tohoku University (current position)</p> <p>June 2022        Director, the Company (current position)</p> <p>July 2023        R&amp;D Department, Cardio Intelligence Inc. (current position)</p> <p>January 2025    Executive Officer, Hisano Juku (general incorporated association) (current position)</p>	2,656

Notes: 1. There are no special interests between any of the candidates and the Company.

2. Kaoru Hatano is a candidate for Outside Director.
3. Kiyoshi Okubo was nominated as a candidate for Director as he has experience of being a corporate manager at multiple investment corporations. He can be expected to contribute to the improved corporate value of the Company into the future as he has demonstrated his ability in various fields, such as business strategy planning, execution and management improvement of the companies at the stage of growth including the Company's start-up, and he is deemed to be qualified for the position of Director.
4. Osamu Nagao has served corporate managers at multiple corporations, has demonstrated his ability in various fields, such as planning and implementation of business strategy and management improvement of the companies at the stage of growth including the Company's start-up, and after that has assumed the position of President and CEO and has fulfill his important roles in deciding the Company's policies. The Company has thus judged that he can continue to contribute to the improved corporate value of the Company and he is qualified for the position of Director. The Company has thus nominated him as a candidate for Director.
5. Kaoru Hatano was nominated as a candidate for Outside Director as she has experience in intellectual property affairs at multiple research and development companies and foundation of companies. As she can be expected to contribute to enhancement of the Company's corporate value from the intellectual property aspect and is deemed to be qualified for the position of Outside Director, she has been nominated. She will have been in office as Outside Director of the Company for 3 years at the conclusion of this General Meeting.
6. The Company has entered into a Directors and Officers liability insurance contract (D&O insurance) with an insurance company. Under the said insurance contract, Directors shall be covered for liability borne from the performance of their duties or for damages arising from claims in pursuit of that liability to be borne by insured persons. The Company intends to renew the said contract. Each candidate is to be included as an insured person under the said insurance contract.
7. The Company has entered into an agreement with Outside Directors to limit their liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act, in accordance with provisions of Article 427, Paragraph 1 of the same Act. If the election of Kaoru Hatano as Outside Directors is approved, the Company intends to continue the above agreement with her. In addition, the maximum amount of liability for damages under the said agreement is the minimum amount of liability stipulated by laws and regulations.

8. The Company has submitted a notice to the Tokyo Stock Exchange designating Kaoru Hatano as Independent Director as stipulated in the said exchange's Securities Listing Regulations. If her election is approved, the Company intends to continue designating her as Independent Director.
9. Regarding the criteria used in electing Independent Outside Directors of the Company, with reference to the criteria for independence stipulated by the Tokyo Stock Exchange, the Company has ensured that there are no interests between the candidate and the Company, and there is no risk of a conflict of interest between the candidate and general shareholders.
10. The number of shares of the Company held states the figure as of March 31, 2025.

**Proposal 3: Election of Three (3) Directors Who Are Members of the Audit Committee**

The terms of office of all three (3) Directors who are members of the Audit Committee will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Directors who are members of the Audit Committee.

The Audit Committee has given its consent to this proposal.

The candidates for Directors who are members of the Audit Committee are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Satoru Uchida (June 1, 1955)  <u>Reappointment</u>	April 1979      Joined Nippon Oil Corporation July 2004      Director, Lubricant Business Division, Lubricant Business Headquarters, Nippon Oil Corporation April 2008      Director, Overseas Business Division, International Business Headquarters October 2010    Executive Officer, Director, Overseas Business Division, International Business Headquarters, JX Nippon Oil & Energy Corporation April 2011      Executive Officer, Americas, JX Nippon Oil & Energy Corporation, concurrently CEO, JX Nippon Oil & Energy USA Inc. April 2013      Executive Officer, concurrently Group CIO, JX Holdings, Inc. April 2014      President, JX IT Solution, Inc. May 2021      External Advisor, Special Corporation Sales Headquarters, PERSOL TEMPSTAFF CO., LTD. June 2021      Executive Advisor, knowledge piece Inc. June 2023      Director who is a member of the Audit Committee, the Company (current position)	4,688
2	Hiroki Mori (September 29, 1986)  <u>Reappointment</u>	December 2012    Registered as an attorney-at-law Joined Kohwa Sohgo Law Offices May 2015      Securities Inspector, Securities Transactions Inspectors Division, Kanto Local Finance Bureau, the Ministry of Finance July 2017      Wholesale Compliance Division, Mizuho Securities Co., Ltd. March 2018      Company IPO Investment Bank Headquarters, SMBC Nikko Securities Inc. October 2020    Partner, Kohwa Sohgo Law Offices (current position) June 2021      Director who is a member of the Audit Committee, the Company (current position)	2,656

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Osamu Matsushita (November 27, 1961)  <div>New appointment</div>	<p>October 1986      Joined Audit department, Arthur Andersen &amp; Co.</p> <p>October 1998      Partner</p> <p>July 2002          Representative Partner, Asahi Audit Corporation (currently KPMG AZSA LLC)</p> <p>July 2005          Deputy Head, Transaction Service</p> <p>July 2007          Partner, KPMG FAS Co., Ltd.</p> <p>July 2007          National Head, Transaction Service, KPMG Japan</p> <p>July 2012          Director and Partner, KPMG FAS Co., Ltd.</p> <p>October 2014      National Head, Industrial Manufacturing, KPMG Japan</p> <p>July 2019          Co-Managing Partner, KPMG FAS Co., Ltd.</p> <p>February 2023    COO, KPMG Japan</p> <p>July 2024          Representative, Matsushita Osamu CPA Office (current position)</p>	-

- Notes:
1. There are no special interests between any of the candidates and the Company.
  2. Satoru Uchida, Hiroki Mori and Osamu Matsushita are candidates for Outside Directors.
  3. Satoru Uchida was nominated as a candidate for Outside Director who is a member of the Audit Committee, as he has served as senior managers at multiple companies both in Japan and abroad. Based on his knowledge and experience, if he participates in deliberations and resolutions at the Company, which serves corporate customers in the U.S., Europe, China, and elsewhere, as a member of the Board of Directors with voting rights, he can be expected to contribute to ensuring the transparency, objectivity, and appropriateness of management. Therefore, the Company has nominated him for the position of Outside Director who is a member of the Audit Committee. He is currently an Outside Director who is a member of the Audit Committee of the Company, and he will have been in office for 2 years at the conclusion of this General Meeting.
  4. Hiroki Mori was nominated as a candidate for Outside Director who is a member of the Audit Committee as he has many years of experience as an attorney, and is equipped with the experience and insight as a Securities Inspector of Securities Transactions Inspectors Division at Kanto Local Finance Bureau, the Ministry of Finance. Based on his knowledge and experience, if he participates in deliberations and resolutions as a member of the Board of Directors with voting rights, he can be expected to contribute to ensuring the transparency, objectivity, and appropriateness of management. Therefore, the Company has nominated him for the position of Outside Director who is a member of the Audit Committee. Although previously, he has not been directly involved in corporate management, for the reasons above, the Company deemed that he is qualified for the position of Outside Director who is a member of the Audit Committee. He is currently an Outside Director who is a member of the Audit Committee of the Company, and he will have been in office for 4 years at the conclusion of this General Meeting.
  5. Osamu Matsushita was nominated as a candidate for Outside Director who is a member of the Audit Committee, as he has deep insight in finance and accounting gained through his many years of experience as a certified public accountant. Based on his knowledge and experience, if he participates in deliberations and resolutions at the Company as a member of the Board of Directors with voting rights, he can be expected to contribute to ensuring the transparency, objectivity, and appropriateness of management. Therefore, the Company has nominated him for the position of Outside Director who is a member of the Audit Committee.
  6. The Company has entered into a Directors and Officers liability insurance contract (D&O insurance) with an insurance company. Under the said insurance contract, Directors, who are the



insured persons, shall be covered for liability borne from the performance of their duties or for damages arising from claims in pursuit of that liability. The Company intends to renew the said contract. Each candidate is to be included as an insured person under the said insurance contract.

7. The Company has entered into an agreement with Outside Directors to limit their liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act, in accordance with provisions of Article 427, Paragraph 1 of the same Act. If the election of Satoru Uchida and Hiroki Mori as Outside Directors who are members of the Audit Committee is approved, the Company intends to continue the above agreement with them. If the election of Osamu Matsushita as an Outside Director who is a member of the Audit Committee is approved, the Company intends to enter into the above agreement with him. In addition, the maximum amount of liability for damages under the said agreement is the minimum amount of liability stipulated by laws and regulations.
8. The Company has submitted notices to the Tokyo Stock Exchange designating Satoru Uchida and Hiroki Mori as Independent Directors as stipulated in the said exchange's Securities Listing Regulations. If their election is approved, the Company intends to continue designating them as Independent Directors. If the election of Osamu Matsushita is approved, the Company intends to submit a notice to the said exchange designating him as an Independent Director.
9. Regarding the criteria used in electing Independent Outside Directors of the Company, with reference to the criteria for independence stipulated by the Tokyo Stock Exchange, the Company has ensured that there are no interests between the candidate and the Company, and there is no risk of a conflict of interest between the candidate and general shareholders.
10. The number of shares of the Company held states the figure as of March 31, 2025.

<Reference> Skills Matrix

The skills matrix that lists the knowledge, experience, abilities, etc. possessed by each Director if the Proposal 2 and Proposal 3 are approved is as follows.

Name	Positions	Corporate management/ Management strategy	Development / Technology	Sales/ Marketing	Internationality / Diversity	Financing/ Accounting/ Response to market	M&A/ Strategic Investment	Legal affairs/ Risk management
Kiyoshi Okubo	Director	○	○		○	○	○	
Osamu Nagao	Director	○			○	○	○	○
Kaoru Hatano	Director (Outside)		○	○	○			
Satoru Uchida	Director, Member of the Audit Committee (Outside)	○		○	○			
Hiroki Mori	Director, Member of the Audit Committee (Outside)							○
Osamu Matsushita	Director, Member of the Audit Committee (Outside)	○			○	○	○	

\* “Governance” is not indicated in this table as it is required of all Directors.