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Security Code 6627

March 6, 2024

Commencement Date for Electronic Provision Measures February 29, 2024

Dear Shareholders,

Tsuyoshi Yokoyama
Director and
Representative Executive Officer
Tera Probe, Inc.
2-7-17, Shin-Yokohama, Kohoku-ku,
Yokohama, Kanagawa 222-0033, Japan

Convocation Notice of 19th Annual General Meeting of Shareholders

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

We hereby notify you of our 19th Annual General Meeting of Shareholders to be held as follows.

We take an electronic provision measures for this meeting of shareholders under which the “Convocation Notice of 19th Annual General Meeting of Shareholders” is posted at the website below as the Electronic Provision Measures Matters:

Our website: https://www.teraprobe.com/ir/stock_information/
and, on the following website:

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

Please access those websites above, search by the company name or security code and click “Basic Information”, “Documents for public inspection/PR information” to browse the documents.

If you will not attend the meeting in person, you can exercise your voting right in writing or via the internet. Please refer to the Shareholders Meeting Reference Documents in the Electronic Provision Measures Matters and exercise your voting right by 5:15 p.m. on March 27, 2024, Thursday.

1. Date March 28, 2024, Thursday 10:00 a.m.
2. Venue Shin-Yokohama Grace Hotel, Room Grace (West) on 3F
3-6-15, Shin-Yokohama, Kohoku-ku, Yokohama, Kanagawa
(Please refer to the map at the end of this booklet.)
3. Agenda
 - Items to be reported
 1. Report on the Business Report, the Consolidated Financial Statements and the Audit Results on the Consolidated Financial Statements by the accounting auditor and the audit committee for the FY2023 (from January 1, 2023 to December 31, 2023).
 2. Report on the Financial Statements for the FY2023 (from January 1, 2023 to December 31, 2023)
 - Proposal to be resolved
 - Proposal Election of eight (8) directors

4. Exercise of Voting Rights

(1) In writing

Please indicate your approval or disapproval of the proposal on the enclosed voting form and return it so that it arrives no later than 5:15 p.m. on March 27, 2024, Wednesday.

(2) Via the internet

If you exercise your voting right via the internet, please refer to the “Guide to Exercise Voting Rights via the Internet” on page 4 and exercise your voting right by 5:15 p.m. on March 27, 2024, Wednesday.

(3) Handling of voting rights exercised multiple times

If you exercise the voting right both in writing and via the internet, exercise via the internet will be deemed valid. If you exercise the voting right via the internet multiple times inconsistently, the last exercise thereof shall be deemed valid.

(4) If there is no indication of approval or disapproval on the returned voting form, it shall be deemed as approval to the proposal by the company.

Please note that we will not provide any souvenir to the shareholders attending the meeting.

Please submit the enclosed voting form to the reception when you attend the meeting.

In the event of any correction to the Electronic Provision Measures Matters, it will be posted on the respective websites.

Reference Documents for Shareholders Meeting

Proposal Election of eight (8) directors

The terms of offices of all the eight (8) directors would expire at the conclusion of this meeting of shareholders. Therefore we propose to elect the eight (8) directors pursuant to the determination by the Nominating Committee.

The candidates for directors to be elected are as follows.

No.	Name (Date of birth)	Career, title and duty (Significant concurrent positions)	Number of shares of the company in possession
1	Tsuyoshi Yokoyama (November 19, 1966) [Reelection]	<p>April 1985 Joined Yamaguchi NEC Corporation</p> <p>July 2000 Joined Hiroshima NEC Corporation</p> <p>April 2004 Joined Hiroshima Elpida Memory Inc.</p> <p>June 2005 General Manager of Wafer Testing Division and Wafer Testing Technology Division</p> <p>September 2005 Director of the company</p> <p>April 2007 Director and CPO of the company</p> <p>February 2010 Director and Head of Memory Business Division of the company</p> <p>March 2010 Director of TeraPower Technology Inc.</p> <p>June 2011 Director, Executive Officer and Head of Memory Business Unit of the company</p> <p>October 2011 Director of Teramikros, Inc.</p> <p>June 2012 Director& COO and Head of Memory Business Unit of the company</p> <p>May 2014 Director& COO, Head of Memory Business Unit, CSO and CMO of the company</p> <p>June 2014 Director& COO and Head of Memory Business Unit of the company</p> <p>July 2015 Director& COO of the company</p> <p>June 2016 Director, Executive Vice President and COO of the company</p> <p>October 2016 Head of Test Operation Business Unit</p> <p>March 2019 Director, Executive Vice President& Statutory Executive Officer of the company in charge of test operation management, quality assurance, procurement and sales</p> <p>March 2020 Director, President& Representative Statutory Executive Officer of the company (Current Position)</p> <p>April 2020 Director of TeraPower Technology Inc. (Current Position) (Significant Concurrent Position)</p> <p>Director of TeraPower Technology Inc.</p>	600
<p><Reason to be elected as Director> Since he has been executing the management of the Company as a director from the commencement of our business, taking lead in our semiconductor testing services, and performing its duty as a director who is concurrently acting as a statutory executive officer regarding decision of substantial matters for management of the Company and execution of its business, we considered he could contribute to the Company as director for establishment of management strategy, business expansion and improvement of corporate value.</p>			

No.	Name (Date of birth)	Career, title and duty (Significant concurrent positions)	Number of shares of the company in possession
2	Yoichi Kuroki (August 6, 1970) [Reelection]	<p>April 1995 Joined Yoshikawa Semiconductor Ltd.</p> <p>April 1999 Dispatched to Yoshikawa Electronics Engineering Ltd.</p> <p>August 2006 Joined the company</p> <p>July 2015 Manager of Test Development Division, Off-site Test Business Unit of the company</p> <p>June 2016 Manager of System LSI Test Development Division, Off-site Test Business Unit of the company</p> <p>October 2016 Manager of System LSI Development Center 1, Test Development Business Unit of the company</p> <p>March 2020 Vice President of Technology Development of the company</p> <p>April 2021 Vice President of Technology Development & Manager of System Engineering Division of the company</p> <p>September 2022 Vice President of Technology Development of the company</p> <p>March 2023 Director and Statutory Executive Officer (Technology Development) of the company (current position)</p>	400
<p><Reason to be elected as Director> As he has been supervising technology development for our semiconductor testing business as the director concurrently acting as the statutory executive officer, we considered he could continuously make decisions for substantial matters for the management of the company, give us a proper supervision on execution of our business, and contribute to improvement of the corporate value while technological solutions to the issues and utilization of intellectual properties has been getting more and more important under the business environment around the company.</p>			

No.	Name (Date of birth)	Career, title and duty (Significant concurrent positions)	Number of shares of the company in possession
3	D.K. Tsai (November 30, 1950) [Reelection]	January 1999 CEO & Chairman of Powertech Technology Inc. September 2005 Director of the company August 2009 Director of Powertech Holding (B.V.I.) Inc. (current position) September 2009 Director of PTI Technology (Singapore) Pte. Ltd. (current position) Director of Powertech Technology (Suzhou) Ltd. April 2012 Chairman of Greatek Electronics Inc. July 2014 Director of Powertech Technology (Singapore) Pte. Ltd. (current position) January 2017 Business Executor of Powertech Technology Japan Ltd. (current position) June 2017 Director of the company (current position) August 2017 Director of Powertech Technology Akita Inc. June 2018 Independent Director of Chicony Power Technology Co., Ltd. (current position) Independent Director of Compal Electronics Inc. November 2018 Chairman of Powertech Technology Inc. (current position) March 2019 Nominating Committee Member of the company (current position) May 2021 Director of Greatek Electronics Inc. (current position) (Significant concurrent position) Chairman of Powertech Technology Inc. Director of Powertech Holding (B.V.I.) Inc. Director of PTI Technology (Singapore) Pte. Ltd. Director of Powertech Technology (Singapore) Pte. Ltd. Business Executor of Powertech Technology Japan Ltd. Director of Greatek Electronics Inc. Independent Director of Chicony Power Technology Co., Ltd.	-
<p><Reason to be elected as Director> Since he has a plenty of management experience and knowledge as well as deep understanding on the semiconductor industry and OSAT business having been acting as the top management of Powertech Technology Inc., one of the leading global OSAT company, we considered he could give us a proper supervision and advices to the Company regarding decision of substantial matters for management of the Company and execution of its business.</p>			

No.	Name (Date of birth)	Career, title and duty (Significant concurrent positions)	Number of shares of the company in possession
4	Boris Hsieh (December 5, 1957) [Reelection]	<p>April 1997 General Manager of Kingston Technology Far East Corp.</p> <p>October 2006 Vice President of Foxconn Electronics Inc.</p> <p>May 2010 Senior Vice President of Powertech Technology Inc.</p> <p>October 2010 President of Macrotech Technology Inc.</p> <p>April 2012 Director of Greatek Electronics Inc. (current position)</p> <p>January 2013 Chief Executive Officer of Greatek Electronics Inc.</p> <p>May 2020 Director of Powertech Technology Inc. (current position)</p> <p>October 2020 Chief Executive Officer of Powertech Technology Inc. (current position)</p> <p>May 2021 Chairman of Greatek Electronics Inc. (current position)</p> <p>March 2022 Director of the company (current position) Compensation Committee Member of the company (current position)</p> <p>(Significant concurrent position) Director & Chief Executive Officer of Powertech Technology Inc. Chairman & Director of Greatek Electronics Inc.</p>	-
<p><Reason to be elected as Director> Since he has a plenty of management experience and knowledge about the semiconductor business through his long term of office as CEO at Greatek Electronics Inc. one of the leading global OSAT company, and also currently act as CEO of Powertech Technology Inc., we considered he could give us a proper supervision and advices to the Company regarding decision of substantial matters for management of the Company and its business execution.</p>			

No.	Name (Date of birth)	Career, title and duty (Significant concurrent positions)	Number of shares of the company in possession
5	Evan Tseng (January 2, 1960) [Reelection]	<p>March 2014 Director of Powertech Technology (Singapore) Pte. Ltd. (current position)</p> <p>May 2015 CFO & Vice President of Powertech Technology Inc.</p> <p>August 2015 Director of Powertech Semiconductor (Xi'an) (current position)</p> <p>November 2015 Supervisor of Powertech Technology (Suzhou) Ltd.</p> <p>March 2016 Director of Powertech Technology Inc.</p> <p>May 2017 Director of TeraPower Technology Inc.</p> <p>June 2017 Director of the company (current position)</p> <p>August 2017 Director of Powertech Technology Akita Inc.</p> <p>May 2018 Director of Greatek Electronics Inc.</p> <p>January 2019 CFO & Senior Vice President of Powertech Technology Inc. (current position)</p> <p>March 2019 Audit Committee Member of the company (current position)</p> <p>September 2020 Chairman & Director of TeraPower Technology Inc. (current position)</p> <p>October 2020 Representative Director of Powertech Technology Akita Inc.</p> <p>January 2024 Liquidator of Powertech Technology Akita Inc. (current position)</p> <p>(Significant concurrent position) CFO & Senior Vice President of Powertech Technology Inc. Director of Powertech Technology (Singapore) Pte. Ltd. Director of Powertech Semiconductor (Xi'an) Chairman & Director of TeraPower Technology Inc.</p>	-
<p><Reason to be elected as Director> Since he has a plenty of experience and knowledge in business strategy, finance and other administrative matters acting as CFO of Powertech Technology Inc., one of the leading global OSAT company, we considered he could give us a proper supervision and advices to the Company regarding the management of the Company.</p>			

No.	Name (Date of birth)	Career, title and duty (Significant concurrent positions)	Number of shares of the company in possession
6	Koji Iwama (July 28, 1951) [Reelection] [Outside] [Independent]	<p>June 2006 Corporate Vice President of Toshiba Corporation & Executive Vice President and Chief Marketing Executive of Toshiba Semiconductor Company</p> <p>April 2010 Corporate Vice President of Toshiba Corporation & Corporate Representative-Europe, Mid-East and Africa</p> <p>June 2012 Advisor of Toshiba Corporation</p> <p>August 2013 Advisor of Powertech Technology Inc.</p> <p>June 2017 Director of the company</p> <p>March 2019 Outside Director of the company (current position) Nominating Committee Member of the company (current position) Compensation Committee Member of the company (current position)</p>	-
<p><Reason to be elected as Outside Director and overview of expected role> Since he has an experience as executive at a major electronics company, and a plenty of experience and knowledge learned through the business in the semiconductor industry and global market, we considered he could give us a proper supervision and advices to the Company regarding improvement of the corporate value of the Company in the mid to long term from the perspective of the global business. We expect him to supervise our management of the company as an “Outside Director” with adequately reflecting thoughts of our stakeholders including minority shareholders on the decision of the board of directors from the standpoint independent from the major shareholders with his deep insight based on his past management experience.</p>			
<p>Period serving as Outside Director (at the time of completion of AGM) Five (5) years</p>			

No.	Name (Date of birth)	Career, title and duty (Significant concurrent positions)	Number of shares of the company in possession
7	Naoki Mori (June 28, 1971) [Reelection] [Outside] [Independent]	October 2001 Registered as Attorney Joined Kohwa Sohgho Law Offices October 2005 Partner of Kohwa Sohgho Law Offices March 2006 Established LM Law Offices Partner of LM Law Offices (current position) June 2012 Outside Auditor of the company June 2013 Outside Director of the company June 2015 Outside Director of the company (current position) Director of Turn-around & Succession Support Organization (current position) March 2019 Nominating Committee Member of the company (current position) Audit Committee Member of the company (current position) August 2022 Representative director of Topaz Reginal Partners, Inc. (current position) April 2023 Outside Auditor of JUST PLANNING INC. (current position) November 2023 Representative Member of NYH G.K. (current position) (Significant concurrent position) Partner of LM Law Offices Director of Turn-around & Succession Support Organization Representative director of Topaz Regional Partners, Inc. Outside Auditor of JUST PLANNING INC.	-
<p><Reason to be elected as Outside Director and overview of expected role> Since he has an expertise and a plenty of experience as a corporate legal counsel, we considered he could continuously give us practical and reasonable advises along with the actual business activities based on his sufficient experience in turnaround of business as well as some advices from the independent standpoint for the corporate governance. We expect him to supervise our management of the company as an “Outside Director” with adequately reflecting thoughts of our stakeholders including minority shareholders on the decision of the board of directors from the standpoint independent from the major shareholders.</p>			
<p>Period serving as Outside Director (at the time of completion of AGM) Eight (8) years and nine (9) months</p>			

No.	Name (Date of birth)	Career, title and duty (Significant concurrent positions)	Number of shares of the company in possession
8	<p>Michiari Kawano (June 28, 1957)</p> <p>[New appointment]</p> <p>[Outside]</p> <p>[Independent]</p>	<p>April 1980 Joined Fujitsu, Ltd.</p> <p>January 2003 Manager of Process Integration Engineering, LSI Device Engineering Division, LSI Business Group of Fujitsu, Ltd.</p> <p>December 2007 Head of Mie Fab, Fujitsu Ltd.</p> <p>June 2009 Vice Head of Backend Manufacturing Business Group of Fujitsu Microelectronics, Ltd. Director of Fujitsu Integrated Microtechnology, Ltd. Director of Nantong Fujitsu Microelectronics, Co., Ltd.</p> <p>April 2011 Executive Officer and Vice Head of Development and Manufacturing Business Group (in charge of process & packaging) of Fujitsu Semiconductor, Ltd.</p> <p>July 2013 President and Representative Director of Fujitsu Integrated Microtechnology, Ltd.</p> <p>September 2014 Executive Officer, Vice Head of Corporate Management Group, Head of Quality Assurance Group, and Vice Head of Mie Foundry Company of Fujitsu Semiconductor Ltd.</p> <p>December 2014 Director and Executive Vice President of Mie Fujitsu Semiconductor Ltd.</p> <p>April 2016 President and Representative Director of Mie Fujitsu Semiconductor Ltd.</p> <p>October 2019 President and Representative Director of United Semiconductor Japan Co., Ltd. (current position) (Significant concurrent positions) President and Representative Director of United Semiconductor Japan Co., Ltd.</p>	-
<p><Reason to be elected as Outside Director and overview of expected role> Since he has experience as the executive at the semiconductor companies, and, and a plenty of experience and knowledge learned throughout his career in manufacturing, development and foundry business of semiconductors, we considered he could give us a proper supervision and advices to the Company regarding improvement of the corporate value of the Company in the mid to long term from the perspective of business development and promotion. We expect him to supervise our management of the company as an “Outside Director” with adequately reflecting thoughts of our stakeholders including minority shareholders on the decision of the board of directors from the standpoint independent from the major shareholders with his deep insight based on his past management experience.</p>			
<p>Period serving as Outside Director (at the time of completion of AGM) -</p>			

(Note)

1. Each Mr. Tsai, Mr. Hsieh and Mr. Tseng concurrently serve as Chairman, Director & Chief Executive Officer, and CFO & Senior Vice President of Powertech Technology Inc., the parent company of the Company, respectively. The companies entered into a Joint Venture Agreement to establish TeraPower Technology Inc., a subsidiary of the Company.
2. Mr. Yokoyama and Mr. Tseng concurrently serve as Director, and Chairman & Director of TeraPower Technology Inc., a subsidiary of the Company, respectively.
3. Mr. Kawano currently serves as the president & representative director of United Semiconductor Japan Co., Ltd. and will retire from his position at the end of March, 2024. The Company has no business relationship with United Semiconductor Japan Co., Ltd.
4. There is no special interest between Mr. Kuroki, Mr. Iwama, Mr. Mori or Mr. Kawano and the Company respectively.
5. “Career, title and duty (Significant concurrent positions)” of Mr. Tsai, Mr. Hsieh, and Mr. Tseng, include their position and duty in Powertech Technology Inc. and its subsidiaries, including Powertech Holding (B.V.I.) Inc., PTI Technology (Singapore) Pte. Ltd., Greatek Electronics Inc., Powertech Technology (Singapore) Pte. Ltd., Powertech Semiconductor (Xi’an) Co. Ltd., Powertech Technology Japan Ltd. and TeraPower Technology Inc.
6. The Company entered into the limitation of liability agreements between each of Mr. Tsai, Mr. Hsieh, Mr. Tseng, Mr. Iwama and Mr. Mori subject to Article 427, paragraph 1 of the Companies Act and Article 26, paragraph 2 of the Article of Incorporation of the Company. The Company will retain those agreements if the candidates are reelected. In addition, the Company will enter into the same limitation of liability agreement with Mr. Kawano if he is elected.
7. Mr. Iwama, Mr. Mori and Mr. Kawano are the candidates of Outside Director.
8. Mr. Mori has served as the Outside Statutory Auditor of the Company from June 2012 to June 2013, and also served as the Outside Director of the Company from June 2013 to June 2014.
9. Mr. Iwama, Mr. Mori and Mr. Kawano meet the criteria of Independent Officers required by Tokyo Stock Exchange, and the Company will register them as Independent Officers.
10. The company enters into the directors and officers liability insurance provided under the Article 430-3, Paragraph 1 of the Companies Act with an insurance company which will compensate any damage of the insured persons arising out of execution of their duties including without limitation any liability and expense therefrom. The company will insure any and all its and its subsidiaries’ director, statutory executive officer, supervisor and the employees who are in charge of execution of the management and bear all insurance fees. The insurance will cover the candidates of directors when they are elected and be renewed during their term of office.

For reference: Skill Matrix of the candidates

Name	Corporate Management	Business Development	Industry Knowledge	Internationality	Finance & Accounting	Risk Management	Compliance
T. Yokoyama	✓	✓	✓	✓		✓	
Y. Kuroki		✓	✓			✓	
D.K. Tsai	✓	✓	✓	✓	✓	✓	✓
Boris Hsieh	✓	✓	✓	✓		✓	
Evan Tseng	✓		✓	✓	✓	✓	✓
K. Iwama	✓	✓	✓	✓		✓	
N. Mori	✓		✓			✓	✓
M. Kawano	✓	✓	✓	✓		✓	