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Securities code: 3183

June 6, 2025

(Electronic measures provision commencement date: June 2, 2025)

**To Shareholders with Voting Rights:**

Hideumi Akizawa  
Chief Executive Officer

WIN-Partners Co., Ltd.

Main office location: 2-2-1 Kyobashi, Chuo-ku, Tokyo

**NOTICE OF  
THE 12TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 12th Annual General Meeting of Shareholders of WIN-Partners Co., Ltd. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format, and matters to be provided in electronic format (“Electronic Provision Measures Matters”) are posted on the following website on the Internet.

The Company’s website: <https://www.win-partners.co.jp/en/ir/shareholdersmeeting/>

In addition to the above, the information is posted on the following website.

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

Please access the above-stated website, enter the Company’s name (“WIN-Partners”) or the securities code (“3183” in half-width characters) to search, and select “Basic information,” “Documents for public inspection/PR information,” and then “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting” in this order to confirm the information.

If you are unable to attend the meeting in person, you can exercise your voting rights either in writing or by electronic means (via the Internet, etc.). Please carefully review the Reference Documents for the General Meeting of Shareholders provided in the Electronic Provision Measures Matters before exercising your voting rights.

- 1. Date and Time:** Friday, June 27, 2025 at 10 a.m. Japan time (Registration starts at 9:30 a.m.)
- 2. Venue:** “Hall 22D” TKP Garden City PREMIUM Kyobashi  
22nd Floor, KYOBASHI EDOGRAND Bldg., 2-2-1 Kyobashi, Chuo-ku,  
Tokyo

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 12th Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 12th Fiscal Year (April 1, 2024 - March 31, 2025)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 3:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members
- Proposal 4:** Election of One (1) Substitute Director Who is an Audit and Supervisory Committee Member

- © If you attend the meeting in person, please submit your Voting Right Exercise Form enclosed herewith at the reception desk upon your arrival to the venue. Any revisions to the Electronic Provision Measures Matters will be posted on each website where these matters are posted.
- © The physical document sent to shareholders does not contain the following items pursuant to laws and ordinances, and Article 14 of the Articles of Incorporation of the Company.
  - 1) Notes to Consolidated Financial Statements
  - 2) Notes to Non-consolidated Financial Statements

**Proposal 1: Appropriation of Surplus**

The Company aims to provide shareholders with stable and sustainable return of profits, while securing adequate internal reserve for the future business expansion and enhancement of our business foundation.

In accordance with these policies, the Company proposes the following for the year-end dividends for its 12th Fiscal Year:

Type of assets to be distributed as dividends  
Cash

Matters regarding the assignment of assets to be distributed as dividends and its total amount  
¥52 per common share of the Company  
Total amount of dividends: ¥1,486,676,672

Effective date of distribution of surplus  
June 30, 2025

**Proposal 2:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the closing of this General Meeting of Shareholders. Accordingly, the Company hereby proposes to elect six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members). The candidates are listed as follows.

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
1	 Hideumi Akizawa (December 10, 1960)  [Reappointment]	April 1983      Joined Nishimoto Trading Co. (currently CANON MEDTECH SUPPLY CORPORATION) September 1992      Joined Takumi-Concern Co., Ltd. (currently WIN INTERNATIONAL CO., LTD.) General Manager, Sales Dept., Takumi-Concern Co., Ltd. October 1992      Representative Director, Takumi-Concern Co., Ltd. May 1994              Representative Director and President, WIN INTERNATIONAL CO., LTD. (present) April 2013            Chief Executive Officer, the Company (present) June 2022            Director, TESCO CO., LTD. (present) [Board of Directors meetings attended during 12th FY] 13/13	901,300
[Reasons for proposal as a candidate for Director] Mr. Hideumi Akizawa undertakes responsibilities in management of the Company as Chief Executive Officer. He has a wealth of insight and experience in all aspects of management practice. The Company proposes Mr. Akizawa as a candidate for Director as it believes that he is well qualified for playing a role in strengthening the Company's corporate governance and achieving the ongoing enhancement of corporate value.			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
2	 Hiromi Mitagami (April 18, 1960)  [Reappointment]	April 1981      Joined NIHON MEDIX CO., LTD. February 1987      Joined Takumi-Concern Co., Ltd. (currently WIN INTERNATIONAL CO., LTD.) April 2000      General Manager, Medical Device Sales Dept., WIN INTERNATIONAL CO., LTD. June 2000      Director, WIN INTERNATIONAL CO., LTD. October 2006      Director, General Manager, Sales Division, WIN INTERNATIONAL CO., LTD. October 2007      Director, Executive Officer; General Manager, Sales Division, and General Manager, New Business Dept., WIN INTERNATIONAL CO., LTD. August 2009      Director, Executive Officer; General Manager, Sales Division, and General Manager, Second Sales Dept., WIN INTERNATIONAL CO., LTD. April 2013      Director, Executive Officer, and General Manager, Sales Management Dept., the Company (present) April 2016      Director, Executive Officer, and General Manager, Sales Division, WIN INTERNATIONAL CO., LTD. July 2022      Director, Executive Officer, WIN INTERNATIONAL CO., LTD. (present)	318,400
		[Board of Directors meetings attended during 12th FY] 13/13	
[Reasons for proposal as a candidate for Director] Mr. Hiromi Mitagami undertakes responsibilities in management of the Company as Director. He has abundant knowledge of operations of the sales sector based on his broad experience in the field. The Company proposes Mr. Mitagami as a candidate for Director as it believes that he is well qualified for taking part in expanding the Company's operations and achieving the ongoing enhancement of corporate value.			



No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
4	 <p data-bbox="209 913 430 1055">Keiji Matsumoto (October 14, 1959)  [Reappointment]</p>	<p data-bbox="470 275 1265 338">March 1981      Joined Nishimoto Trading Co. (currently CANON MEDTECH SUPPLY CORPORATION)</p> <p data-bbox="470 342 1265 432">April 2009      Representative Director and President, ELK Corporation (currently CANON MEDTECH SUPPLY CORPORATION)</p> <p data-bbox="470 436 1265 526">November 2012   Representative Director and President, Canon Lifecare Solutions Inc. (currently CANON MEDTECH SUPPLY CORPORATION)</p> <p data-bbox="470 530 1265 593">March 2015      Director and Councilor, Canon Lifecare Solutions Inc.</p> <p data-bbox="470 598 1265 629">November 2015   Joined WIN INTERNATIONAL CO., LTD.</p> <p data-bbox="470 633 1265 687">November 2015   Assignment to the Company; Corporate Advisor, the Company</p> <p data-bbox="470 692 1265 745">April 2016      Deputy General Manager, General Affairs Dept., the Company</p> <p data-bbox="470 750 1265 907">June 2016      Director, Executive Officer; General Manager, General Affairs Dept.; General Manager, Finance and Accounting Dept., and General Manager, Business Implementation Dept., WIN INTERNATIONAL CO., LTD. (present)</p> <p data-bbox="470 911 1265 965">June 2016      Director, Executive Officer, and Deputy General Manager, General Affairs Dept., the Company</p> <p data-bbox="470 969 1265 1023">April 2019      Director, Executive Officer, and General Manager, Administrative Division, the Company</p> <p data-bbox="470 1028 1265 1140">March 2020      Director, Executive Officer; General Manager, Administrative Division, and General Manager, General Affairs Dept., the Company</p> <p data-bbox="470 1144 1265 1279">October 2020   Director, Executive Officer; General Manager, Administrative Division; General Manager, General Affairs Dept., and General Manager, System Development Office, the Company (present)</p> <p data-bbox="470 1283 1265 1337">June 2022      Director, TESCO CO., LTD. (present)</p> <p data-bbox="470 1341 1265 1395">[Board of Directors meetings attended during 12th FY] 13/13</p>	10,594
<p data-bbox="193 1413 759 1444">[Reasons for proposal as a candidate for Director]</p> <p data-bbox="193 1449 1465 1565">Mr. Keiji Matsumoto undertakes responsibilities in management of the Company as Director. He has abundant knowledge of operations of the administrative sector based on his broad experience in the field. The Company proposes Mr. Matsumoto as a candidate for Director as it believes that he is well qualified for taking part in facilitating the Company's administrative procedures and achieving the ongoing enhancement of corporate value.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
5	 <p data-bbox="199 689 446 757">Kenjiro Ide (December 17, 1966)</p> <p data-bbox="223 795 422 907">[Reappointment] [Outside] [Independent]</p>	<p data-bbox="470 273 1268 340">April 1998 Lecturer, Department of Economics, Wako University</p> <p data-bbox="470 340 1268 407">April 2006 Lecturer, Graduate School of Medical and Dental Sciences, Tokyo Medical and Dental University</p> <p data-bbox="470 407 1268 497">April 2014 Chairman, General Accounting Public Procurement Committee, Ministry of Health, Labour and Welfare (present)</p> <p data-bbox="470 497 1268 564">October 2017 Department Chair, Department of Economics and business, Wako University</p> <p data-bbox="470 564 1268 598">July 2018 President, Wako University</p> <p data-bbox="470 598 1268 687">April 2020 Professor, Department of Accounting and Finance, Faculty of Global Business, Showa Women's University</p> <p data-bbox="470 687 1268 721">June 2020 Outside Director, the Company (present)</p> <p data-bbox="470 721 1268 878">April 2023 Professor for Medical and Healthcare Management, Graduate School of Social Sciences, Department of Professional Business (Master of Business Administration), University of Hyogo (present)</p> <p data-bbox="470 878 1268 945">May 2024 Councilor, University of Occupational and Environmental Health, Japan (present)</p> <hr/> <p data-bbox="470 945 1268 1012">[Board of Directors meetings attended during 12th FY] 13/13</p>	-
<p data-bbox="191 1025 1212 1059">[Reasons for proposal as a candidate for Outside Director and summary of expected roles]</p> <p data-bbox="191 1059 1468 1214">Mr. Kenjiro Ide has never been involved in corporate management; however, he has considerable knowledge and experience in management and accounting acquired through his career as a university professor, in addition to having abundant knowledge regarding health care services. The Company proposes Mr. Ide as a candidate for Outside Director as it believes that he is well qualified for taking part in strengthening the Company's management oversight functions and achieving the ongoing enhancement of corporate value.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
6	 Etsuko Takamura (August 16, 1954)  [Reappointment] [Outside] [Independent]	June 1998      Assistant professor (currently Associate professor), Department of Ophthalmology, Tokyo Women's Medical University, School of Medicine November 2010      Clinical professor, Department of Ophthalmology, Tokyo Women's Medical University, School of Medicine April 2014      Auditor, Japanese Ocular Allergy Society April 2018      Professor, Department of Ophthalmology, Tokyo Women's Medical University, School of Medicine June 2020      Distinguished Member, Japanese Society of Allergology (present) September 2021      Advisor, Japanese Society for Sjogren's Syndrome (present) June 2023      Outside Director, the Company (present) January 2024      Councilor, Japanese Ocular Allergy Society (present) October 2024      Councilor, Tokyo Women's Medical University (present)	-
		[Board of Directors meetings attended during 12th FY] 13/13	
[Reasons for proposal as a candidate for Outside Director and summary of expected roles] Ms. Etsuko Takamura has never been involved in corporate management; however, she has knowledge and experience acquired through her career as a university professor, in addition to having abundant knowledge regarding health care. The Company proposes Ms. Takamura as a candidate for Outside Director as it believes that she is well qualified for taking part in strengthening the Company's management oversight functions and achieving the ongoing enhancement of corporate value.			

- Notes: 1. There are no conflicts of interest between the Company and each of the above-listed candidates for Director.
2. Special notes regarding the candidates for Outside Director
- (1) Term of office  
The term of office of Mr. Kenjiro Ide as Outside Director will have been five (5) years as of the closing of this General Meeting of Shareholders. The term of office of Ms. Etsuko Takamura as Outside Director will have been two (2) years as of the closing of this General Meeting of Shareholders.
- (2) Matters regarding limited liability agreement signed between the Company and each of the candidates for Outside Director  
In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kenjiro Ide and Ms. Etsuko Takamura to limit their liability for damages as outlined under Article 423, Paragraph 1. The amount of liabilities under this agreement is capped at the minimum liability amount as provided in Article 425, Paragraph 1. In the event where the reappointment of Mr. Kenjiro Ide and Ms. Etsuko Takamura is approved, the Company intends to continue the limited liability agreement with them.
- (3) Independent Officer  
The Company has registered Mr. Kenjiro Ide and Ms. Etsuko Takamura as Independent Officers with the Tokyo Stock Exchange. In the event where their reappointment is approved, the Company intends to continue their designation as Independent Officers.
3. The summary of the Audit and Supervisory Committee's opinions on the election of Directors is as follows.  
The Candidate Reviewing Committee examines whether each candidate is qualified for serving as Director based on various factors including his/her knowledge, experience, and abilities. In addition, one member of the Audit and Supervisory Committee participates in meetings of the Candidate Reviewing Committee as its member. Upon consideration of the results of the study

and deliberation by the Candidate Reviewing Committee, the Audit and Supervisory Committee expresses its opinion that the nomination procedures were conducted appropriately, and each of the candidates is qualified for serving as Director of the Company.

4. The Company has entered into a directors and officers liability insurance agreement with an insurance company to cover any damages and legal expenses incurred as a result of derivative lawsuits brought by shareholders, lawsuits brought by the Company, and lawsuits brought by a third party. The insurance premiums for all insureds shall be fully borne by the Company. The candidates are covered under said insurance policy as insureds. The Company intends to renew the policy as-is at the time of the next policy renewal.

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

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the closing of this General Meeting of Shareholders. Accordingly, the Company hereby proposes to elect three (3) Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has given its consent to this proposal.

The candidates for Director who is an Audit and Supervisory Committee Member are listed as follows.

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
1	 Yoichi Nakata (November 11, 1975)  [Reappointment] [Full-time] [Audit and Supervisory Committee Member]	April 1999      Joined DIC Finance Co., Ltd. (currently CFJ G.K.) January 2005    Joined AKINDO SUSHIRO CO., LTD. July 2006        Joined WIN INTERNATIONAL CO., LTD. December 2011   General Manager, Internal Audit Office, WIN INTERNATIONAL CO., LTD. April 2013        Assignment to the Company; General Manager, Internal Audit Office, the Company June 2013        Corporate Auditor, TESCO CO., LTD. (present) September 2013   Full-time Corporate Auditor, the Company Corporate Auditor, WIN INTERNATIONAL CO., LTD. (present) June 2015        Director (Full-time Audit and Supervisory Committee Member), the Company (present) July 2022        Corporate Auditor, TOSAY Medical. Co., Ltd. (present) March 2023      Corporate Auditor, TRYTECH Co., Ltd. (present) [Board of Directors meetings attended during 12th FY] 13/13	3,800
[Reasons for proposal as a candidate for Director who is an Audit and Supervisory Committee Member] Mr. Yoichi Nakata is well-versed in operations of each Group company and has sufficient knowledge and experience necessary for audits. Therefore, the Company proposes Mr. Nakata as a candidate for Director who is an Audit and Supervisory Committee Member as it believes that he is well qualified for taking part in strengthening the Company's management oversight functions based on such experience and knowledge.			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
2	 <p data-bbox="199 683 446 974">Asaka Kanda (December 25, 1963)  [Reappointment] [Audit and Supervisory Committee Member] [Outside] [Independent]</p>	<p data-bbox="470 280 1268 1008"> April 1993 Registered as an attorney-at-law with Daini Tokyo Bar Association  Joined Ginza Higashi Law Office  April 1999 Partner attorney, Lexwell Partners  May 2002 Partner attorney, Nishi-shinbashi Sogo Law Office  June 2008 Outside Corporate Auditor, WIN INTERNATIONAL CO., LTD.  December 2009 Partner attorney, Waseda University Legal Clinic  April 2010 Vice President, Daini Tokyo Bar Association  April 2013 Outside Corporate Auditor, the Company  March 2015 Deputy Secretary General, Japan Federation of Bar Associations  June 2015 Outside Director (Audit and Supervisory Committee Member), the Company (present)  June 2018 Outside Director (Audit and Supervisory Committee Member), MAX CO., LTD. (present)  April 2021 President, Daini Tokyo Bar Association  Vice President, Japan Federation of Bar Associations  June 2023 Outside Director, Nihon Kagaku Sangyo Co., Ltd. (present)  September 2023 President, Tokyo Frontier Foundation Law Office (present) </p> <hr/> <p data-bbox="470 1019 1268 1075">[Board of Directors meetings attended during 12th FY] 13/13</p>	-
<p data-bbox="199 1097 1460 1153">[Reasons for proposal as a candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected roles]</p> <p data-bbox="199 1160 1460 1299">Mr. Asaka Kanda has never been involved in corporate management except serving as outside officer; however, he has a wealth of experience and track record as an attorney-at-law and broad knowledge and insight. Therefore, the Company proposes Mr. Kanda as a candidate for Outside Director who is an Audit and Supervisory Committee Member as it believes that he is well qualified for taking part in strengthening the audit and oversight functions of the Company's management based on such experience and knowledge.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
3	 Yasuo Kikuchi (March 24, 1969)  [Reappointment] [Audit and Supervisory Committee Member] [Outside] [Independent]	July 1996      Joined Crowe Toyo & Co. April 2000     Registered as Certified Public Accountant of Japan May 2002       Member, Akatsuki Tax Accountancy Corporation September 2004 Member, Crowe Toyo & Co. June 2007       Auditor, Telemarketing Association of Japan (currently Contact Center Association of Japan) (present) June 2008       Outside Corporate Auditor, WIN INTERNATIONAL CO., LTD. August 2012     Representative member, Crowe Toyo & Co. April 2013       Outside Corporate Auditor, the Company June 2015       Outside Director (Audit and Supervisory Committee Member), the Company (present) August 2020     Senior Partner, Crowe Toyo & Co. May 2021       Representative Partner, Akatsuki Tax Accountancy Corporation (present) September 2021 Representative, Yasuo Kikuchi Certified Public Accountant Office (present)	-
		[Board of Directors meetings attended during 12th FY] 13/13	
	[Reasons for proposal as a candidate for Outside Director who is an Audit and Supervisory Committee Member and summary of expected roles] Mr. Yasuo Kikuchi has never been involved in corporate management except serving as outside officer; however, he has considerable knowledge and experience in finance and accounting acquired through his career as a certified public accountant. Therefore, the Company proposes Mr. Kikuchi as a candidate for Outside Director who is an Audit and Supervisory Committee Member as it believes that he is well qualified for taking part in strengthening the audit and oversight functions of the Company's management based on such experience and knowledge.		

- Notes: 1. There are no conflicts of interest between the Company and each of the above-listed candidates for Director who is an Audit and Supervisory Committee Member.
2. Special notes regarding the candidates for Outside Director who is an Audit and Supervisory Committee Member
- (1) Term of office of Mr. Asaka Kanda  
The term of office of Mr. Asaka Kanda as Outside Director who is an Audit and Supervisory Committee Member will have been ten (10) years as of the closing of this General Meeting of Shareholders.
  - (2) Term of office of Mr. Yasuo Kikuchi  
The term of office of Mr. Yasuo Kikuchi as Outside Director who is an Audit and Supervisory Committee Member will have been ten (10) years as of the closing of this General Meeting of Shareholders.
  - (3) Limited liability agreement  
In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with each of Mr. Asaka Kanda and Mr. Yasuo Kikuchi to limit their liability for damages as outlined under Article 423, Paragraph 1. The amount of liabilities under this agreement is capped at the minimum liability amount as provided in Article 425, Paragraph 1. In the event where the reappointment of Mr. Asaka Kanda and Mr. Yasuo Kikuchi is approved, the Company intends to continue the limited liability agreement with them.
  - (4) Independent Officer  
The Company has registered Mr. Asaka Kanda and Mr. Yasuo Kikuchi as Independent Officers with the Tokyo Stock Exchange. In the event where their reappointment is approved, the Company intends to continue their designation as Independent Officers.

3. The Company has entered into a directors and officers liability insurance agreement with an insurance company to cover any damages and legal expenses incurred as a result of derivative lawsuits brought by shareholders, lawsuits brought by the Company, and lawsuits brought by a third party. The insurance premiums for all insureds shall be fully borne by the Company. The candidates are covered under said insurance policy as insureds. The Company intends to renew the policy as-is at the time of the next policy renewal.

**Proposal 4:** Election of One (1) Substitute Director Who is an Audit and Supervisory Committee Member

To prepare for a contingency in which the Company does not have the number of Directors who Are Audit and Supervisory Committee Members required by laws and regulations, the Company proposes to elect one (1) Substitute Director Who is an Audit and Supervisory Committee Member.

The Audit and Supervisory Committee has given its consent to this proposal.

The candidate for Substitute Director who is an Audit and Supervisory Committee Member is listed as follows.

Name (Date of birth)	Career summary (important positions concurrently held outside the Company)	Number of shares held in the Company
 Yoshihiro Ohtomo (December 19, 1969) [Audit and Supervisory Committee Member] [Outside] [Independent]	April 1992      Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.) October 2002    Registered as an attorney-at-law with Daini Tokyo Bar Association Joined Iida Kuriu & Wasemoto (currently Haru Law Office) December 2007    Director, Telemedic Co., Ltd. (present) January 2010      Partner, Haru Law Office (present) March 2011        Audit and Supervisory Board Member, Dynatech Co., Ltd. January 2012      Outside Audit and Supervisory Board Member, PGM Holdings K.K. April 2013         Outside Director, Sky Court Co., Ltd. June 2013         Outside Corporate Auditor, WIN INTERNATIONAL CO., LTD. September 2020    Outside Director, Axis Consulting Corporation (present) June 2022         Outside Audit and Supervisory Board Member, Heiwa Corporation (present)	-
<p>[Reasons for proposal as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member and summary of expected roles]            Mr. Yoshihiro Ohtomo has a wealth of experience and track record as an attorney-at-law and broad knowledge and insight. Therefore, the Company proposes Mr. Ohtomo as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member as it believes that he is well qualified for taking part in strengthening the audit and oversight functions of the Company's management based on such experience and knowledge.</p>		

- Notes:
1. There are no conflicts of interest between the Company and the above-listed candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member.
  2. Special notes regarding the candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member
    - (1) Limited liability agreement  
 In the event where the appointment of Mr. Yoshihiro Ohtomo is approved, and he assumes the office of Outside Director who is an Audit and Supervisory Committee Member, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into an agreement with him to limit his liability for damages. The amount of liabilities of a Director who is an Audit and Supervisory Committee Member under this agreement is capped at the minimum liability amount as provided in Article 425, Paragraph 1.
    - (2) Independent Officer  
 In the event where the appointment of Mr. Yoshihiro Ohtomo is approved, and he assumes the office of Outside Director who is an Audit and Supervisory Committee Member, the Company intends to register him as an Independent Officer with the Tokyo Stock Exchange.

3. The Company has entered into a directors and officers liability insurance agreement with an insurance company to cover any damages and legal expenses incurred as a result of derivative lawsuits brought by shareholders, lawsuits brought by the Company, and lawsuits brought by a third party. The insurance premiums for all insureds shall be fully borne by the Company. In the event where the appointment of the candidate is approved, and Mr. Yoshihiro Ohtomo assumes the office of Outside Director who is an Audit and Supervisory Committee Member, he will be covered under said insurance policy as an insured. The Company intends to renew the policy as-is at the time of the next policy renewal.

[Reference] Director Skills Matrix (In the event where proposals are approved as originally proposed)

Name	Current Position and Responsibilities		Corporate Management	Finance and Accounting	Legal Affairs, Compliance, and Risk Management	HR, Labor Management, and Talent Development	Sales and Marketing	M&A	Health Care Policy
Hideumi Akizawa	Chief Executive Officer		○				○	○	
Hiromi Mitagami	Director		○				○		
Yuji Akita	Director		○				○	○	
Keiji Matsumoto	Director		○		○	○		○	
Kenjiro Ide	Director	[Outside] [Independent]		○					○
Etsuko Takamura	Director	[Outside] [Independent]							○
Yoichi Nakata	Director	[Full-time] [Audit and Supervisory Committee Member]			○	○			
Asaka Kanda	Director	[Outside] [Independent] [Audit and Supervisory Committee Member]			○				
Yasuo Kikuchi	Director	[Outside] [Independent] [Audit and Supervisory Committee Member]		○					

(Note) The above-listed skills do not represent all skills, experience, abilities, and other knowledge and qualities possessed by each Director.