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Securities code: 3183

June 9, 2023

(Electronic measures provision commencement date: June 5, 2023)

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 10TH 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 10th 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 as the “NOTICE OF THE 10TH ANNUAL GENERAL MEETING OF SHAREHOLDERS.”

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:** Thursday, June 29, 2023 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 10th Fiscal Year (April 1, 2022 - March 31, 2023) 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 10th Fiscal Year (April 1, 2022 - March 31, 2023)

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

Reference Documents for the General Meeting of Shareholders

Proposals and References

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, by adding a commemorative dividend of ¥14 for the 10th anniversary of the Company's founding to an ordinary dividend of ¥36, the Company proposes the following for the year-end dividends for its 10th 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

¥50 per common share of the Company

Total amount of dividends: ¥ 1,420,986,850


Effective date of distribution of surplus

June 30, 2023


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 10th 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)	317,400
		[Board of Directors meetings attended during 10th 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
3	 <p data-bbox="215 645 427 716">Yuji Akita (August 23, 1967)</p> <p data-bbox="223 757 419 788">[Reappointment]</p>	<p data-bbox="470 273 603 304">April 1990</p> <p data-bbox="470 309 614 340">March 1995</p> <p data-bbox="470 371 603 403">April 1997</p> <p data-bbox="470 407 603 439">April 2005</p> <p data-bbox="470 443 603 474">June 2006</p> <p data-bbox="470 479 625 510">August 2011</p> <p data-bbox="470 542 603 573">April 2013</p> <p data-bbox="470 600 603 631">June 2015</p> <p data-bbox="470 663 662 694">December 2018</p> <p data-bbox="470 725 603 757">July 2022</p> <hr/> <p data-bbox="470 788 1082 819">[Board of Directors meetings attended during 10th FY]</p> <p data-bbox="470 828 539 860">13/13</p>	1,715,390
<p data-bbox="194 869 758 900">[Reasons for proposal as a candidate for Director]</p> <p data-bbox="194 904 1465 1023">Mr. Yuji Akita 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. Akita as a candidate for Director as it believes that he is well qualified for taking part in expanding the Company's operations in the Tohoku region 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
4	 Keiji Matsumoto (October 14, 1959) [Reappointment]	<p>March 1981 Joined Nishimoto Trading Co. (currently CANON MEDTECH SUPPLY CORPORATION)</p> <p>April 2009 Representative Director and President, ELK Corporation (currently CANON MEDTECH SUPPLY CORPORATION)</p> <p>November 2012 Representative Director and President, Canon Lifecare Solutions Inc. (currently CANON MEDTECH SUPPLY CORPORATION)</p> <p>March 2015 Director and Councilor, Canon Lifecare Solutions Inc.</p> <p>November 2015 Joined WIN INTERNATIONAL CO., LTD.</p> <p>November 2015 Assignment to the Company; Corporate Advisor, the Company</p> <p>April 2016 Deputy General Manager, General Affairs Dept., the Company</p> <p>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>June 2016 Director, Executive Officer, and Deputy General Manager, General Affairs Dept., the Company</p> <p>April 2019 Director, Executive Officer, and General Manager, Administrative Division, the Company</p> <p>March 2020 Director, Executive Officer; General Manager, Administrative Division, and General Manager, General Affairs Dept., the Company</p> <p>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>June 2022 Director, TESCO CO., LTD. (present)</p> <p>[Board of Directors meetings attended during 10th FY] 13/13</p>	8,494
<p>[Reasons for proposal as a candidate for Director] 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="199 672 446 739">Kenjiro Ide (December 17, 1966)</p> <p data-bbox="223 772 422 884">[Reappointment] [Outside] [Independent]</p>	<p data-bbox="470 275 1268 336">April 1998 Lecturer, Department of Economics, Wako University</p> <p data-bbox="470 342 1268 403">April 2006 Lecturer, Graduate School of Medical and Dental Sciences, Tokyo Medical and Dental University</p> <p data-bbox="470 409 1268 492">April 2014 Chairman, General Accounting Public Procurement Committee, Ministry of Health, Labour and Welfare (present)</p> <p data-bbox="470 499 1268 560">October 2017 Department Chair, Department of Economics and business, Wako University</p> <p data-bbox="470 566 1268 593">July 2018 President, Wako University</p> <p data-bbox="470 600 1268 627">May 2019 Corporate Advisor, the Company</p> <p data-bbox="470 633 1268 716">April 2020 Professor, Department of Accounting and Finance, Faculty of Global Business, Showa Women's University</p> <p data-bbox="470 723 1268 750">June 2020 Outside Director, the Company (present)</p> <p data-bbox="470 757 1268 907">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> <hr/> <p data-bbox="470 913 1268 940">[Board of Directors meetings attended during 10th FY]</p> <p data-bbox="470 947 1268 974">13/13</p>	-
<p data-bbox="191 996 1212 1023">[Reasons for proposal as a candidate for Outside Director and summary of expected roles]</p> <p data-bbox="191 1025 1460 1180">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) [New appointment] [Outside] [Independent]	May 1979 Residency, Department of Ophthalmology, Tokyo Women's Medical University, School of Medicine 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 (present) April 2018 Professor, Department of Ophthalmology, Tokyo Women's Medical University, School of Medicine April 2020 Part-time engagement, Department of Ophthalmology, Tokyo Women's Medical University, School of Medicine (present) June 2020 Distinguished Member, Japanese Society of Allergology (present) September 2021 Advisor, Japanese Society for Sjogren's Syndrome (present)	-
<p>[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.</p>			

- 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 three (3) 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 to limit his 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 is approved, the Company intends to continue the limited liability agreement with him. The Company intends to enter into a limited liability agreement with Ms. Etsuko Takamura in the event where her appointment is approved as originally proposed.
- (3) Independent Officer
 The Company has registered Mr. Kenjiro Ide as an Independent Officer with the Tokyo Stock Exchange. In the event where his reappointment is approved, the Company intends to continue his designation as an Independent Officer. The Company intends to register Ms. Etsuko Takamura as an Independent Officer in the event where her appointment is approved as originally proposed.
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) [Board of Directors meetings attended during 10th FY] 12/13	3,600
[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="199 649 446 716">Asaka Kanda (December 25, 1963)</p> <p data-bbox="199 750 446 940">[Reappointment] [Audit and Supervisory Committee Member] [Outside] [Independent]</p>	<p data-bbox="470 275 1268 369">April 1993 Registered as an attorney-at-law with Daini Tokyo Bar Association Joined Ginza Higashi Law Office</p> <p data-bbox="470 376 1268 409">April 1999 Partner attorney, Lexwell Partners</p> <p data-bbox="470 416 1268 450">May 2002 Partner attorney, Nishi-shinbashi Sogo Law Office</p> <p data-bbox="470 456 1268 512">June 2008 Outside Corporate Auditor, WIN INTERNATIONAL CO., LTD.</p> <p data-bbox="470 519 1268 575">December 2009 Partner attorney, Waseda University Legal Clinic (present)</p> <p data-bbox="470 582 1268 616">April 2010 Vice President, Daini Tokyo Bar Association</p> <p data-bbox="470 622 1268 656">April 2013 Outside Corporate Auditor, the Company</p> <p data-bbox="470 663 1268 719">March 2015 Deputy Secretary General, Japan Federation of Bar Associations</p> <p data-bbox="470 725 1268 781">June 2015 Outside Director (Audit and Supervisory Committee Member), the Company (present)</p> <p data-bbox="470 788 1268 844">June 2018 Outside Director (Audit and Supervisory Committee Member), MAX CO., LTD. (present)</p> <p data-bbox="470 851 1268 945">April 2021 President, Daini Tokyo Bar Association Vice President, Japan Federation of Bar Associations</p> <hr/> <p data-bbox="470 952 1268 1008">[Board of Directors meetings attended during 10th FY] 13/13</p>	—
<p data-bbox="199 1030 1460 1086">[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 1093 1460 1234">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 Call 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 10th 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 eight (8) 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 eight (8) years as of the closing of this General Meeting of Shareholders.
 - (3) 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 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 these candidates is approved, the Company intends to continue the limited liability agreement with both of 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 the reappointment of these candidates 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
 <p data-bbox="164 936 421 1003">Yoshihiro Ohtomo (December 19, 1969)</p> <p data-bbox="164 1048 421 1193">[Outside] [Audit and Supervisory Committee Member] [Independent]</p>	<p data-bbox="440 618 1238 674">April 1992 Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)</p> <p data-bbox="440 680 1238 797">October 2002 Registered as an attorney-at-law with Daini Tokyo Bar Association Joined Iida Kuriu & Wasemoto (currently Haru Law Office)</p> <p data-bbox="440 804 1238 837">January 2010 Partner, Haru Law Office (present)</p> <p data-bbox="440 844 1238 900">March 2011 Audit and Supervisory Board Member, Dynatech Co., Ltd.</p> <p data-bbox="440 907 1238 963">January 2012 Outside Audit and Supervisory Board Member, PGM Holdings K.K.</p> <p data-bbox="440 969 1238 1003">April 2013 Outside Director, Sky Court Co., Ltd.</p> <p data-bbox="440 1010 1238 1066">June 2013 Outside Corporate Auditor, WIN INTERNATIONAL CO., LTD.</p> <p data-bbox="440 1072 1238 1106">December 2017 Director, Telemedic Co., Ltd. (present)</p> <p data-bbox="440 1113 1238 1169">September 2020 Outside Director, Axis Consulting Corporation (present)</p> <p data-bbox="440 1176 1238 1223">June 2022 Outside Audit and Supervisory Board Member, Heiwa Corporation (present)</p>	<p data-bbox="1398 902 1422 925">—</p>
<p data-bbox="164 1234 1310 1290">[Reasons for proposal as a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member and summary of expected roles]</p> <p data-bbox="164 1296 1434 1444">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.