

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 3079

June 4, 2021

To Our Shareholders:

Hiroshi Shibasaki

President & CEO

**DVx Inc.**

Registered Office: 16-1 Kotakecho 1-chome, Nerima-ku, Tokyo

Head Office: 17-22 Takada 2-chome, Toshima-ku, Tokyo

## Notice of the 35th Annual General Meeting of Shareholders

DVx Inc. (the “Company”) would like to inform you that the 35th Annual General Meeting of Shareholders of the Company will be held as indicated below.

**This year, from the viewpoint of the prevention of the spread of the novel coronavirus disease (COVID-19), we highly recommend you to exercise your voting rights by mail or via the Internet in advance. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights.**

### Guide for Exercising Voting Rights

#### [Exercising Voting Rights by Mail]

Please indicate your vote of approval or disapproval of each proposal on the enclosed voting card, and return the card to us so that it arrives before 5:30 p.m. on Thursday, June 24, 2021 (JST).

#### [Exercising Voting Rights via the Internet]

Please access the website (<https://evote.tr.mufg.jp/>) and enter your vote of approval or disapproval of each proposal before 5:30 p.m. on Thursday, June 24, 2021 (JST).

\*Please review the “Guide for Exercising Voting Rights via the Internet” on page 3 to exercise your voting rights via the Internet.

#### [Exercising Voting Rights by Attending the Meeting]

When you attend the Meeting, you are kindly requested to present the enclosed voting card at the reception.

1. **Date and Time:** Friday, June 25, 2021, at 10:00 a.m. (Reception start time: 9:30 a.m.)
2. **Venue:** Banquet Room Akebono, 2nd floor, Hotel Metropolitan  
6-1 Nishi-ikebukuro 1-chome, Toshima-ku, Tokyo
3. **Purpose of the Meeting**  
**Matters to be reported**  
The Business Report and the Financial Statements for the 35th fiscal year (from April 1, 2020 to March 31, 2021)  
**Matter to be resolved**  
**Proposal:** Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

#### 4. Arrangements in Convening the Meeting

Pursuant to the relevant laws and regulations and Article 14 of the Company’s Articles of Incorporation, the notes to the Financial Statements, among documents to be provided with this notice, are posted on the Company’s website (<http://www.dvx.jp>) and are not available in this notice.

Accordingly, the documents provided with this notice are part of the Non-consolidated Financial Statements audited by the Audit and Supervisory Committee in preparing their audit report and by the Accounting Auditor in preparing its audit report, respectively.

- ◎ **Considering the fair treatment of shareholders who attend the General Meeting of Shareholders and those for whom it is difficult to attend the Meeting, we have decided not to provide souvenirs to shareholders on the day of the Meeting. We would ask for your kind understanding of this decision.**
- ◎ When you attend the Meeting, you are kindly requested to present the enclosed voting card at the reception.
- ◎ If any changes are made to the Reference Documents for General Meeting of Shareholders, such changes will be posted on the Company's website.

**Company's website (<http://www.dvx.jp>)**

## Guide for Exercising Voting Rights

You may exercise your voting rights by any of the three (3) methods below.

### [Exercising Voting Rights by Mail]

Please indicate your vote of approval or disapproval of each proposal on the enclosed voting card, and post it to the Company without postage stamp.

**Exercise due date: To be received** no later than 5:30 p.m. on Thursday, June 24, 2021 (JST).

### [Exercising Voting Rights via the Internet]

Please access the website (<https://evote.tr.mufg.jp/>) via a PC, smartphone or mobile phone, and enter your vote of approval or disapproval of each proposal by using the login ID and temporary password shown on the enclosed voting card and following on-screen instructions.

**Exercise due date:** No later than 5:30 p.m. on Thursday, June 24, 2021 (JST).

### [Attending the Meeting]

You are kindly requested to present the enclosed voting card **at the reception**.

**Date and Time:** Friday, June 25, 2021, at 10:00 a.m. (Reception start time: 9:30 a.m.)

**Venue:** Banquet Room Akebono, 2nd floor, Hotel Metropolitan  
6-1 Nishi-ikebukuro 1-chome, Toshima-ku, Tokyo

If you exercise your voting rights both by mail and via the Internet, the one exercised via the Internet will be deemed valid. In addition, if you exercise your voting rights more than once via the Internet, the last vote will be deemed valid.

## Guide for Exercising Voting Rights via the Internet

### Scanning QR code®

You can simply login to the Voting Rights Website without entering your login ID and temporary password printed on the voting card.

1. Scan the QR code® located on the right side of the voting card.

\* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.

2. Indicate your approval or disapproval by following the instructions on the screen.

### Entering login ID and temporary password

Voting Rights Website: <https://evote.tr.mufg.jp/>

1. Access the Voting Rights Website.
2. Enter your “login ID” and “temporary password” printed on the voting card, and click.
3. Register a new password.
4. Indicate your approval or disapproval by following the instructions on the screen.

**Note that you can login to the website only once by using QR code®.**

If you wish to redo your vote or exercise your voting rights without using QR code®, please refer to “Entering login ID and temporary password” on the right.

**In case you need instructions for how to operate your personal computer/smartphone/mobile phone in order to exercise your voting rights via the Internet, please contact:**

Mitsubishi UFJ Trust and Banking Corporation

Corporate Agency Department Help Desk

Tel: 0120-173-027 (Toll free only from Japan / Hours: 9:00 a.m. to 9:00 p.m. JST)

Institutional investors can utilize the electronic voting platform operated by ICJ, Inc.

## Reference Documents for General Meeting of Shareholders

### Proposal and Reference Information

**Proposal:** Election of Seven (7) 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; hereinafter, the same shall apply to this proposal) will expire at the conclusion of this meeting. In addition, Toshihiko Azuma resigned on March 31, 2021 and consequently, retired from the position of Director as of the same day. The Company hereby proposes the election of seven (7) Directors.

With respect to this proposal, the Audit and Supervisory Committee, taking into consideration the deliberations of the Nomination and Remuneration Advisory Committee, believes that the procedures for nomination were appropriate and the candidates are suitable to serve as Directors of the Company from the perspective of the business execution of each candidate and the effectiveness of the Board of Directors as a whole.

The candidates for Director are as follows:

Candidate No.	Name	Position and Responsibility in the Company	
1	Hiroshi Shibasaki	President & CEO	Reelection
2	Masayuki Nabeya	Director (in charge of Distributor Business and Developed Products Business) and Managing Executive Officer	Reelection
3	Naohiro Hirano	Director (in charge of Business Administration and Human Resources) and Executive Officer	Reelection
4	Satoshi Miyamoto	Director (in charge of Finance & Accounting and Sales Administration)	Reelection
5	Yoshinori Uchida	Executive Officer	New candidate
6	Mitsuharu Muramatsu	Outside Director	Reelection Outside Independent
7	Shigeharu Dogakinai	Outside Director	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

New candidate: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Independent officer defined by the stock exchange

Candidate No.			Number of Shares in the Company Owned	57,800 shares
1	<b>Hiroshi Shibasaki</b>	Date of birth Apr. 23, 1965	Years served as Director	11 years
			Attendance of Board of Directors' Meetings	17 of 17

Reelection

**Career Summary, Position and Responsibilities in the Company**

Aug. 1986	Joined Matsunaga Dental Clinic
Aug. 1991	Joined Herz Co., Ltd.
Dec. 1998	General Manager of Sales Division, Herz Co., Ltd.
Jan. 2003	Director, General Manager of Sales Headquarters, Herz Co., Ltd.
Feb. 2004	Became Director, General Manager of Herz Business of the Company upon merger between Herz Co., Ltd. and DVx Japan K.K.
Jun. 2007	Executive Officer, General Manager of Herz Business Headquarters, the Company
Apr. 2010	Executive Officer, General Manager of Sales Supervisory Headquarters, the Company
Jun. 2010	Director and Executive Officer, General Manager of Sales Supervisory Headquarters, the Company
Apr. 2012	Director (in charge of Sales), the Company
Apr. 2015	Director (in charge of Sales and Marketing) and Executive Officer, the Company
Apr. 2017	Director (in charge of Sales of Arrhythmia-related Products) and Executive Officer, the Company
Jun. 2017	Managing Director (in charge of Sales of Arrhythmia-related Products) and Executive Officer, the Company
Apr. 2018	Managing Director (in charge of Sales of Arrhythmia-related Products), the Company
Jun. 2018	Executive Vice President and Director (overall Sales management and in charge of Sales of Arrhythmia-related Products), the Company
Apr. 2019	Executive Vice President & COO, the Company
Jun. 2019	President & CEO, the Company (incumbent)
Nov. 2020	Chairman and Director, MSS Co., Ltd. (incumbent)

**Reasons for nomination as candidate for Director:**

Mr. Hiroshi Shibasaki has been engaged mainly in the area of sales activities and has considerable experience and extensive insight gained in supervising the entire sales activities of the Company since he assumed the position of Director. He is currently supervising the overall management and promoting the business growth of the Company as the President & CEO. The Company expects him to continue his supervision over the execution of business and contribute to further enhancing the corporate value of the Company; therefore, the Company appoints him as a candidate for Director.

Candidate No.		Number of Shares in the Company Owned	50,200 shares
2	<b>Masayuki Nabeya</b>	Date of birth Apr. 27, 1958	Years served as Director 10 years
		Attendance of Board of Directors' Meetings	17 of 17

Reelection

**Career Summary, Position and Responsibilities in the Company**

Apr. 1985	Joined Novus Co., Ltd.
Oct. 1986	Joined Herz Co., Ltd.
Jun. 1995	Director, General Manager of Sales Division, Herz Co., Ltd.
Feb. 2004	Became Senior Managing Director, General Manager of Management Planning Division of the Company upon merger between Herz Co., Ltd. and DVx Japan K.K.
Apr. 2008	Senior Managing Executive Officer, General Manager of General Affairs and Human Resources Headquarters, the Company
Apr. 2010	Executive Officer, Shizuoka Special Project Leader, the Company
Jun. 2011	Director and Executive Officer, Shizuoka Special Project Leader, the Company
Apr. 2012	Director (in charge of Marketing and Regulatory Affairs & Quality Assurance), the Company
Jul. 2013	Director (in charge of Marketing and Regulatory Affairs & Quality Assurance) and Executive Officer, the Company
Apr. 2014	Director (in charge of Marketing, Regulatory Affairs & Quality Assurance and Technology) and Executive Officer, the Company
Apr. 2015	Director (in charge of Regulatory Affairs & Quality Assurance and Technology) and Executive Officer, the Company
Dec. 2015	Director (in charge of Regulatory Affairs & Quality Assurance and Technology) and Executive Officer, General Manager of Regulatory Affairs & Quality Assurance Division, the Company
Apr. 2016	Director (in charge of Regulatory Affairs & Quality Assurance and Technology) and Executive Officer, the Company
Apr. 2017	Director (in charge of Sales of Ischemia-related Products, Sales of New Products, Regulatory Affairs & Quality Assurance and Technology) and Executive Officer, the Company
Feb. 2018	Director (in charge of Sales of Ischemia-related Products, Sales of New Products, Regulatory Affairs & Quality Assurance and Technology) and Executive Officer, General Manager of Regulatory Affairs & Quality Assurance Division, the Company
Apr. 2019	Director (in charge of Sales of Vascular, Sales of New Products and Regulatory Affairs & Quality Assurance) and Executive Officer, General Manager of Regulatory Affairs & Quality Assurance Division, the Company
Jun. 2019	Managing Director (in charge of Distributor Business and Developed Products Business) and Executive Officer, General Manager of Regulatory Affairs & Quality Assurance Division, the Company
Oct. 2019	Managing Director (in charge of Distributor Business and Developed Products Business) and Executive Officer, the Company
Jun. 2020	Director (in charge of Distributor Business and Developed Products Business) and Managing Executive Officer, the Company (incumbent)

**Reasons for nomination as candidate for Director:**

Mr. Masayuki Nabeya has been engaged in a wide range of business areas, particularly in the Sales Division. After assuming the position of Director, he has been supervising the Marketing Division, the Regulatory Affairs & Quality Assurance Division, and the Technology Division, and gained his considerable experience and extensive insight in these areas. He is currently supervising the Sales Division of Vascular, ICT Solutions, as well as the Regulatory Affairs & Quality Assurance Division, the Marketing Division and R&D Division, and promoting the strengthening of these divisions. The Company expects him to continue his supervision over the execution of business and contribute to further enhancing the corporate value of the Company; therefore, the Company appoints him as a candidate for Director.

Candidate No.			Number of Shares in the Company Owned	8,800 shares
3	<b>Naohiro Hirano</b>	Date of birth Jan. 16, 1967	Years served as Director	6 years
			Attendance of Board of Directors' Meetings	17 of 17

Reelection

**Career Summary, Position and Responsibilities in the Company**

Apr. 1990	Joined The Daiwa Bank, Ltd. (present Resona Bank, Ltd.)
Nov. 1999	Joined FOREX Bank
Mar. 2002	Joined WIN INTERNATIONAL CO., LTD.
Nov. 2010	Joined the Company
Apr. 2011	General Manager of General Affairs and Human Resources Division, the Company
Apr. 2012	Executive Officer, General Manager of Business Administration Division, the Company
Jun. 2015	Director (in charge of Business Administration and Information Disclosure) and Executive Officer, General Manager of Business Administration Division, the Company
Apr. 2018	Director (in charge of Business Administration and Human Resources) and Executive Officer, the Company (incumbent)

**Reasons for nomination as candidate for Director:**

Mr. Naohiro Hirano has been supervising the divisions in charge of legal/compliance promotion, personnel/labor affairs, and general affairs/administration, and gained his considerable experience and extensive insight in these areas. After assuming the position of Director, he has been strengthening the organizational structure to ensure compliance with laws and regulations, urging strict adherence to timely and appropriate information disclosure and promoting efforts to ensure the Company has an appropriate human resource administration structure in his capacities as being in charge of Business Administration, Information Disclosure, and Human Resources. The Company expects him to continue his supervision over the execution of business and contribute to further enhancing the corporate value of the Company; therefore, the Company appoints him as a candidate for Director.

Candidate No.			Number of Shares in the Company Owned	1,300 shares
4	<b>Satoshi Miyamoto</b>	Date of birth May 24, 1959	Years served as Director	3 years
			Attendance of Board of Directors' Meetings	17 of 17

Reelection

**Career Summary, Position and Responsibilities in the Company**

Apr. 1983	Joined Nomura Securities Co., Ltd.
Aug. 2013	Joined the Company
Apr. 2014	General Manager of Internal Audit Division, the Company
Apr. 2018	Executive Officer, the Company
Jun. 2018	Director (in charge of Finance & Accounting and Sales Administration) and Executive Officer, the Company
Apr. 2019	Director (in charge of Finance & Accounting and Sales Administration) and Executive Officer, General Manager of Sales Administration Division, the Company
Apr. 2021	Director (in charge of Finance & Accounting and Sales Administration), the Company (incumbent)

**Reasons for nomination as candidate for Director:**

Mr. Satoshi Miyamoto has been engaged in operational execution as General Manager of the Internal Audit Division and Executive Officer in charge of Finance & Accounting and Sales Administration since joining the Company, and gained his considerable experience and extensive insight in these areas. After assuming the position of Director, he has been promoting efforts to ensure the Company has an appropriate finance & accounting structures in his capacities as being in charge of Finance & Accounting and Sales Administration. The Company expects him to continue his supervision over the execution of business and contribute to further enhancing the corporate value of the Company; therefore, the Company appoints him as a candidate for Director.



Candidate No.		Number of Shares in the Company Owned	23,600 shares
5	<b>Yoshinori Uchida</b>	Date of birth Oct. 21, 1964	

New candidate	<b>Career Summary, Position and Responsibilities in the Company</b>		
	Apr. 1985	Joined Iso Co., Ltd.	
	Apr. 1998	Joined the Company	
	Apr. 2006	General Manager of Sales Division No.1 of Herz Sales Division, the Company	
	Oct. 2007	General Manager of Sales Division of Herz East Sales Headquarters, the Company	
	Oct. 2008	General Manager of Market Development Division of Herz East Sales Headquarters, the Company	
	Apr. 2010	General Manager of Sales Division No.1 of Herz Sales Headquarters of Sales Supervisory Headquarters, the Company	
	Apr. 2012	General Manager of Sales Division No.5, the Company	
	Apr. 2017	Executive Officer, the Company (incumbent)	

**Reasons for nomination as candidate for Director:**

Mr. Yoshinori Uchida has mainly been involved with duties in the Sales Divisions since joining the Company, and as an Executive Officer his responsibilities have included overseeing Sales of Arrhythmia-related products, affording him considerable experience and extensive insight into sales in general. The Company expects him to use this experience and insight in supervision over the execution of business of the Sales Division and contribute to further enhancing the corporate value of the Company; therefore, the Company appoints him as a candidate for Director.

Candidate No.		Number of Shares in the Company Owned	– shares
6	<b>Mitsuharu Muramatsu</b>	Date of birth Jan. 14, 1953	
		Years served as Director	14 years
		Attendance of Board of Directors' Meetings	17 of 17

Reelection	<b>Career Summary, Position and Responsibilities in the Company</b>		
Outside	Sep. 1978	Joined Arthur Young & Co.	
Independent	Sep. 1985	Director, Happy-Shokai Co., Ltd.	
	Sep. 1985	Founded Muramatsu C.P.A. Office and became Representative Partner (incumbent)	
	Mar. 1988	Representative Director, Happy-Shokai Co., Ltd. (incumbent)	
	Jun. 2007	Outside Director, the Company (incumbent)	
	Mar. 2015	Founded GLOVACC Co., Ltd. and became Representative Director (incumbent)	

**Important Concurrent Positions:**

Representative Partner, Muramatsu C.P.A. Office  
Representative Director, Happy-Shokai Co., Ltd.  
Representative Director, GLOVACC Co., Ltd.

**Reasons for nomination as candidate for Outside Director and overview of expected role:**

Mr. Mitsuharu Muramatsu has considerable experience and extensive insight as a certified public accountant and tax accountant. The Company expects him to supervise and monitor the business management of the Company based on such experience and insight, and appoints him as a candidate for Outside Director. He is directly involved in company management as the Representative Director of Happy-Shokai Co., Ltd. and GLOVACC Co., Ltd. Due to this, the Company judges he will appropriately fulfill his duties as an Outside Director.

**Matters concerning Independence:**

The Company has submitted notification to the Tokyo Stock Exchange that Mr. Mitsuharu Muramatsu has been appointed as an independent officer as provided for by the aforementioned Exchange. In addition to the requirements specified by the Exchange, the Company has established its own criteria for the independence of independent officers, taking into account their relationships with the Company, its officers, and major shareholders. He sufficiently satisfies such criteria.

Candidate No.			Number of Shares in the Company Owned	1,100 shares
7	<b>Shigeharu Dogakinai</b>	Date of birth May 11, 1949	Years served as Director	6 years
			Attendance of Board of Directors' Meetings	17 of 17

Reelection	<b>Career Summary, Position and Responsibilities in the Company</b>		
Outside	Apr. 1973	Joined The Mitsubishi Bank, Limited (present MUFG Bank, Ltd.)	
Independent	May 2003	Joined TECHNO RYOWA LTD.	
	Jun. 2003	Director, TECHNO RYOWA LTD.	
	Jan. 2007	Managing Director, TECHNO RYOWA LTD.	
	Apr. 2014	Senior Managing Director, TECHNO RYOWA LTD.	
	Jun. 2015	Outside Director, Asante, Inc. (incumbent)	
	Jun. 2015	Outside Director, the Company (incumbent)	
	Jun. 2015	Senior Managing Director, TACHIKICHI CORP. (incumbent)	

**Important Concurrent Positions:**

Outside Director, Asante, Inc.  
Senior Managing Director, TACHIKICHI CORP.

**Reasons for nomination as candidate for Outside Director and overview of expected role:**

Mr. Shigeharu Dogakinai has considerable experience and extensive insight. The Company expects him to provide advice and supervision based on such experience and insight in order to promote the sound and effective business management of the Company, and appoints him as a candidate for Outside Director. He is directly involved in company management as the Senior Managing Director of TACHIKICHI CORP. Due to this, the Company judges he will appropriately fulfill his duties as an Outside Director.

**Matters concerning Independence:**

The Company has submitted notification to the Tokyo Stock Exchange that Mr. Shigeharu Dogakinai has been appointed as an independent officer as provided for by the aforementioned Exchange. In addition to the requirements specified by the Exchange, the Company has established its own criteria for the independence of independent officers, taking into account their relationships with the Company, its officers, and major shareholders. He sufficiently satisfies such criteria.

- (Notes) 1. There is no special interest between any of the candidates and the Company.
2. Mitsuharu Muramatsu and Shigeharu Dogakinai are candidates for Outside Director.
3. Mitsuharu Muramatsu is currently an Outside Director of the Company, and at the conclusion of this meeting, his tenure will have been fourteen (14) years.
4. Shigeharu Dogakinai is currently an Outside Director of the Company, and at the conclusion of this meeting, his tenure will have been six (6) years.
5. The Company has entered into an agreement with Mitsuharu Muramatsu and Shigeharu Dogakinai to limit their liability provided for in Article 423, paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement will be the minimum liability amount provided for under Article 425, paragraph 1 of the Companies Act. The Company intends to extend the limited liability agreement with Mitsuharu Muramatsu and Shigeharu Dogakinai, if their reelection is approved.
6. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act, in which all directors are insured, and all insurance premiums are borne by the Company. The insurance policy will cover any losses that may arise as a result of the insured Officer being responsible for the execution of his or her duties or receiving a claim for the pursuit of such liability. If the reelection of each candidate is approved, the Company intends to renew the insurance policy during the term of office of each candidate.