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Securities code: 3154

September 11, 2025

Date of commencement of measures for electronic provision: September 1, 2025

To Shareholders with Voting Rights:

Yasuhiko Ikeya
President and Representative
Director
MEDIUS HOLDINGS Co., Ltd.
1-2-2 Yuraku-cho, Chiyoda-ku,
Tokyo, Japan

NOTICE OF THE 16th 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 16th Annual General Meeting of Shareholders of MEDIUS HOLDINGS Co., Ltd. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, we have taken measures for the electronic provision, and the matters subject to measures for electronic provision have been posted on the internet websites shown below as “Notice of the 16th Annual General Meeting of Shareholders.”

The Company’s website:	https://www.medius.co.jp/ir/meeting/?lang=en
The website of the Tokyo Stock Exchange: (Listed Company Search)	https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show *Please access the website shown above, enter the issue name (MEDIUS HOLDINGS) or securities code (3154) to search, then click on “Basic information” then “Documents for public inspection/PR information” to view the information.

For the exercise of voting rights in writing or via the internet, etc., please refer to the Reference Documents for the General Meeting of Shareholders included in the matters subject to measures for electronic provision, and exercise your voting rights no later than Thursday, September 25, 2025, at 5:30 p.m.

- 1. Date and Time:** Friday, September 26, 2025 at 10:00 a.m. Japan time
(Scheduled start of reception: 9:00 a.m.)
- 2. Venue:** Room 5, Belle Salle Tokyo Nihonbashi
5F Tokyo Nihonbashi Tower, 2-7-1 Nihonbashi, Chuo-ku, Tokyo
- 3. Meeting Agenda:**
Matters to be reported: 1. The Business Report and Consolidated Financial Statements for the Company’s 16th Fiscal Year (July 1, 2024 - June 30, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 16th Fiscal Year (July 1, 2024 - June 30, 2025)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Four Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
Proposal 4: Election of Six Directors Who Are Audit & Supervisory Committee Members

4. **Information on the exercise of voting rights** Please see the "Information on the Exercise of Voting Rights" on page 3 of the Japanese original version of this document.

- Please submit the enclosed Voting Rights Exercise Form at the reception desk if you are attending the Meeting in person.
- Any amendments to the matters subject to measures for electronic provision will be posted on each of the websites on which these matters are presented.
- Of the matters subject to measures for electronic provision, the following documents have not been included in the paper copy sent to shareholders, in accordance with laws and regulations and the provisions of Article 15 of the Articles of Incorporation of the Company: "Overview of the System for Ensuring the Appropriateness of Business Activities and the Status of Its Operation," "Consolidated Statements of Changes in Net Assets," "Notes to Consolidated Financial Statements," "Statements of Changes in Net Assets," and "Notes to Non-consolidated Financial Statements." This paper copy is part of the documents audited by the Audit & Supervisory Committee and the Accounting Auditor in preparing the Audit Report.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy regarding the distribution of profits to shareholders is to pay dividends aiming for a consolidated dividend payout ratio of 30% or more to distribute the results of its growth while securing internal reserves necessary to maintain stable growth over the medium and long term. For the fiscal year under review, in accordance with this policy, the Company plans to pay an ordinary dividend of 20 yen per share.

Matters concerning year-end dividends

(1) Type of dividend property

Cash

(2) Allotment of dividend property to shareholders and the total amount

20 yen per share of common stock

Total: 444,745,180 yen

(3) Effective date of dividends of surplus

September 29, 2025

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

In light of the current status of business activities of the Company and the Company's subsidiaries, partial amendments and additions to the objectives of the business set forth in Article 2 (Objectives of the Company) of the current Articles of Incorporation shall be made to clarify the details of the business.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
Article 1 (Omitted) (Objectives of the Company) Article 2 The objectives of the Company shall be to engage in the following businesses as well as make contributions to or acquire and hold shares of companies in Japan or overseas engaged in the following businesses to control and manage business activities of those companies. (1) – (14) (Omitted) (15) Non-life insurance agency business <u>and life insurance solicitation business.</u> (16) – (20) (Omitted) (21) Development and sale of computer systems and providing information services utilizing computer systems. (22) (Omitted) (Newly established) (Newly established) (Newly established) (Newly established) (Newly established) (23) Any other business ancillary to or relating to any of the foregoing items. Article 3 – Article 43 (Omitted)	Article 1 (Unchanged) (Objectives of the Company) Article 2 The objectives of the Company shall be to engage in the following businesses as well as make contributions to or acquire and hold shares of companies in Japan or overseas engaged in the following businesses to control and manage business activities of those companies. (1) – (14) (Unchanged) (15) Non-life insurance agency business. (16) – (20) (Unchanged) (21) Development and sale of computer systems and providing information services <u>and database for medical supplies</u> utilizing computer systems. (22) (Unchanged) (23) <u>Transportation business by freight vehicle, etc.</u> (24) <u>Warehousing business.</u> (25) <u>Businesses of packaging, displaying and storing pharmaceuticals, quasi-medicines, cosmetics, and medical devices.</u> (26) <u>Temporary staffing service.</u> (27) <u>Sales consulting services for manufacturers, etc.</u> (28) Any other business ancillary to or relating to any of the foregoing items. Article 3 – Article 43 (Unchanged)

Proposal 3: Election of Four Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all six Directors (excluding Directors who are Audit & Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we propose the election of four Directors, with the reduction of the number by two to improve the efficiency of the management system and expedite the decision-making process.

The candidates for Directors are as follows:

No.	Name	Current positions and responsibilities at the Company
1	Yasuhiko Ikeya [Reappointment]	Representative Director and CEO
2	Shuhei Miyaji [Reappointment]	Director, Senior Managing Executive Officer and General Manager, Presidential Division
3	Hiroyuki Akutagawa [Reappointment]	Director, Senior Managing Executive Officer and General Manager, Corporate Division
4	Masaru Kuribara [Reappointment]	Director and Senior Managing Executive Officer

[Reappointment] Candidate for reappointment as Director

[New appointment] Candidate for new appointment as Director

[Outside] Candidate for appointment as Outside Director

[Independent] Independent Director as stipulated by the Tokyo Stock Exchange

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	<p>Yasuhiko Ikeya (January 16, 1954)</p> <p>[Reappointment]</p> <p>Years in office as Director 16 years</p> <p>Attendance at meetings of the Board of Directors 16/16 times (100%)</p>	<p>April 1976 Joined MURANAKA MEDICAL INSTRUMENTS CO., LTD.</p> <p>June 1978 Joined Kyowa Medical Corporation</p> <p>August 1991 Director and General Manager, Sales Department and Hamamatsu Branch of Kyowa Medical Corporation</p> <p>July 1994 Managing Director and General Manager, Sales Division of Kyowa Medical Corporation</p> <p>August 1995 Director of Oz Co., Ltd. (currently ALVAUS Inc.)</p> <p>August 1997 Managing Director and General Manager, Tokai Sales Division of Kyowa Medical Corporation</p> <p>October 2000 Director of NHS Shizuoka, Co., Ltd. (current position)</p> <p>September 2001 President and CEO of Kyowa Medical Corporation</p> <p>July 2009 President and Representative Director of the Company (current position)</p> <p>May 2010 Director of KSPD (currently MEDIUS SOLUTION Co., Ltd.)</p> <p>July 2010 Director of KURIBARA MEDICAL INSTRUMENTS (current position)</p> <p>September 2010 Director of Kyowa Medical Corporation CEO of the Company (current position)</p> <p>May 2011 Director of Tokyo Association of Health Industry Distributors (current position)</p> <p>September 2011 Director and Chairman of Kyowa Medical Corporation</p> <p>February 2013 President and Representative Director of Ikeya Co., Ltd. (current position)</p> <p>September 2014 Director of Kyowa Medical Corporation (current position)</p> <p>February 2017 Director of CAREFORCE Inc.</p> <p>June 2018 Director of MITAS Inc. (current position)</p> <p>September 2018 Director of NETWORK Co., Ltd. (currently ALVAUS Inc.)</p>	482,194
<p>[Significant concurrent positions]</p> <p>Director of KURIBARA MEDICAL INSTRUMENTS, Director of Kyowa Medical Corporation, Director of MITAS Inc., Director of NHS Shizuoka, Co., Ltd., President and Representative Director of Ikeya Co., Ltd., Director of Tokyo Association of Health Industry Distributors</p> <p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Yasuhiko Ikeya is responsible for the management of the Company as its Representative Director, and has led the Company and the Group in achieving performance improvement with his extensive operational experience and broad-ranging knowledge regarding enterprise management in general. He is striving to improve corporate governance and sustainably increase corporate value, and is playing an appropriate role in making decisions on important management matters and supervising the execution of business. For these reasons, he is nominated as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
2	<p>Shuhei Miyaji (February 6, 1974)</p> <p>[Reappointment]</p> <p>Years in office as Director 8 years</p> <p>Attendance at meetings of the Board of Directors 16/16 times (100%)</p>	<p>March 1995 Director of Fukui Medical Instrument (currently MITAS Inc.)</p> <p>April 1998 Joined Toshiba Medical Systems Corporation (currently Canon Medical Systems Corporation)</p> <p>May 2006 Senior Director of Fukui Medical Instrument (currently MITAS Inc.)</p> <p>January 2009 President and Representative Director of MITAS Inc. (current position)</p> <p>March 2009 President and Representative Director of Focal Trust Co., Ltd. (current position)</p> <p>September 2014 Director of M's Corporation (current position)</p> <p>September 2017 Director of the Company (current position) Managing Executive Officer and General Manager, Sales Management Division of the Company</p> <p>September 2018 Managing Executive Officer and General Manager, Corporate Division of the Company Director of D-SENSE Co., Ltd. (currently ALVAUS Inc.)</p> <p>September 2020 Director of MEDIUS SOLUTION Co., Ltd. (current position)</p> <p>January 2021 Director of 3Sunny, Inc.</p> <p>July 2021 Managing Executive Officer and General Manager, Corporate Division and DX Promotion Division of the Company</p> <p>October 2021 Director of ALVAUS Inc. Director of Active Medical Co., Ltd. (current position)</p> <p>March 2022 Managing Executive Officer and General Manager, Corporate Division, Marketing Communications Division and DX Promotion Division of the Company</p> <p>July 2022 Managing Executive Officer and General Manager, Corporate Division and DX Promotion Division of the Company</p> <p>September 2022 Senior Managing Executive Officer and General Manager, Corporate Division and DX Promotion Division of the Company</p> <p>July 2023 Senior Managing Executive Officer and General Manager of Presidential Division of the Company (current position)</p>		375,552
<p>[Significant concurrent positions] President and Representative Director of MITAS Inc., Director of Active Medical Co., Ltd., Director of MEDIUS SOLUTION Co., Ltd., President and Representative Director of Focal Trust Co., Ltd., Director of M's Corporation</p> <p>[Reasons for nomination as candidate for Director] Mr. Shuhei Miyaji is engaged in the management of MITAS Inc., an important subsidiary of the Company, as its President and Representative Director. He is expected to reinforce the Board of Directors' decision-making and effectiveness of the supervisory functions by bringing his wealth of experience and insight to the Board of Directors. For these reasons, he is nominated as a candidate for Director.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	<p>Hiroyuki Akutagawa (August 19, 1967)</p> <p>[Reappointment]</p> <p>Years in office as Director 11 years</p> <p>Attendance at meetings of the Board of Directors 16/16 times (100%)</p>	<p>November 1991 Joined Kyowa Medical Corporation</p> <p>July 2003 General Manager, Accounting Department of Kyowa Medical Corporation</p> <p>July 2009 General Manager, Management Division and Accounting Department of the Company</p> <p>September 2010 Director of KSPD (currently MEDIUS SOLUTION Co., Ltd.)</p> <p>October 2010 Executive Officer and General Manager, Management Promotion Division and Management Planning Department of the Company</p> <p>May 2013 Director of Akita MEDICAL INSTRUMENTS Co., Ltd.</p> <p>September 2014 Director of the Company (current position)</p> <p>September 2015 Managing Executive Officer and General Manager, Management Promotion Division and Management Planning Department of the Company</p> <p>September 2017 Director of CAREFORCE Inc.</p> <p>July 2019 Managing Executive Officer and General Manager, Management Promotion Division of the Company</p> <p>September 2019 Director of Kyowa Medical Corporation (current position)</p> <p>June 2020 Director of Active Medical Co., Ltd. (currently ALVAUS Inc.)</p> <p>July 2021 Managing Executive Officer and General Manager, Administration Division and Management Promotion Division of the Company</p> <p>July 2022 Managing Executive Officer and General Manager, Administration Division of the Company</p> <p>September 2022 Senior Managing Executive Officer and General Manager, Administration Division of the Company</p> <p>July 2023 Senior Managing Executive Officer and General Manager, Corporate Division of the Company (current position)</p> <p>May 2025 Executive Officer and General Manager, Administration Department of Kyowa Medical Corporation (current position)</p> <p>July 2025 Director of Mediris Logistics Co., Ltd. (current position)</p>	44,180

	<p>[Significant concurrent positions]</p> <p>Director, Executive Officer and General Manager, Administration Department of Kyowa Medical Corporation, Director of Mediris Logistics Co., Ltd.</p> <p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Hiroyuki Akutagawa has in-depth knowledge based on his extensive experience in the business management segment. He is striving to promote management and sustainably increase the corporate value of the Company and the Group, and is playing an appropriate role in making decisions on important management matters and supervising the execution of business. For these reasons, he is nominated as a candidate for Director.</p>
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No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	<p>Masaru Kuribara (September 21, 1970)</p> <p>[Reappointment]</p> <p>Years in office as Director 15 years</p> <p>Attendance at meetings of the Board of Directors 16/16 times (100%)</p>	<p>April 1990 Joined KURIBARA MEDICAL INSTRUMENTS</p> <p>April 1992 Joined Vickers Medical International</p> <p>August 1994 Joined NIPPON COLIN Co., Ltd. (currently FUKUDA COLIN Co., Ltd.)</p> <p>April 1999 Joined Boston Scientific Japan KK</p> <p>May 2001 Joined KURIBARA MEDICAL INSTRUMENTS</p> <p>August 2004 Director of KURIBARA MEDICAL INSTRUMENTS</p> <p>August 2009 Director of Medical Bio Science Co., Ltd. (currently Tsumug Medical co.) (current position)</p> <p>September 2009 Director of MK Co., Ltd. (current position)</p> <p>September 2010 Director of the Company (current position)</p> <p>September 2013 Senior Managing Executive Officer of KURIBARA MEDICAL INSTRUMENTS</p> <p>September 2015 Managing Executive Officer and General Manager, Sales Management Division of the Company</p> <p>September 2017 Senior Managing Executive Officer of the Company (current position) President and Representative Director of KURIBARA MEDICAL INSTRUMENTS (current position)</p> <p>Director of NETWORK Co., Ltd. (currently ALVAUS Inc.)</p> <p>April 2018 President of Specified Nonprofit Corporation Chiyoda-kai (current position)</p> <p>June 2018 Director of D-SENSE Co., Ltd. (currently ALVAUS Inc.)</p> <p>June 2020 Director of Active Medical Co., Ltd. (currently ALVAUS Inc.)</p> <p>October 2021 Director and Chairman of ALVAUS Inc. (current position)</p> <p>April 2023 President of Gunma Association of Health Industry Distributors (current position)</p> <p>June 2023 Director of Japan Association of Health Industry Distributors (current position)</p> <p>July 2023 Director of Ortho Edge Japan Co., Ltd. (current position)</p> <p>July 2025 Director and Chairman of REPS Corp. (current position)</p>	120,461

	<p>[Significant concurrent positions]</p> <p>President and Representative Director of KURIBARA MEDICAL INSTRUMENTS, Director and Chairman of ALVAUS Inc., Director of Ortho Edge Japan Co., Ltd., Director of Tsumug Medical co., Director and Chairman of REPS Corp., Director of MK Co., Ltd., President of Gunma Association of Health Industry Distributors, Director of Japan Association of Health Industry Distributors</p> <p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Masaru Kuribara is engaged in the management of KURIBARA MEDICAL INSTRUMENTS, an important subsidiary of the Company, as its President and Representative Director. He is expected to reinforce the Board of Directors' decision-making and effectiveness of the supervisory functions by bringing his wealth of experience and insight to the Board of Directors. For these reasons, he is nominated as a candidate for Director.</p>
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- Notes:
1. There are no special interests between the candidates and the Company.
 2. The Company has concluded a directors and officers liability insurance policy, as provided for in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. An overview of the contents of the insurance policy is stated on page 36 of the business report (available in Japanese only). If each of the candidates is elected, he/she will be included as an insured under the said insurance policy. The policy is scheduled to be renewed in May 2026 with the same level of coverage.
 3. The number of shares of the Company held by the candidates represents the number as of June 30, 2025. It includes their shareholdings in the name of MEDIUS HOLDINGS Officers' Shareholding Association.

Proposal 4: Election of Six Directors Who Are Audit & Supervisory Committee Members

The terms of office of Directors who are Audit & Supervisory Committee Members, Mr. Mitsuo Yamaguchi, Mr. Hiroto Takei, Mr. Hideaki Takeuchi, Ms. Junko Echigo, Mr. Kazuaki Kuwabara, Mr. Hiroshi Kudo, Mr. Norio Funayama, and Mr. Akihiko Watanabe will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we propose the election of six Directors who are Audit & Supervisory Committee Members.

If this proposal is approved, the number of Directors who are Audit & Supervisory Committee Members will be seven, the reduction of the number by two, and if Proposal 3 is approved, the total number of Directors will be 11 including six Outside Directors (Audit & Supervisory Committee Members). Therefore, we believe the audit function will not be impaired, as the number of Outside Directors (Audit & Supervisory Committee Members) will account for a majority of the total number of Directors.

The consent of the Audit & Supervisory Committee has been obtained for this proposal.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

No.	Name	Current positions and responsibilities at the Company
1	Hiroto Takei [Reappointment]	Director (Standing Audit & Supervisory Committee Member)
2	Hiroshi Kudo [Reappointment] [Outside] [Independent]	Outside Director (Audit & Supervisory Committee Member)
3	Norio Funayama [Reappointment] [Outside] [Independent]	Outside Director (Audit & Supervisory Committee Member)
4	Akihiko Watanabe [Reappointment] [Outside] [Independent]	Outside Director (Audit & Supervisory Committee Member)
5	Natsuko Shimizu [New appointment] [Outside] [Independent]	—
6	Masako Goto [New appointment] [Outside] [Independent]	—

[Reappointment] Candidate for reappointment as Director

[New appointment] Candidate for new appointment as Director

[Outside] Candidate for appointment as Outside Director

[Independent] Independent Director as stipulated by the Tokyo Stock Exchange

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	<p>Hiroto Takei (October 20, 1965)</p> <p>[Reappointment]</p> <p>Years in office as Director (Audit & Supervisory Committee Member) 2 years</p> <p>Attendance at meetings of the Board of Directors 16/16 times (100%)</p> <p>Attendance at meetings of the Audit & Supervisory Committee 14/14 times (100%)</p>	<p>May 1999 Joined Kyowa Medical Corporation</p> <p>July 2003 General Manager, Corporate Planning Division of Kyowa Medical Corporation</p> <p>July 2009 General Manager, Management Support Division of the Company</p> <p>October 2010 Corporate Auditor of KURIBARA MEDICAL INSTRUMENTS General Manager, Office of the President of the Company</p> <p>August 2012 Director of NETWORK Co., Ltd. (currently ALVAUS Inc.)</p> <p>May 2013 Director of Akita MEDICAL INSTRUMENTS Co., Ltd.</p> <p>September 2014 Corporate Auditor of NETWORK Co., Ltd. (currently ALVAUS Inc.) Corporate Auditor of Akita MEDICAL INSTRUMENTS Co., Ltd.</p> <p>September 2015 Executive Officer of the Company</p> <p>June 2018 Corporate Auditor of MITAS Inc.</p> <p>February 2019 Corporate Auditor of D-SENSE Co., Ltd. (currently ALVAUS Inc.) Corporate Auditor of ISHIKAWA MEDICAL INSTRUMENTS INC.</p> <p>October 2021 Corporate Auditor of ALVAUS Inc. Corporate Auditor of Active Medical Co., Ltd. (current position)</p> <p>July 2022 General Manager, Presidential Division and General Manager, Secretarial Office of the Company</p> <p>October 2022 Corporate Auditor of NOAH INTERNATIONAL Co., Ltd. (current position)</p> <p>September 2023 Corporate Auditor of Akita MEDICAL INSTRUMENTS Co., Ltd. (current position) Director (Standing Audit & Supervisory Committee Member) of the Company (current position)</p> <p>July 2025 Corporate Auditor of MIUL Healthcare Co., Ltd. (current position)</p>	63,865

	<p>[Significant concurrent positions]</p> <p>Corporate Auditor of Active Medical Co., Ltd., Corporate Auditor of NOAH INTERNATIONAL Co., Ltd., Corporate Auditor of Akita MEDICAL INSTRUMENTS Co., Ltd., Corporate Auditor of MIUL Healthcare Co., Ltd.</p> <p>[Reasons for nomination as candidate for Director who is an Audit & Supervisory Committee Member]</p> <p>Mr. Hiroto Takei has extensive experience in the corporate planning divisions and as a corporate auditor of the Company's subsidiaries, as well as serving as General Manager of the Office of the President and General Manager of the Secretarial Office of the Company. This experience has given him a deep understanding of the Group's corporate governance, and he can therefore be expected to appropriately perform his duties as a Director who is an Audit & Supervisory Committee Member. For these reasons, he is nominated as a candidate for Director who is an Audit & Supervisory Committee Member.</p> <p>[Years in office as a Director who is an Audit & Supervisory Committee Member]</p> <p>He will have served as a Director who is an Audit & Supervisory Committee Member at the Company for two years at the conclusion of this General Meeting of Shareholders.</p>
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No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
2	<p>Hiroshi Kudo (October 26, 1946)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>Years in office as Director (Audit & Supervisory Committee Member) 2 years</p> <p>Attendance at meetings of the Board of Directors 16/16 times (100%)</p> <p>Attendance at meetings of the Audit & Supervisory Committee 14/14 times (100%)</p>	<p>November 1993 Director and General Manager, Business Division of Medtronic Japan Co., Ltd.</p> <p>May 1998 Vice President of Medtronic</p> <p>May 1999 President and Representative Director of Medtronic Japan Co., Ltd.</p> <p>April 2003 Vice President of Asia Pacific Region of STERIS Corporation President and Representative Director of STERIS Japan Inc.</p> <p>May 2005 Chairman of STERIS (Shanghai) Trading Co. Ltd.</p> <p>April 2007 Chairman and Representative Director of STERIS-Austar Pharmaceutical Systems Hong Kong Limited</p> <p>January 2010 President and Representative Director of Kobayashi Medical Co., Ltd. (currently Japan Medicalnext Co., Ltd.)</p> <p>April 2013 Director and Chief Advisor of Japan Medicalnext Co., Ltd.</p> <p>January 2014 Vice President of Asia Pacific Region of Limacorporate S.p.A. Chairman and Representative Director of Lima Japan K.K.</p> <p>December 2014 Director of Lima Orthopaedics New Zealand Ltd</p> <p>September 2015 Director of Lima Orthopaedics Australia Pty Ltd</p> <p>January 2016 Director of Lima Korea Co., Ltd.</p> <p>April 2018 Advisor for Life Science Promotion of Economy and Industry Department of the Osaka Chamber of Commerce and Industry (current position) President of Kudo Consulting Office (current position)</p> <p>September 2019 Outside Director of the Company</p> <p>September 2023 Outside Director (Audit & Supervisory Committee Member) of the Company (current position)</p>	434	
<p>[Significant concurrent positions] President of Kudo Consulting Office</p> <p>[Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and overview of expected roles] Mr. Hiroshi Kudo possesses extensive experience and a long track record of corporate management at a medical device manufacturer. He is expected to provide input based on his broad-ranging perspective gained through his career, and to leverage his wealth of knowledge and expertise in the management of the Company. For these reasons, he is nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member.</p> <p>[Years in office as an Outside Director and years in office as an Outside Director who is an Audit & Supervisory Committee Member] He will have served as an Outside Director of the Company for six years and an Outside Director who is an Audit & Supervisory Committee Member at the Company for two years, at the conclusion of this General Meeting of Shareholders.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	<p>Norio Funayama (April 28, 1957)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>Years in office as Director (Audit & Supervisory Committee Member) 2 years</p> <p>Attendance at meetings of the Board of Directors 15/16 times (94%)</p> <p>Attendance at meetings of the Audit & Supervisory Committee 14/14 times (100%)</p>	<p>April 1981</p> <p>September 2005</p> <p>November 2006</p> <p>June 2008</p> <p>March 2009</p> <p>June 2010</p> <p>October 2010</p> <p>April 2013</p> <p>April 2014</p> <p>September 2019</p> <p>August 2020</p> <p>June 2021</p> <p>September 2023</p> <p>June 2024</p>	<p>Joined The Long-Term Credit Bank of Japan, Ltd. (currently SBI Shinsei Bank, Limited)</p> <p>Executive Officer and General Manager, Corporate Strategy Department of Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Executive Officer and General Manager, Strategy Promotion Office of Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Managing Executive Officer and General Manager, Institutions Business Division of Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Managing Executive Officer and General Manager, Institutions Business Division and General Planning Department of Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Managing Executive Officer and General Manager, Institutions Business Division of Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Managing Executive Officer and General Manager, Osaka Branch of Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Managing Executive Officer and General Manager, Osaka Branch, in charge of West-Japan Sales, Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Managing Director of Council of Local Authorities for International Relations</p> <p>Director of the Company</p> <p>General Manager, Finance & Accounting Division of Web Marketing Research Institute, Inc. Director of Web Marketing Research Institute, Inc.</p> <p>Supervisor of NPO Musashino Agricultural Fureai-mura (current position)</p> <p>Outside Director (Audit & Supervisory Committee Member) of the Company (current position)</p> <p>Chair of Kawasaki International Association (current position) Outside Audit & Supervisory Board Member of JGC HOLDINGS CORPORATION (current position)</p>	434

	<p>[Significant concurrent positions]</p> <p>Outside Audit & Supervisory Board Member of JGC HOLDINGS CORPORATION</p> <p>[Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and overview of expected roles]</p> <p>Mr. Norio Funayama possesses extensive experience and a long track record of corporate management at a financial institution. He is expected to provide input based on his broad-ranging perspective gained through his career, and to leverage his wealth of knowledge and expertise in the management of the Company. For these reasons, he is nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member.</p> <p>[Years in office as an Outside Director and years in office as an Outside Director who is an Audit & Supervisory Committee Member]</p> <p>He will have served as an Outside Director of the Company for six years and an Outside Director who is an Audit & Supervisory Committee Member at the Company for two years, at the conclusion of this General Meeting of Shareholders.</p>
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No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
4	<p>Akihiko Watanabe (June 9, 1956)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>Years in office as Director (Audit & Supervisory Committee Member) 2 years</p> <p>Attendance at meetings of the Board of Directors 16/16 times (100%)</p> <p>Attendance at meetings of the Audit & Supervisory Committee 14/14 times (100%)</p>	<p>April 1979</p> <p>June 2000</p> <p>October 2002</p> <p>April 2006</p> <p>September 2006</p> <p>November 2006</p> <p>July 2007</p> <p>September 2007</p> <p>June 2008</p> <p>September 2011</p> <p>June 2013</p> <p>December 2016</p> <p>June 2019</p> <p>October 2022</p> <p>November 2022</p> <p>December 2022</p> <p>September 2023</p> <p>June 2025</p>	<p>Joined The Long-Term Credit Bank of Japan, Ltd. (currently SBI Shinsei Bank, Limited)</p> <p>Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Limited)</p> <p>Joined SEVEN-ELEVEN JAPAN CO., LTD.</p> <p>Joined Rakuten Securities, Inc.</p> <p>Director and CFO of Rakuten Securities Holdings, Inc.</p> <p>Executive Officer of Rakuten, Inc. (currently Rakuten Group, Inc.)</p> <p>Joined Human Associates, CO., LTD. (currently MBK Wellness Holdings & CO., LTD.)</p> <p>President and Representative Director of Human Associates, CO., LTD. (currently MBK Wellness Holdings & CO., LTD.)</p> <p>Director of Human Frontier Inc. (currently HOKENDOHJIN-FRONTIER Inc.)</p> <p>Representative Director of AIMS International Japan Inc.</p> <p>Representative Director of Human Associates Holdings, Co., Ltd. (currently MBK Wellness Holdings & CO., LTD.)</p> <p>Director of A • HUMANINC.</p> <p>Director of Cicom Brains inc.</p> <p>Advisor of MBK Wellness Holdings & CO., LTD.</p> <p>Advisor of PMI Partners Limited (current position)</p> <p>Outside Director of Rakuten Securities Holdings, Inc.</p> <p>Outside Director (Audit & Supervisory Committee Member) of the Company (current position)</p> <p>Advisor of Business Coach Inc. (current position)</p>	1,736
<p>[Significant concurrent positions] Advisor of PMI Partners Limited, Advisor of Business Coach Inc.</p> <p>[Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and overview of expected roles] Mr. Akihiko Watanabe possesses extensive experience and achievements at financial institutions and securities companies. He has also been engaged in corporate management as a senior manager and possesses insight and achievements across all aspects of management. He is expected to leverage his wealth of knowledge and expertise in the management of the Company. For these reasons, he is nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member.</p> <p>[Years in office as an Outside Director who is an Audit & Supervisory Committee Member] He will have served as an Outside Director who is an Audit & Supervisory Committee Member at the Company for two years at the conclusion of this General Meeting of Shareholders.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Natsuko Shimizu (December 28, 1973)	October 2005	Registered as an attorney-at-law	—
		February 2012	Joint Representative of Shimizu Arakaki Law Office (current position)	
	[New appointment]	June 2020	Outside Director of Haruyama Holdings Inc.	
	[Outside]	March 2022	Outside Director (Audit and Supervisory Committee Member) of RS Technologies Co., Ltd. (current position)	
	[Independent]	April 2024	Outside Director (Audit and Supervisory Committee Member) of Pole To Win Holdings, Inc. (current position)	
	Years in office as Director (Audit & Supervisory Committee Member)			
	Attendance at meetings of the Board of Directors			
	Attendance at meetings of the Audit & Supervisory Committee			
<p>[Significant concurrent positions]</p> <p>Joint Representative of Shimizu Arakaki Law Office, Outside Director (Audit and Supervisory Committee Member) of RS Technologies Co., Ltd., Outside Director (Audit and Supervisory Committee Member) of Pole To Win Holdings, Inc.</p> <p>[Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and overview of expected roles]</p> <p>Ms. Natsuko Shimizu has been involved in duties related to legal affairs as an attorney-at-law for many years, and she is expected to engage in auditing and supervising based on the experience and knowledge she has cultivated during her career as an expert in the field. Moreover, by leveraging her broad perspective and experience to audit and supervise the execution of business as Outside Director, she is expected to ensure corporate soundness and establish a highly transparent and fair management auditing structure. For these reasons, she is nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member. Although the candidate has not been involved in corporate management other than acting as an outside officer, the Company believes that she can adequately fulfill her duties as an Outside Director who is an Audit & Supervisory Committee Member by drawing on the high level of specialization.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
6	Masako Goto (February 21, 1978)	October 2000	Joined Century Ota Showa & Co. (currently Ernst & Young ShinNihon LLC)	—
		April 2004	Registered as a certified public accountant	
	[New appointment]	October 2017	Senior Manager of Ernst & Young ShinNihon LLC	
	[Outside]			
	[Independent]	June 2023	Representative of Masako Goto Certified Accountant Office (current position) Outside Corporate Auditor of Central Glass Co., Ltd.	
	Years in office as Director (Audit & Supervisory Committee Member)	June 2025	Outside Director (Audit and Supervisory Committee member) of Central Glass Co., Ltd. (current position)	
	—			
	Attendance at meetings of the Board of Directors			
	—			
	Attendance at meetings of the Audit & Supervisory Committee			
	—			
<p>[Significant concurrent positions]</p> <p>Representative of Masako Goto Certified Accountant Office, Outside Director (Audit and Supervisory Committee member) of Central Glass Co., Ltd.</p> <p>[Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and overview of expected roles]</p> <p>Ms. Masako Goto has been involved in duties related to accounting and finance as a certified public accountant for many years, and she is expected to engage in auditing and supervising based on the experience and knowledge she has cultivated during her career as an expert in the field. Moreover, by leveraging her broad perspective and experience to audit and supervise the execution of business as Outside Director, she is expected to ensure corporate soundness and establish a highly transparent and fair management auditing structure. For these reasons, she is nominated as a candidate for Outside Director who is an Audit & Supervisory Committee Member. Although the candidate has not been involved in corporate management other than acting as an outside officer, the Company believes that she can adequately fulfill her duties as an Outside Director who is an Audit & Supervisory Committee Member by drawing on the high level of specialization.</p>				

- Notes:
1. There are no special interests between the candidates and the Company.
 2. Mr. Hiroshi Kudo, Mr. Norio Funayama, Mr. Akihiko Watanabe, Ms. Natsuko Shimizu, and Ms. Masako Goto are candidates for Outside Directors who are Audit & Supervisory Committee Members. The Company has designated and registered Mr. Hiroshi Kudo, Mr. Norio Funayama, and Mr. Akihiko Watanabe as Independent Officers stipulated by the regulations of the Tokyo Stock Exchange, Inc. If their reappointment is approved, the Company will continue to designate them as Independent Officers. If the appointment of Ms. Natsuko Shimizu and Ms. Masako Goto is approved, the Company also intends to designate them as Independent Officers.
 3. Liability Limitation Agreement with Directors (Audit & Supervisory Committee Members)
In order to enable Directors (Audit & Supervisory Committee Members) to fully perform their expected roles, the Company intends to continue liability limitation agreements with Mr. Hiroto Takei, Mr. Hiroshi Kudo, Mr. Norio Funayama, and Mr. Akihiko Watanabe, if their reappointment is approved, to limit their liability for compensation for the negligence of their duties, in accordance with Article 427, Paragraph 1 of the Companies Act. If the appointment of Ms. Natsuko Shimizu and Ms. Masako Goto is approved, the Company intends to enter into the agreements with them.
 4. The Company has concluded a directors and officers liability insurance policy, as provided for in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. An overview of the contents of the insurance policy is stated on page 36 of the business report (available in Japanese only). If each of the candidates is elected, he/she will be included as an insured under the said insurance policy. The policy is scheduled to be renewed in May 2026 with the same level of coverage.
 5. “Rakuten Securities Holdings, Inc.,” in the career summary of Mr. Akihiko Watanabe for September 2006, refers to his position at the former Rakuten Securities Holdings, Inc. This is a different company to “Rakuten Securities Holdings, Inc.” shown in his career summary for December 2022.
 6. The number of shares of the Company held by the candidates represents the number as of June 30, 2025. It includes their shareholdings in the name of MEDIUS HOLDINGS Officers’ Shareholding Association.

(Reference)

1. Policy and procedures for the nomination of candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members)

In nominating candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members), a non-statutory Nominating Committee (a committee that formulates proposals for the appointment of officers) consisting of Outside Directors who are Audit & Supervisory Committee Members, the President and Representative Director, and the Director in charge of the human resources deliberates on candidates for Directors in accordance with the following criteria, recommends candidates for Directors to the Board of Directors, resolves them at the meeting of the Board of Directors, and submits them to this General Meeting of Shareholders as an agenda item for approval:

- Directors must appropriately exercise their duty of care and duty of loyalty in the execution of their duties, and must possess the qualities necessary for contributing to the Company's sustainable profit growth and the improvement of the corporate value.
- Executive Officers must be well-versed in the Group's business and possess the capabilities necessary to appropriately execute management of the Group.

2. Criteria and qualifications for the independence of Outside Directors

In appointing Outside Directors, the Company takes the Enforcement Rules for Securities Listing Regulations of the Tokyo Stock Exchange into consideration, and carefully investigates and considers the interests between Outside Directors and the Company, among other relationships. The Company believes that ensuring that there are no conflicts of interest between the candidates and general shareholders and that appointing Outside Directors who possess diverse expert knowledge and experience will further vitalize discussions at decision-making and supervisory bodies, such as the Board of Directors, and that they will ensure appropriate decision-making and supervision.

(Reference) Skill matrix for officers after the General Meeting of Shareholders

*If the election of all the candidates in this convocation notice is approved as proposed, the expertise and experience of the Directors (including Directors who are Audit & Supervisory Committee Members) will be as shown below.

	Name	Corporate management	Medical systems	Finance and accounting	Legal and risk management	Human resources and human resource development	Sales and marketing	IT and DX	Finance
Directors	Yasuhiko Ikeya	✓	✓				✓		
	Shuhei Miyaji	✓	✓				✓	✓	
	Hiroyuki Akutagawa	✓		✓		✓			
	Masaru Kuribara	✓	✓				✓		
Directors who are Audit & Supervisory Committee Members	Hiroto Takei				✓	✓			
	Hiroshi Kudo [Outside] [Independent]	✓	✓				✓		
	Norio Funayama [Outside] [Independent]	✓		✓					✓
	Akihiko Watanabe [Outside] [Independent]	✓		✓		✓			✓
	Masaru Yokomaku [Outside] [Independent]	✓	✓				✓		
	Natsuko Shimizu [Outside] [Independent]				✓				
	Masako Goto [Outside] [Independent]			✓					

■ Opinions of the Audit & Supervisory Committee

We have confirmed that seven Outside Directors who are Audit & Supervisory Committee Members attended the meetings of a committee that formulates proposals for the appointment of officers (a non-statutory Nominating Committee) and a committee that formulates proposals on compensation for Directors (a non-statutory Compensation Committee) both as committee members, deliberated on, among other things, the appointment and compensation of Directors (excluding Directors who are Audit & Supervisory Committee Members), and reported the details of the deliberations to the Audit & Supervisory Committee for further deliberations, and that these matters were discussed and implemented in an appropriate manner.

As a result, the Audit & Supervisory Committee has concluded that there are no special matters to be presented at the General Meeting of Shareholders pursuant to the provisions of the Companies Act with regard to the appointment of Directors (excluding Directors who are Audit & Supervisory Committee Members) or their compensation, or other such matters.