

September 29, 2025

To whom it may concern

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**Notice of Resolutions to Approve Share Consolidation, Abolishment of Provisions for the Number of Shares Per Unit, Partial Amendment to the Articles of Incorporation and Reduction of the Stated Capital**

MedPeer, Inc. (the “Company”) hereby announces that as stated in the “Notice Concerning Convocation of Extraordinary General Meeting of Shareholders for Share Consolidation, Abolishment of Provisions for the Number of Shares Per Unit, Partial Amendment to the Articles of Incorporation and Reduction of the Stated Capital” released by the Company on September 1, 2025 (the “Company Press Release on September 1, 2025”), it submitted to the extraordinary general meeting of shareholders held today (the “Extraordinary General Meeting of Shareholders”) proposals for share consolidation, abolishment of the provisions for the number of shares per unit, partial amendment to the articles of incorporation, and a reduction of the amount of stated capital, and that all proposals were approved and adopted as originally proposed, as follows:

As a result, the Company’s common shares (the “Company Shares”) will meet the delisting criteria of the Tokyo Stock Exchange, Inc. (“TSE”). Thereby, the Company Shares will be designated as stock to be delisted from today, until October 16, 2025, and delisted on October 17, 2025. Please note that after delisting, the Company Shares will no longer be traded on the Prime Market of TSE.

**1. Proposal 1 (Share Consolidation)**

The consolidation of the Company Shares (the “Share Consolidation”) as described below was approved at the Extraordinary General Meeting of Shareholders. The details of the Share Consolidations are as stated in the Company Press Release on September 1, 2025.

**(1) Type of shares to be consolidated**

Common shares

**(2) Consolidation ratio**

4,118,165 Company Shares will be consolidated into one share.

**(3) Total number of issued shares following reduction**

21,698,804 shares (Note 1)

(Note 1) At the Board of Directors meeting held on September 1, 2025, the Company decided to cancel 311,521 treasury shares (corresponding to 282,304 treasury shares owned by the Company as of August 23, 2025 plus 29,217

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<sup>1</sup> This document is an excerpt translation of the original Japanese document and is only for reference purposes. In the event of any discrepancy between this translated document and the original Japanese document, the latter shall prevail.

shares, which is the number of the restricted shares of the Company owned by officers, executive officers, and employees of the Company, as well as directors of the Company's wholly-owned subsidiaries (21 persons in total) (the "Restricted Shares") that the Company intends to acquire as of October 20, 2025 without consideration.) as of October 20, 2025, and therefore, the "total number of issued shares following reduction" is indicated based on the total number of issued shares following such cancellation.

(4) Total number of issued shares prior to the effective date

21,698,809 shares (Note 2)

(Note 2) At the Board of Directors meeting held on September 1, 2025, the Company decided to cancel 311,521 treasury shares (corresponding to 282,304 treasury shares owned by the Company as of August 23, 2025 plus 29,217 shares, which is the number of the Restricted Shares that the Company intends to acquire as of October 20, 2025 without consideration.) and therefore, the "total number of issued shares prior to the effective date" indicates the number of shares equal to the total number of issued shares of the Company following such cancellation.

(5) Total number of issued shares following the effective date

5 shares

(6) Total number of authorized shares as of the effective date

20 shares

(7) Method of treating fractional shares, and amount of cash expected to be delivered to shareholders as a result of such treatment

- (i) Whether treatment is planned pursuant to Article 235, Paragraph (1) of Companies Act or Article 234, Paragraph (2) of the same act as applied *mutatis mutandis* pursuant to Article 235, Paragraph (2) of the same act and reasons therefor

As a result of the Share Consolidation, the number of Company Shares owned by shareholders other than Mr. Yo Iwami, BOZO Co., Ltd., an asset management company with all issued shares owned by four shareholders, Mr. Yo Iwami and his three children ("BOZO"), and NMT, Inc. (the "Tender Offeror") will be fractional shares. Fractional shares arising as a result of the Share Consolidation will be treated as follows: Shares corresponding to the sum of fractional shares (if there is any fraction of less than one share in such sum, such fraction will be rounded off in accordance with the provisions of Article 235, Paragraph 1 of the Companies Act (Law No. 86 of 2005; as amended; "Companies Act")) will be sold in accordance with the provisions of Article 235 of the Companies Act and any other related laws and regulations, and proceeds from such sale will be delivered to the shareholders of such fractional shares in proportion to their fractional shares. In such sale process, pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act applied *mutatis mutandis* in Article 235, Paragraph 2 of said act, with the permission of the court, the Company will sell shares corresponding to the sum of such fractional shares to the Tender Offeror. If the required permission of the court is obtained as planned, the sale price in such case will be a price enabling the delivery of cash equal to an amount obtained by multiplying the number of Company Shares owned by the shareholders whose names are entered or recorded on the Company's final shareholder registry as of October 20, 2025, the day immediately preceding the effective date of the Share Consolidation, by 700 yen, which is the same amount as the purchase price per Company Share in the tender offer for the Company Shares and Stock Acquisition Rights (Note 3) conducted from May 15, 2025 until August 7, 2025 (the "Tender Offer Price"); provided, however, that if the permission of the court cannot be obtained, or if adjustment of fractions is required for calculations, the amount actually delivered may differ from the amount above.

(Note 3) The stock acquisition rights specified in (A) and (B) below collectively means "Stock Acquisition Rights":

(A) The stock acquisition rights issued based on a resolution of the Board of Directors of the Company held

on March 15, 2018 (“Series 12 Stock Acquisition Rights”) (the exercise period is from January 1, 2020 to March 29, 2028)

(B) The stock acquisition rights issued based on a resolution of the Board of Directors of the Company held on February 13, 2019 (“Series 16 Stock Acquisition Rights”) (the exercise period is from March 11, 2019 to March 8, 2029)

(ii) Name of person expected to be the purchaser of shares to be sold

NMT, Inc. (the Tender Offeror)

(iii) Method by which person expected to be the purchaser of shares to be sold will secure funds to make payment for the sale; the reasonableness of such method

The Tender Offeror plans to procure funds to acquire Company Shares equivalent to the total number of fractional shares arising as a result of the Share Consolidation through a loan from MUFG Bank, Ltd. The Company has verified the loan certificate submitted by the Tender Offeror in the procedures for implementing the transaction for the purpose of acquiring and owning all Company Shares (including the Company Shares to be delivered by exercise of the Stock Acquisition Rights, and excluding the Company Shares that Mr. Yo Iwami and BOZO have agreed not to tender in the Tender Offer and treasury shares owned by the Company) and Stock Acquisition Rights, etc. to privatize the Company Shares, and confirmed that the Tender Offeror has secured funding. According to the Tender Offeror, no circumstances have arisen that are likely to hinder payment for purchase of Company Shares equivalent to the total number of fractional shares arising as a result of the Share Consolidation, and the Tender Offeror is not aware of any likelihood of such an event occurring going forward. Accordingly, the Company considers the method for securing funds to pay for Company Shares equivalent to the total number of fractional shares arising as a result of the Share Consolidation to be reasonable.

(iv) Timing of sale, and expected timing when proceeds from the sale will be delivered to the shareholders

Pursuant to the provisions of Article 234, Paragraph 2 of the Companies Act applied *mutatis mutandis* in Article 235, Paragraph 2 of said act, the Company plans, around late October 2025, to file a petition seeking permission from the court for sale of Company Shares equivalent to the total number of fractional shares arising as a result of the Share Consolidation. When the Company can obtain such permission is dependent on the availability etc. of the court, but with the permission of the court, the Company expects to sell such Company Shares to the Tender Offeror around late November 2025, and subsequently, after carrying out the required preparations for delivering the proceeds from such sale to the shareholders, to deliver such sales proceeds to the shareholders around late December. In light of the time required, starting from the effective date of the Share Consolidation, for the procedures pertaining to the sale, the Company considers that as stated above, at the respective timing, Company Shares equivalent to the total number of fractional shares arising as a result of the Share Consolidation will be sold, and such sales proceeds will be delivered to the shareholders. It should be noted that such sales proceeds will be delivered to the shareholders whose names are entered or recorded on the Company’s final shareholder registry as of October 20, 2025, the day immediately preceding the effective date of the Share Consolidation, using the same method used for delivering dividends by the Company.

## 2. Proposal 2 (Partial Amendment to the Articles of Incorporation)

The partial amendment to the Articles of Incorporation as follows was approved at the Extraordinary General Meeting of Shareholders. The details of such amendment are as stated in the Company Press Release on September 1, 2025. Such amendment will become effective on October 21, 2025, subject to the Share Consolidation coming into effect.

(1) If the Share Consolidation comes into effect, in accordance with the provisions of Article 182, Paragraph 2 of the

Companies Act, the total number of the Company's authorized shares will be reduced to 20 shares. In order to make this point clear, subject to the Share Consolidation coming into effect, Article 6 (Total Number of Authorized Shares) of the articles of incorporation will be amended.

- (2) If the Share Consolidation comes into effect, the total number of the Company's issued shares will be 5 shares, and there will no longer be a need to stipulate the number of shares per unit. Subject to the Share Consolidation coming into effect, to abolish the provisions for the number of Company Shares per unit, which is currently set as 100 shares per unit, Article 7 (Number of Shares Per Unit) and Article 8 (Rights Relating to Shares Less Than One Unit) of the articles of incorporation will be deleted in their entirety, and the article numbering will be moved forward in conjunction with such amendment.
- (3) If the Share Consolidation comes into effect, the Tender Offeror, Mr. Yo Iwami and BOZO will be the only shareholders of the Company, and the provisions for the record date of the annual general meeting of shareholders and for the electronic provision system for general meetings of shareholders materials will cease to be necessary. Subject to the Share Consolidation coming into effect, Article 9 (Record Date) and Article 14 (Electronic Provision Measures etc.) of the articles of incorporation will be deleted in their entirety, and the article numbering will be moved forward in conjunction with such amendment.

### 3. Proposal 3 (Reduction of Stated Capital)

The reduction of stated capital has been approved at the Extraordinary General Meeting of Shareholders. The details of such reduction of stated capital are as stated in the Company Press Release on September 1, 2025. The reduction of stated capital will become effective on September 30, 2025.

### 4. Dates relating to share consolidation

(i)	Date of the Extraordinary General Meeting of Shareholders	Monday, September 29, 2025
(ii)	Date of designation as stock to be delisted	Monday, September 29, 2025
(iii)	Date of the final trading of the Company Shares	Thursday, October 16, 2025 (planned)
(iv)	Date of delisting the Company Shares	Friday, October 17, 2025 (planned)
(v)	Effective date of the Share Consolidation	Tuesday, October 21, 2025 (planned)

End