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(Securities Code: 3593)

May 30, 2022

To our shareholders:

Jun-ichi Hoki  
President and CEO  
**Hogy Medical Co., Ltd.**  
2-7-7 Akasaka, Minato-ku, Tokyo

## Notice of the 61st Annual General Meeting of Shareholders

You are cordially notified of the 61st Annual General Meeting of Shareholders of Hogy Medical Co., Ltd. (the “Company”), which will be held as follows.

From the perspective of preventing the spread of the novel coronavirus disease (COVID-19), we request that you refrain from attending the meeting in person on the day of the meeting, and to please refer to the subsequent Reference Documents for General Meeting of Shareholders and exercise your voting rights by either of the following methods no later than Thursday, June 16, 2022 at 5:15 p.m. (JST).

[Voting in Writing (by Mail)]

Please indicate your approval or disapproval to the proposals on the enclosed voting form, and return it by post so that it reaches us by the above deadline.

[Voting via the Internet, etc.]

Please review the [Guidance for Exercising Voting Rights via the Internet, etc.] on page 3 (in Japanese only), and enter your approval or disapproval to the proposals according to the on-screen instructions by the above deadline.

**1. Date and Time:** Friday, June 17, 2022, at 10:00 a.m. (JST) (Reception opens at 9:00 a.m.)

**2. Venue:** Conference Room, B1, Head Office of the Company  
2-7-7 Akasaka, Minato-ku, Tokyo

### 3. Purpose of the Meeting

#### Matters to be reported:

1. Contents of Business Report, contents of Consolidated Financial Statements for the 61st term (April 1, 2021 to March 31, 2022), and the audit results of the Consolidated Financial Statements by the Financial Auditor and the Board of Corporate Auditors
2. Contents of Non-consolidated Financial Statements for the 61st term (April 1, 2021 to March 31, 2022)

#### Matters to be resolved:

- Proposal No. 1** Amendment to the Articles of Incorporation  
**Proposal No. 2** Election of Six Directors

### 4. Guide for Exercise of Voting Rights, Etc.

Please refer to “Guide for Exercise of Voting Rights, Etc.” on page 2 (in Japanese only).

- Please bring the enclosed voting form for submission at the meeting reception when you attend on the day of the meeting. In addition, in order to conserve resources, please bring this Notice with you.
- To prevent the spread of COVID-19, we kindly ask that you check the status of the spread of infection and assess your own health on the day of the meeting, and take appropriate measures to prevent the spread of the virus, such as wearing a mask, when you attend.
- Of the documents to be attached to this Notice, the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are posted on the Company’s website in accordance with the laws and regulations and Article 14 of the Articles of Incorporation of the Company and are not included in the attachment of this Notice. These items are included in the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Board of Corporate Auditors and the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Financial Auditor.
- Note that if there are any modifications to the Reference Documents for General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, or the Consolidated Financial Statements, such modifications will be posted on the Company’s website (in Japanese only).

The Company’s website (<https://www.hogy.co.jp>)

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1      Amendment to the Articles of Incorporation

#### 1. Reasons for the Proposal

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) As it will become mandatory to stipulate in the Articles of Incorporation that the Company shall take measures for providing information that constitutes the contents of reference documents for the general meeting of shareholders, etc. in electronic format, Article 14, paragraph 1 of the proposed amendments (Measures, etc. for Providing Information in Electronic Format) will be established.
- (2) Among items for which the measures for providing information that constitutes the contents of the reference documents for the general meeting of shareholders, etc. in electronic format will be taken, to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents to the scope prescribed in the Ministry of Justice Order, Article 14, paragraph 2 of the proposed amendments (Measures, etc. for Providing Information in Electronic Format) will be established.
- (3) Since the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format makes Article 14 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) no longer required, it will be deleted.
- (4) Supplementary provisions regarding the effectiveness of the aforementioned established and deleted provisions will be established. The supplementary provisions will be deleted after the specified period.

#### 2. Details of the Amendment

The details of the amendment are as follows:

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 14</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the Internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 14</u> 1) <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> 2) <u>Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed amendments
(Newly established)	<u>(Supplementary Provisions)</u>
	<u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u>
(Newly established)	<u>Article 1</u>
	1) <u>The deletion of Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) and the establishment of new Article 14 of the Articles of Incorporation (Measures, etc. for Providing Information in Electronic Format) shall take effect on September 1, 2022.</u>
	2) <u>Notwithstanding the provision of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from September 1, 2022.</u>
	3) <u>The provisions of this Article shall be deleted on the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u>

**Proposal No. 2** Election of Six Directors

The terms of office of all seven Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of six Directors.

The Director candidates are as follows:

Candidate No.	Name	Current position and responsibilities	Attributes
1	Jun-ichi Hoki	President and CEO	Reelection
2	Hideki Kawakubo	Director, General Manager of Administration Div., General Manager of Management Planning Dept., and General Manager of Administration Dept.	Reelection
3	Kou Ishikawa	Director, General Manager of Research & Development Div.	Reelection
4	Kiyoshi Uesugi	Outside Director	Reelection Outside Independent
5	Taisuke Fujita		New election Outside Independent
6	Nguyen Viet Ha		New election Outside Independent

Reelection                      Renominated director candidate  
New election                    New director candidate  
Outside                         Outside Director candidate  
Independent                    Independent officer in accordance with the provisions of the stock exchange, etc.

Candidate No.	Name and date of birth	Career summary, and position and responsibilities in the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Jun-ichi Hoki (December 27, 1960) Male</p> <p style="text-align: center;">Reelection Attendance at meetings of the Board of Directors 18/18 (100%)</p>	<p>Mar. 1984    Joined the Company</p> <p>Apr. 1993    Manager of Miho Plant No. 2</p> <p>Dec. 1995    Director of P.T. Hoky Indonesia</p> <p>Apr. 1997    Deputy General Manager of Manufacturing Dept. of the Company</p> <p>Apr. 1998    Deputy General Manager of Management Planning Dept.</p> <p>June 1999    Director, Executive Officer in charge of Management Planning Dept.</p> <p>June 2003    Senior Executive Director in charge of Management Planning Dept.</p> <p>July 2003    Senior Executive Director and General Manager of Administration Div.</p> <p>June 2005    President and CEO (present position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>No significant concurrent positions.</p>	728,396 shares
<p>(Reasons for nomination as Director candidate)</p> <p>Mr. Jun-ichi Hoki has extensive management experience, proven track record and insights to contribute to the Group's ongoing profit growth and improvement in corporate value, and is familiar with the Group's business. The Company has determined that he will demonstrate his capacities required for appropriately managing the Group, and accordingly it proposes that he be reappointed.</p>			

Candidate No.	Name and date of birth	Career summary, and position and responsibilities in the Company	Number of the Company's shares owned
2	<p data-bbox="347 819 528 909">Hideki Kawakubo (February 6, 1971) Male</p> <p data-bbox="293 949 584 1070">Reelection Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p data-bbox="612 264 1209 322">Apr. 1996      Joined Yamanouchi Pharmaceutical Co., Ltd. (currently Astellas Pharma Inc.)</p> <p data-bbox="612 331 1187 421">Oct. 2007      General Manager of Corporate Communications and IR Group of Astellas Pharma Inc.</p> <p data-bbox="612 430 1193 488">Oct. 2012      General Manager of Management Planning Dept. of Astellas Pharma Inc.</p> <p data-bbox="612 497 1168 555">Feb. 2015      Joined USJ Co., Ltd. as Deputy General Manager of HR and General Affairs Div.</p> <p data-bbox="612 564 1168 654">Apr. 2016      Joined Dexerials Corporation as General Manager of IR Dept. of General Affairs Planning Div.</p> <p data-bbox="612 663 1203 721">Apr. 2018      Joined the Company as General Manager of Management Planning Dept.</p> <p data-bbox="612 730 1190 788">July 2018      Executive Officer and General Manager of Management Planning Dept.</p> <p data-bbox="612 797 1197 855">Aug. 2018      Director, HOGY Medical Asia Pacific PTE. LTD. (present position)</p> <p data-bbox="612 864 1181 954">May 2019      Executive Officer, General Manager of Management Planning Dept., and General Manager of Sales Administration Dept.</p> <p data-bbox="612 963 1232 1111">June 2020      Executive Officer, General Manager of Administration Div., General Manager of Management Planning Dept., General Manager of Sales Administration Dept., and General Manager of Administration Dept.</p> <p data-bbox="612 1120 1228 1267">Apr. 2021      Executive Officer, General Manager of Administration Div., General Manager of Management Planning Dept., General Manager of Administration Dept., and General Manager of Sales Administration Dept.</p> <p data-bbox="612 1276 1232 1433">June 2021      Director, General Manager of Administration Div., General Manager of Management Planning Dept., General Manager of Administration Dept., and General Manager of Sales Administration Dept.</p> <p data-bbox="612 1442 1212 1568">Sept. 2021      Director, General Manager of Administration Div., General Manager of Management Planning Dept., and General Manager of Administration Dept. (present position)</p> <p data-bbox="612 1576 1149 1626">[Significant concurrent positions outside the Company] Director, HOGY Medical Asia Pacific PTE. LTD.</p>	2,030 shares
<p data-bbox="277 1635 740 1662">(Reasons for nomination as Director candidate)</p> <p data-bbox="277 1671 1426 1785">Mr. Hideki Kawakubo has extensive operational experience in management planning and administration, proven track record and insights to contribute to the Group's ongoing profit growth and improvement in corporate value, and is familiar with the Group's business. The Company has determined that he will demonstrate his capacities required for appropriately managing the Group, and accordingly it proposes that he be reappointed.</p>			

Candidate No.	Name and date of birth	Career summary, and position and responsibilities in the Company	Number of the Company's shares owned
3	<p>Kou Ishikawa (June 3, 1961) Male</p> <p>Reelection Attendance at meetings of the Board of Directors 13/13 (100%)</p>	<p>Apr. 1987      Joined Terumo Corporation</p> <p>Apr. 2007      Chief Senior Research Fellow at ME Center</p> <p>Apr. 2012      Senior Research Fellow at ME Center</p> <p>Apr. 2015      General Manager of Software Solutions Center at Research &amp; Development Div.</p> <p>Apr. 2017      General Manager of IT Solutions Center at Research &amp; Development Div.</p> <p>July 2018      Joined the Company as General Manager of Phoenix Business Dept.</p> <p>Jan. 2020      Executive Officer and General Manager of Research &amp; Development Div.</p> <p>June 2021      Director and General Manager of Research &amp; Development Div. (present position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>No significant concurrent positions.</p>	1,239 shares
		<p>(Reasons for nomination as Director candidate)</p> <p>Mr. Kou Ishikawa has extensive operational experience in research and development, proven track record and insights to contribute to the Group's ongoing profit growth and improvement in corporate value, and is familiar with the Group's business. The Company has determined that he will demonstrate his capacities required for appropriately managing the Group, and accordingly it proposes that he be reappointed.</p>	
4	<p>Kiyoshi Uesugi (May 1, 1950) Male</p> <p>Reelection Outside Independent Attendance at meetings of the Board of Directors 18/18 (100%)</p>	<p>Apr. 1968      Joined Nippon Shoji Kaisha, Ltd. (currently Alfresa Corporation)</p> <p>June 1980      Joined Terumo Corporation</p> <p>June 2002      Executive Officer and General Manager of Sales Policy Department</p> <p>July 2003      Executive Officer, General Manager of Kansai Block and Branch Manager of Osaka Branch</p> <p>Oct. 2006      Executive Officer and President of Medical Device Company</p> <p>Apr. 2010      Corporate Auditor of SEAOS, Inc. (resigned in December 2014)</p> <p>Mar. 2013      Director and Vice President of Medi-Banx Inc. (present position)</p> <p>June 2016      Outside Director of the Company (present position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Director and Vice President of Medi-Banx Inc.</p>	7,856 shares
		<p>(Reasons for nomination as Outside Director candidate and outline of expected roles)</p> <p>Mr. Kiyoshi Uesugi has extensive knowledge and business experience in the medical industry. The Company expects that he can contribute to securing suitable and appropriate decision-making by the Board of Directors and to the Group's sustainable profit growth and improvement in corporate value, and accordingly it proposes that he be reappointed.</p>	

Candidate No.	Name and date of birth	Career summary, and position and responsibilities in the Company	Number of the Company's shares owned
5	<p>Taisuke Fujita (July 11, 1970) Male</p> <p>New election Outside Independent</p> <p>Attendance at meetings of the Board of Directors -</p>	<p>Oct. 1991      Joined Tohmatsu &amp; Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>Nov. 2000      Joined Morgan Stanley Japan Securities (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>June 2002      Joined SPARX Asset Management Co., Ltd. as Group Manager of Value Creation Investment</p> <p>Mar. 2006      Joined Taiyo Pacific Partners LP as Group Director of Portfolio Management</p> <p>Feb. 2012      CEO of Unleash Capital Pte. Ltd.</p> <p>Dec. 2012      Joined Orbis Investments Management Ltd. as Japan Business Start-up Initiative Leader</p> <p>Sept. 2014      Asian Energy Investments, Pte. Ltd. COO</p> <p>May 2016      Joined Amundi Japan Ltd. as General Manager of Asset Management</p> <p>June 2020      Representative of Office Fujita (present position)</p> <p>July 2020      Outside Director of Konoike Transport Co., Ltd. (present position)</p> <p>[Significant concurrent positions outside the Company] Representative of Office Fujita Outside Director of Konoike Transport Co., Ltd.</p>	- shares
<p>(Reasons for nomination as Outside Director candidate and outline of expected roles)</p> <p>Mr. Taisuke Fujita has extensive knowledge and experience in capital markets in Japan and overseas and corporate management. The Company expects that he can contribute to securing suitable and appropriate decision-making by the Board of Directors and to the Group's sustainable profit growth and improvement in corporate value, and accordingly it proposes that he be appointed.</p>			



Candidate No.	Name and date of birth	Career summary, and position and responsibilities in the Company	Number of the Company's shares owned
6	<p>Nguyen Viet Ha (July 2, 1981) Female</p> <p>New election Outside Independent Attendance at meetings of the Board of Directors -</p>	<p>Feb. 2008      Joined NEWS SECURITIES Co., Ltd Dec. 2011      Joined Knowledge Company Inc. as Executive Officer (present position) Jan. 2014      Joined Japan Indochina Association July 2016      CEO of Kennet Company Ltd. (present position) July 2019      CEO of KENNET VIETNAM EDUCATION &amp; CONSULTING LTD. (present position) Apr. 2020      General Manager of Investment Promotion Department of Japan Indochina Association (present position)</p> <p>[Significant concurrent positions outside the Company] CEO of Kennet Company Ltd. CEO of KENNET VIETNAM EDUCATION &amp; CONSULTING LTD.</p>	- shares
<p>(Reasons for nomination as Outside Director candidate and outline of expected roles) Ms. Nguyen Viet Ha has extensive knowledge and business experience in the Southeast Asia region. The Company expects that she can contribute to securing suitable and appropriate decision-making by the Board of Directors and to the Group's sustainable profit growth and improvement in corporate value, and accordingly it proposes that she be appointed.</p>			

- Notes:
1. Mr. Kiyoshi Uesugi is a Director and Vice President of Medi-Banx Inc., and the Company has business transactions with the said company regarding sales support. There is no special interest between the other candidates and the Company.
  2. The number of the Company's shares owned by each candidate includes the respective candidate's holdings in the Hogy Medical Officers' Shareholders Association.
  3. Mr. Kiyoshi Uesugi, Mr. Taisuke Fujita and Ms. Nguyen Viet Ha are outside Director candidates. Mr. Kiyoshi Uesugi satisfies the requirements for independent officers as provided for by the Tokyo Stock Exchange, and the Company has submitted notification to the aforementioned exchange concerning his appointment as independent officer. If his reelection is approved, the Company plans for his appointment as independent officer to continue. He is a Director and Vice President of Medi-Banx Inc., and the Company has business transactions with the said company regarding sales support; however, the average amount of the transactions in the most recent fiscal year has been less than 1% of the net sales of the said company and the Company, and the Company has determined that it will not affect his independence. Mr. Taisuke Fujita and Ms. Nguyen Viet Ha satisfy the requirements for independent officers as provided for by the Tokyo Stock Exchange, and the Company will submit notification to the aforementioned exchange concerning their appointments as independent officer. In addition, they all satisfy the Company's independence standards for outside officers (page 11).
  4. Mr. Kiyoshi Uesugi is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure since assuming office will have been six years.

<Reference>

Director Candidates' Skill Matrix

If Proposal No. 2 is approved and adopted as proposed at this General Meeting of Shareholders, the matrix of the skills that are particularly expected of each Director candidate will be as follows:

Candidate No.	Name	Main position	Committees		Skills and areas of expertise that are particularly expected					
			Nominating committee	Compensation committee	Corporate management	Research and development, production, logistics	Sales marketing	Overseas business	Governance, risk management	Finance, accounting
1	Jun-ichi Hoki	President and CEO	●	●	●	●	●			
2	Hideki Kawakubo	Director, General Manager of Administration Div.							●	●
3	Kou Ishikawa	Director, General Manager of Research & Development Div.				●				
4	Kiyoshi Uesugi	Outside Director	●	●			●			
5	Taisuke Fujita	Outside Director	●	●	●			●	●	●
6	Nguyen Viet Ha	Outside Director	●	●	●			●		●

\* The above table shows skills and areas of expertise that are particularly expected of each candidate and does not represent all of the skills and areas of expertise of each candidate.

### Independence Standards for Outside Officers

1. Relationships with the Group  
A party who is not an executive director or employee (hereinafter, “party who executes business”) of the Company or one of its subsidiaries (hereinafter, the “Group”).
2. Relationships with major shareholders
  - (1) A party who is not a current major shareholder in the Company (refers to a shareholder with a voting rights ownership ratio of 10% or more; the same applies below).
  - (2) If (1) above is a corporation, a party who is not a director, corporate auditor, accounting advisor, executive officer, trustee, manager, or other employee (hereinafter, “director, etc.”) of that corporation or that corporation’s parent company or significant subsidiary (hereinafter, “corporation, etc.”).
  - (3) A party who is not a director, etc. of a corporation, etc. of which the Company is currently a major shareholder.
3. Relationships with major business partners
  - (1) A party for whom the Group is not a major business partner or who executes business for such a major business partner.
  - (2) A party who is not a major business partner of the Group or who executes business for such a major business partner.
  - (3) A party who does not execute business for an organization that the Group has provided donations, etc., that exceed the larger of ¥10 million per year based on the average for the past three fiscal years or 30% of that organization’s average annual total expenses, whichever is higher.
4. Relationships with personnel exchange partners  
A party who is not a director, corporate auditor, accounting advisor or executive officer of a corporation, etc., that accepts directors (full-time or part-time) from the Group.
5. Relationships with major lenders  
A party who does not execute business for a financial institution that the Group borrows from if the loan balance accounts for over 2% of the Company’s consolidated total assets.
6. Relationships with advisors
  - (1) A party who is not a consultant, accounting expert, or legal expert that has received money or other assets other than officers’ compensation from the Group worth ¥10 million or more a year based on the average for the past three years in the case of an individual, or that has received money or other assets other than officers’ compensation from the Group worth 2% or more of its consolidated gross sales in the case of an organization (if the party receiving assets is an organization such as a corporation or association, this refers to parties that belong to such an organization).
  - (2) A party who is not a member, partner or employee of a certified public accountant, tax accountant, audit corporation or tax accountant corporation that currently serves as a financial auditor or accounting advisor for the Group.
  - (3) A party who is not a member, partner or employee of a certified public accountant, tax accountant, audit corporation or tax accountant corporation that has served as a financial auditor or accounting advisor for the Group in the past three years and that was actually responsible (excluding supplementary involvement) for audit operations at the Group (including parties that have currently resigned from that position or office).
7. Past relationships
  - (1) A party who has not fallen under 1. during the past ten years.
  - (2) A party who has not fallen under either 2. (1) or (2) during the past five years.
  - (3) A party who has not fallen under any item in 3. to 6. (1) during the past three years.
8. Close relative relationships  
A close relative (refers to a spouse, a relative with a relation within the second degree, or a relative living in the same residence) who does not fall under either (i) or (ii) below (excluding parties who are not material).
  - (i) A party who falls under any item in 3. to 6.
  - (ii) A party who has been a party who executes business for the Group during the past three years.
9. Other relationships  
A party who does not fall under any item in 1. to 8. above, and has no potential substantive conflict of interests with general shareholders due to other circumstances.