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Securities code: 3183
June 10, 2022

To Shareholders with Voting Rights:

Hideumi Akizawa
Chief Executive Officer
WIN-Partners Co., Ltd.
Main office location: 2-2-1 Kyobashi, Chuo-ku, Tokyo
Headquarters: 2-2-1 Kyobashi, Chuo-ku, Tokyo

**NOTICE OF
THE 9TH 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 9th Annual General Meeting of Shareholders of WIN-Partners Co., Ltd. (the “Company”) will be held as described below.

If you are unable to attend the meeting in person, you can exercise your voting rights either in writing or by electronic means (via the Internet, etc.). Please carefully review the Reference Documents for the General Meeting of Shareholders provided hereafter before exercising your voting rights.

- 1. Date and Time:** Tuesday, June 28, 2022 at 10 a.m. Japan time (Registration starts at 9:30 a.m.)
- 2. Venue:** “Hall 22D” TKP Garden City PREMIUM Kyobashi
22nd Floor, KYOBASHI EDOGRAND Bldg., 2-2-1 Kyobashi, Chuo-ku, Tokyo
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report and Consolidated Financial Statements for the Company’s 9th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 9th Fiscal Year (April 1, 2021 - March 31, 2022)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendment to the Articles of Incorporation
- Proposal 3:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

<Kind Reminder to our Shareholders>

- In order to mitigate the risk of spread of COVID-19, we encourage you to exercise your voting rights in advance either in writing or by electronic means (via the Internet, etc.) instead of coming to the venue on the day of this year's meeting.
 - The general meeting's organizing staff will check their body temperature and health conditions beforehand, and keep face masks on during the meeting.
 - Alcohol-based hand sanitizer and face masks are available near the meeting reception desk for your use.
 - We kindly request all in-person meeting attendees to bring a face mask and wear it during the meeting. Shareholders who are unable to wear a mask may be denied entry to the venue.
 - A temperature check will be required for all meeting attendees near the entrance of the venue. Persons with a fever or who seem unwell may be denied entering the venue.
 - For the objective of shortening the duration of this meeting in order to mitigate the risk of spread of COVID-19, we will omit detailed explanation of the matters to be reported (including accounting audit reports) and of the proposals. Therefore, it is recommended for all shareholders to carefully read this notice prior to attending the meeting in person.
- ◎ If you attend the meeting in person, please submit your Voting Right Exercise Form enclosed herewith at the reception desk upon your arrival to the venue. Any revisions to the Reference Materials for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements will be posted on the Company's website (<http://www.win-partners.co.jp>).
- ◎ Of the documents to be provided in this notice of convocation, the following materials are posted and available for your review on the Company's website (<http://www.win-partners.co.jp>) pursuant to laws and ordinances, and Article 14 of the Articles of Incorporation of the Company.
- 1) Notes to Consolidated Financial Statements
 - 2) Notes to Non-consolidated Financial Statements

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company aims to provide shareholders with stable and sustainable return of profits, while securing adequate internal reserve for the future business expansion and enhancement of our business foundation.

In accordance with these policies, the Company proposes the following for the year-end dividends for its 9th Fiscal Year:

Type of assets to be distributed as dividends

Cash

Matters regarding the assignment of assets to be distributed as dividends and its total amount

¥35 per common share of the Company

Total amount of dividends: ¥ 994,690,795

Effective date of distribution of surplus

June 29, 2022

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reasons for the proposal

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the adoption of a system for providing materials for general meetings of shareholders in electronic form, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 14, Paragraph 1 stipulates that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided in electronic format.
- (2) The purpose of the proposed Article 14, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper-based format documents to be sent to shareholders who have requested it.
- (3) The provisions related to the disclosure through the Internet and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 14 of the current Articles of Incorporation) will no longer be required and will therefore be deleted.
- (4) In accordance with the above-stated establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of Amendments

The details of the amendments are as follows.


(Amended parts are underlined.)


Current Articles of Incorporation	Proposed Amendments
<p><u>(Disclosure through the Internet and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc.)</u> <u>Article 14 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be recorded or presented in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the Internet in accordance with the ordinance of the Ministry of Justice.</u></p> <p><Newly Established></p>	<p><Deleted></p> <p><u>(Measures for Providing Information in Electronic Format, etc.)</u> <u>Article 14 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p><u>2. Of the items to be provided in electronic format, the Company may choose not to record all or part of the items stipulated by the Ordinance of the Ministry of Justice in paper-based documents to be delivered to shareholders who have requested the delivery thereof by the record date for voting rights.</u></p>


Current Articles of Incorporation	Proposed Amendments
<p><Newly Established></p>	<p><u>(Supplementary Provisions)</u></p> <ol style="list-style-type: none"> <li data-bbox="831 275 1414 528">1. <u>The amendment to Article 14 of the Articles of Incorporation shall come into effect as of September 1, 2022 (hereinafter “Effective Date”), which is the date that the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will take effect.</u> <li data-bbox="831 528 1414 813">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 14 (Disclosure through the Internet and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc.) of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u> <li data-bbox="831 813 1414 1008">3. <u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders outlined in the preceding paragraph, whichever is later.</u>


Proposal 3: Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)


The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the closing of this General Meeting of Shareholders. Accordingly, the Company hereby proposes to elect six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members). The candidates are listed as follows.

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
1	 Hideumi Akizawa (December 10, 1960) [Reappointment]	April 1983 Joined Nishimoto Trading Co. (currently CANON MEDTECH SUPPLY CORPORATION) September 1992 Joined Takumi-Concern Co., Ltd. (currently WIN INTERNATIONAL CO., LTD.) General Manager, Sales Dept., Takumi-Concern Co., Ltd. October 1992 Representative Director, Takumi-Concern Co., Ltd. May 1994 Representative Director and President, WIN INTERNATIONAL CO., LTD. (present) April 2013 Chief Executive Officer, the Company (present) [Board of Directors meetings attended during 9th FY] 13/13	901,300
[Reasons for proposal as a candidate for Director] Mr. Hideumi Akizawa undertakes responsibilities in management of the Company as Chief Executive Officer. He has a wealth of insight and experience in all aspects of management practice. The Company proposes Mr. Akizawa as a candidate for Director as it believes that he is well qualified for playing a role in strengthening the Company's corporate governance and achieving the ongoing enhancement of corporate value.			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
2	 <p>Hiromi Mitagami (April 18, 1960) [Reappointment]</p>	<p>April 1981 Joined NIHON MEDIX CO., LTD. February 1987 Joined Takumi-Concern Co., Ltd. (currently WIN INTERNATIONAL CO., LTD.) April 2000 General Manager, Medical Device Sales Dept., WIN INTERNATIONAL CO., LTD. June 2000 Director, WIN INTERNATIONAL CO., LTD. October 2006 Director, General Manager, Sales Division, WIN INTERNATIONAL CO., LTD. October 2007 Director, Executive Officer; General Manager, Sales Division, and General Manager, New Business Dept., WIN INTERNATIONAL CO., LTD. August 2009 Director, Executive Officer; General Manager, Sales Division, and General Manager, Second Sales Dept., WIN INTERNATIONAL CO., LTD. April 2013 Director, Executive Officer, and General Manager, Sales Management Dept., the Company (present) April 2016 Director, Executive Officer, and General Manager, Sales Division, WIN INTERNATIONAL CO., LTD. (present)</p> <hr/> <p>[Board of Directors meetings attended during 9th FY] 12/13</p>	316,800
<p>[Reasons for proposal as a candidate for Director] Mr. Hiromi Mitagami undertakes responsibilities in management of the Company as Director. He has abundant knowledge of operations of the sales sector based on his broad experience in the field. The Company proposes Mr. Mitagami as a candidate for Director as it believes that he is well qualified for taking part in expanding the Company's operations and achieving the ongoing enhancement of corporate value.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
3	 <p data-bbox="213 582 434 654">Yuji Akita (August 23, 1967)</p> <p data-bbox="213 689 434 725">[Reappointment]</p>	<p data-bbox="469 277 1264 309">April 1990 Joined OBIC Co., Ltd.</p> <p data-bbox="469 313 1264 376">March 1995 Joined Arrow Japan Ltd. (currently Teleflex Medical Japan, Ltd.)</p> <p data-bbox="469 380 1264 412">April 1997 Joined TESCO CO., LTD.</p> <p data-bbox="469 416 1264 448">April 2005 Managing Director, TESCO CO., LTD.</p> <p data-bbox="469 452 1264 483">June 2006 Senior Managing Director, TESCO CO., LTD.</p> <p data-bbox="469 488 1264 551">August 2011 Representative Director and President, TESCO CO., LTD. (present)</p> <p data-bbox="469 555 1264 618">April 2013 Director, Executive Officer, and General Manager, Sales Management Dept., the Company</p> <p data-bbox="469 622 1264 685">June 2015 Director and Executive Officer, the Company (present)</p> <hr/> <p data-bbox="469 689 1264 725">[Board of Directors meetings attended during 9th FY] 13/13</p>	1,714,990
<p data-bbox="191 743 759 775">[Reasons for proposal as a candidate for Director]</p> <p data-bbox="191 779 1461 904">Mr. Yuji Akita undertakes responsibilities in management of the Company as Director. He has abundant knowledge of operations of the sales sector based on his broad experience in the field. The Company proposes Mr. Akita as a candidate for Director as it believes that he is well qualified for taking part in expanding the Company's operations in the Tohoku region and achieving the ongoing enhancement of corporate value.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
4	 <p>Keiji Matsumoto (October 14, 1959)</p> <p>[Reappointment]</p>	<p>March 1981 Joined Nishimoto Trading Co. (currently CANON MEDTECH SUPPLY CORPORATION)</p> <p>April 2009 Representative Director and President, ELK Corporation (currently CANON MEDTECH SUPPLY CORPORATION)</p> <p>November 2012 Representative Director and President, Canon Lifecare Solutions Inc. (currently CANON MEDTECH SUPPLY CORPORATION)</p> <p>March 2015 Director and Councilor, Canon Lifecare Solutions Inc.</p> <p>November 2015 Joined WIN INTERNATIONAL CO., LTD.</p> <p>November 2015 Assignment to the Company; Corporate Advisor, the Company</p> <p>April 2016 Deputy General Manager, General Affairs Dept., the Company</p> <p>June 2016 Director, Executive Officer; General Manager, General Affairs Dept.; General Manager, Finance and Accounting Dept., and General Manager, Business Implementation Dept., WIN INTERNATIONAL CO., LTD. (present)</p> <p>June 2016 Director, Executive Officer, and Deputy General Manager, General Affairs Dept., the Company</p> <p>April 2019 Director, Executive Officer, and General Manager, Administrative Division, the Company</p> <p>March 2020 Director, Executive Officer; General Manager, Administrative Division, and General Manager, General Affairs Dept., the Company</p> <p>October 2020 Director, Executive Officer; General Manager, Administrative Division; General Manager, General Affairs Dept., and General Manager, System Development Office, the Company (present)</p> <p>[Board of Directors meetings attended during 9th FY] 13/13</p>	7,394
<p>[Reasons for proposal as a candidate for Director] Mr. Keiji Matsumoto undertakes responsibilities in management of the Company as Director. He has abundant knowledge of operations of the administrative sector based on his broad experience in the field. The Company proposes Mr. Matsumoto as a candidate for Director as it believes that he is well qualified for taking part in facilitating the Company's administrative procedures and achieving the ongoing enhancement of corporate value.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
5	 <p>Shingo Majima (September 24, 1946)</p> <p>[Reappointment]</p>	<p>March 1972 Registered as Certified Public Accountant of Japan Established Shingo Majima CPA Accounting Office</p> <p>September 1975 Joined New York Office of Peat Marwick Mitchell & Co. (currently KPMG LLP)</p> <p>March 1981 Registered as US CPA (New York State)</p> <p>September 1987 Partner, KPMG LLP</p> <p>April 2006 Professor, Faculty of Commerce, Chuo University</p> <p>May 2007 Outside Director, Aderans Holdings Co., Ltd. (currently Aderans Company Limited)</p> <p>June 2012 Outside Director, WIN INTERNATIONAL CO., LTD.</p> <p>April 2013 Outside Director, the Company (present)</p> <p>June 2013 Outside Audit & Supervisory Board Member, ITOCHU Corporation (present)</p> <p>May 2017 Executive Trustee, Chuo University</p> <p>[Board of Directors meetings attended during 9th FY] 13/13</p>	-
<p>[Reasons for proposal as a candidate for Outside Director and summary of expected roles] Mr. Shingo Majima has never been involved in corporate management except serving as Outside Director; however, he has considerable knowledge and experience in finance and accounting acquired through his career as a university professor and as a certified public accountant. Therefore, the Company proposes Mr. Majima as a candidate for Outside Director as it believes that he is well qualified for taking part in strengthening the Company's management oversight functions and achieving the ongoing enhancement of corporate value.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
6	 Kenjiro Ide (December 17, 1966) [Reappointment]	April 1998 Lecturer, Department of Economics, Wako University April 2006 Lecturer, Graduate School of Medical and Dental Sciences, Tokyo Medical and Dental University April 2014 Chairman, General Accounting Public Procurement Committee, Ministry of Health, Labour and Welfare (present) October 2017 Department Chair, Department of Economics and business, Wako University July 2018 President, Wako University May 2019 Corporate Advisor, the Company June 2019 Internal Control Manager, Soka Municipal Hospital April 2020 Professor, Department of Accounting and Finance, Faculty of Global Business, Showa Women's University (present) June 2020 Outside Director, the Company (present) [Board of Directors meetings attended during 9th FY] 13/13	-
[Reasons for proposal as a candidate for Outside Director and summary of expected roles] Mr. Kenjiro Ide has never been involved in corporate management except serving as Outside Director; however, he has considerable knowledge and experience in management and accounting acquired through his career as a university professor, in addition to having abundant knowledge regarding health care services. The Company proposes Mr. Ide as a candidate for Outside Director as it believes that he is well qualified for taking part in strengthening the Company's management oversight functions and achieving the ongoing enhancement of corporate value.			

- Notes: 1. There are no conflicts of interest between the Company and each of the above-listed candidates for Director.
2. Special notes regarding the candidates for Outside Director
 Among the candidates for Director, Mr. Shingo Majima and Mr. Kenjiro Ide are candidates for Outside Director.
- (1) Term of office of Mr. Shingo Majima
 The term of office of Mr. Shingo Majima as Outside Director will have been nine (9) years and two (2) months as of the closing of this General Meeting of Shareholders.
- (2) Term of office of Mr. Kenjiro Ide
 The term of office of Mr. Kenjiro Ide as Outside Director will have been two (2) years as of the closing of this General Meeting of Shareholders.
- (3) Matters regarding limited liability agreement signed between the Company and each of the candidates for Outside Director
 In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with each of Mr. Shingo Majima and Mr. Kenjiro Ide to limit their liability for damages as outlined under Article 423, Paragraph 1. The amount of liabilities under this agreement is capped at the minimum liability amount as provided in Article 425, Paragraph 1. In the event where the reappointment of these candidates is approved, the Company intends to continue the limited liability agreement with both of them.
- (4) Independent Officer
 The Company has registered both Mr. Shingo Majima and Mr. Kenjiro Ide as Independent Officers with the Tokyo Stock Exchange. In the event where the reappointment of these candidates is approved, the Company intends to continue their designation as Independent Officers.

3. The summary of the Audit and Supervisory Committee's opinions on the election of Directors is as follows.

The Candidate Reviewing Committee examines whether each candidate is qualified for serving as Director based on various factors including his/her knowledge, experience, and abilities. In addition, one member of the Audit and Supervisory Committee participates in meetings of the Candidate Reviewing Committee as its member. Upon consideration of the results of the study and deliberation by the Candidate Reviewing Committee, the Audit and Supervisory Committee expresses its opinion that the nomination procedures were conducted appropriately, and each of the candidates is qualified for serving as Director of the Company.

4. The Company has entered into a directors and officers liability insurance agreement with an insurance company to cover any damages and legal expenses incurred as a result of derivative lawsuits brought by shareholders, lawsuits brought by the Company, and lawsuits brought by a third party. The insurance premiums for all insureds shall be fully borne by the Company. The candidates are covered under said insurance policy as insureds. The Company intends to renew the policy as-is at the time of the next policy renewal.

[Reference: Director Skills Matrix]

Name	Position and Responsibilities		Corporate Management	Finance and Accounting	Legal Affairs, Compliance, and Risk Management	HR, Labor Management, and Talent Development	Sales and Marketing	M&A	Health Care Policy	International
Hideumi Akizawa	Chief Executive Officer		○				○	○		
Hiromi Mitagami	Director		○				○			
Yuji Akita	Director		○				○	○		
Keiji Matsumoto	Director		○		○	○				
Shingo Majima	Outside Director	Independent (Outside)		○				○		○
Kenjiro Ide	Outside Director	Independent (Outside)		○					○	
Yoichi Nakata	Director (Full-time Audit and Supervisory Committee Member)					○				
Asaka Kanda	Outside Director (Audit and Supervisory Committee Member)	Independent (Outside)			○					
Yasuo Kikuchi	Outside Director (Audit and Supervisory Committee Member)	Independent (Outside)		○						

(Note) The above-listed skills do not represent all skills, experience, abilities, and other knowledge and qualities possessed by each Director.