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(Securities Code: 6095)

November 30, 2022

To our shareholders:

Yo Iwami  
President  
**MedPeer, Inc.**  
1-13-1 Tsukiji, Chuo-ku, Tokyo

## Notice of the 18th Annual General Meeting of Shareholders

We are pleased to announce the 18th Annual General Meeting of Shareholders of MedPeer, Inc. (the “Company”), which will be held as indicated below.

Instead of attending the meeting in person, you may exercise your voting rights in writing or via the internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:00 p.m., Wednesday, December 14, 2022 (JST).

- 1. Date and Time:** Thursday, December 15, 2022, at 10:00 a.m. (JST)
- 2. Venue:** Space FS Shiodome, 3rd floor, Shiodome FS Building  
1-1-16 Higashi-Shimbashi, Minato-ku, Tokyo

### 3. Purpose of the Meeting

#### Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the 18th Fiscal Year (from October 1, 2021 to September 30, 2022) and results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 18th Fiscal Year (from October 1, 2021 to September 30, 2022)

#### Matters to be resolved:

**Proposal No. 1:** Amendment to the Articles of Incorporation (Amendment to Enable the Holding of General Meeting of Shareholders Without a Designated Location)

**Proposal No. 2:** Amendment to the Articles of Incorporation (Provision of Informational Materials for the General Meeting of Shareholders in Electronic Format)

**Proposal No. 3:** Election of Six Directors

### 4. Matters to Be Determined Upon Convocation

See <Procedure for exercising voting rights via the internet> on the following page (in Japanese only).

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- © For those attending the meeting on the day, please submit the enclosed voting form at the reception desk.
  - © If any revision is made with regard to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and/or the Non-consolidated Financial Statements, the Company will post such revision on the Company’s website (<https://medpeer.co.jp/>, in Japanese only).
  - © Among the documents to be attached to this Notice, the following documents are posted on the Company’s website above pursuant to laws and regulations, as well as Article 15 of the Articles of Incorporation of the Company; therefore, they are not included in the documents attached to this Notice. Consequently, Consolidated Financial Statements and Non-consolidated Financial Statements stated in the documents attached to this Notice consist of part of the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Financial Auditor in preparing the financial audit report, and by the Audit & Supervisory Board members in preparing the audit report.
    - Notes to Consolidated Financial Statements
    - Notes to Non-consolidated Financial Statements
  - © Upon conclusion of this Annual General Meeting of Shareholders, results of resolutions thereof shall be posted to the Company’s website above, in lieu of sending written notice of resolutions.

<Internet broadcast>

- © The General Meeting of Shareholders will be broadcasted live on the internet from 10:00 a.m. on the day of the meeting. To view, please use the link provided in the “Guide to the Streaming of the 18th Annual General Meeting of Shareholders” on page 3 to access the website. Note: Shareholders who view the meeting by internet broadcast will be unable to exercise voting rights, ask questions, put forward motions or perform other activities that can be performed when attending the meeting in person.
- © Before the holding of the 18th Annual General Meeting of Shareholders, the Company will be accepting questions in advance from shareholders via the internet. Please send your questions using the method described in the “Guide to the Streaming of the 18th Annual General Meeting of Shareholders” on page 3. Please note that the Company cannot give assurances that all of the questions received from shareholders in advance will be addressed. Please consider using this option, together with the livestreaming.

<Guide to the Streaming of the 18th Annual General Meeting of Shareholders>

To enable you to attend and view the general meeting of shareholders on the day from the comfort of your home or other location, we will be streaming footage of the meeting via the internet, as follows.

In order to respect the privacy of those attending in person, we will attempt to restrict images from the venue on the day to the area around the seats of the Chair and Officers, but there may be cases where we are unable to avoid including shareholders in the image. We ask for your understanding in advance.

Under the internet method, attendance at the general meeting of shareholders is restricted to the shareholders themselves. Agents and others are asked not to attend.

1. Date and time of streaming

Thursday, December 15, 2022, from 10:00 a.m. to the conclusion of the meeting.

2. How to attend

URL:

<https://web.sharely.app/login/medpeer-018>



To login, access the streaming page using the URL given above, and enter the “Shareholder Number,” “Postcode,” and “Number of Shares Held” (as of September 30, 2022) on the voting form in accordance with the on-screen instructions.

3. Guide to asking questions in advance via the internet

Before the holding of the 18th Annual General Meeting of Shareholders, the Company will be accepting questions in advance from shareholders via the internet. The Company intends to discuss matters in which there is a high level of interest among shareholders at the general meeting of shareholders. Please note that the Company cannot give assurances that all of the questions received from shareholders in advance will be addressed. Please consider using this option, together with the livestreaming.

<How to ask questions in advance>

Access the website and login in accordance with “2. How to attend,” and use the form on the “Questions” button to send a question related to the matters to be reported or the matters to be resolved.

Period for the acceptance of questions asked in advance

From Wednesday, November 30, 2022 to Wednesday, December 14, 2022, at 5:00 p.m. (JST)

\*Streaming will be in Japanese only.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

**Proposal No. 1:** Amendment to the Articles of Incorporation (Amendment to Enable the Holding of General Meeting of Shareholders Without a Designated Location)

#### 1. Reasons for the Amendment

In accordance with the Act for Partially Amending the Act on Strengthening Industrial Competitiveness, etc. (Act No. 70 of 2021), which came into effect on June 16, 2021, listed companies are newly entitled to hold General Meetings of Shareholders without a designated location (so-called virtual-only General Meetings of Shareholders), and Article 13, paragraph 2 of the Articles of Incorporation is to be added to expand options for holding such meetings in the future. It is believed that a virtual-only General Meeting of Shareholders will make it easier for many shareholders to attend, leading to the revitalization, efficiency and smoothness of General Meetings of Shareholders.

In addition, this amendment to the Articles of Incorporation shall take effect on the date it has received confirmation by the Minister of Economy, Trade and Industry and the Minister of Justice.

#### 2. Details of Amendment

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed amendments
Article 13. (Convocation) An Annual General Meeting of Shareholders of the Company shall be convened within three months of the end of each business year, and extraordinary General Meetings of Shareholders shall be convened whenever necessary. (Newly established)	Article 13. (Convocation) <u>1.</u> An Annual General Meeting of Shareholders of the Company shall be convened within three months of the end of each business year, and extraordinary General Meetings of Shareholders shall be convened whenever necessary. <u>2.</u> <u>The Company may hold its General Meeting of Shareholders without a designated location for the meeting.</u>

**Proposal No. 2:** Amendment to the Articles of Incorporation (Provision of Informational Materials for the General Meeting of Shareholders in Electronic Format)

1. Reasons for the Amendment

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) were 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) Article 15, paragraph 1 in “Proposed amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. in electronic format.
- (2) Article 15, paragraph 2 in “Proposed amendments” below will establish the provision 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.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Supplementary provisions regarding the effective date, etc. shall be established in conjunction with the aforementioned establishment and deletion.

2. Details of Amendment

The details of the amendment are as follows:

Current Articles of Incorporation	Proposed amendments
<p><u>Article 15. (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><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>(Newly established)</p> <p>(Newly established)</p>	<p><u>(Deleted)</u></p> <p><u>Article 15. (Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>1. 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></p> <p><u>2. 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
	<p data-bbox="802 203 1077 232"><u>(Supplementary Provisions)</u></p> <p data-bbox="802 237 1444 293"><u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <ol style="list-style-type: none"> <li data-bbox="818 300 1444 439">1. <u>Article 15 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></li> <li data-bbox="818 445 1444 521">2. <u>These Supplementary Provisions shall be deleted on the date when three months have elapsed from the date of the General Meeting of Shareholders in the preceding paragraph.</u></li> </ol>

**Proposal No. 3: Election of Six Directors**

The terms of office of all five Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of six Directors, increasing the number of Directors by one to further enhance the management system. The Company has submitted a notification to Tokyo Stock Exchange to the effect that Masatoshi Kawana and Masayuki Shimura have been designated independent officers as provided for by said exchange, and in the event that their reelection is approved, the Company intends to continue this designation. If the election of Ms. Mayuko Seto is approved, the Company also plans to submit notification to the Tokyo Stock Exchange concerning her designation as an independent officer.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Yo Iwami (March 9, 1974) <b>Reelection</b>	Apr. 1999	Joined the Department of Cardiology of Tokyo Women's Medical University Hospital	5,194,110 shares
		Dec. 2004	Established Medical Oblige, Inc. (currently the Company) Director	
		June 2005	President (current position)	
		Oct. 2014	Board Member of Sogo Rinsho Holdings Co., Ltd. (currently EP-SOGO Co., Ltd.)	
		Dec. 2019	External Board Member of EPS Holdings, Inc.	
		May 2020	Director of MedPeer Career Agent Co., Ltd. (current position)	
		Aug. 2021	President of Mediplat Inc. (current position)	
		Nov. 2021	Representative Director of TELhealth consultation Quality improvement organization (current position)	
		Dec. 2021	Director of FitsPlus inc. (current position)	
		Oct. 2022	Board Member of MI-Force, Inc. (current position)	
Reasons for nomination as candidate for Director				
As the founder of the Company, Yo Iwami has embodied its management philosophy and has strived to enhance its corporate value. In addition, as a medical doctor currently working on the front line, he still approaches his work from the perspective of medical treatment, and has deep insights into the medical industry. The Company expects him to be able to use his abundant experience, extensive insights, and powerful leadership to contribute to the further growth of the organization going forward, and accordingly proposes his reelection as Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
2	Toshio Hirabayashi (February 22, 1981) <b>Reelection</b>	Apr. 2003	Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)	60,000 shares
		Sept. 2006	Joined Enigmo Inc.	
		Jan. 2011	Joined Growin' Partners Inc.	
		May 2013	Joined the Company	
		May 2018	Executive Officer of the Company	
		May 2020	Audit & Supervisory Board member of MedPeer Career Agent Co., Ltd. (current position)	
		Dec. 2020	Director of the Company (current position)	
		Aug. 2021	Director of Medcross Co., Ltd. (current position)	
		Nov. 2021	Auditor of TELehealth consultation Quality improvement organization (current position)	
		July 2022	Director of Cloud Clinic Co., Ltd. (current position)	
Reasons for nomination as candidate for Director Since joining the Company in 2013, Toshio Hirabayashi has been responsible for the Administrative Department, in which role he has contributed to the building of systems for the Company as a whole, such as those for finance, legal affairs, and personnel, as well as leading M&A and other alliances. The Company expects him to be able to use his abundant experience and extensive insights to contribute to the further growth of the organization going forward, and accordingly proposes his reelection as Director.				
3	Yoshihiko Tembo (December 7, 1975) <b>Reelection</b>	Apr. 1999	Joined Price Waterhouse Consultants Co., Ltd. (currently IBM Japan, Ltd.)	31,000 shares
		June 2013	Joined Roland Berger K.K.	
		Feb. 2014	Joined the Company	
		July 2017	Director of medpass Inc. (current position)	
		May 2018	Executive Officer of the Company	
		Jan. 2020	Director of COLBO Co., Ltd. (current position)	
		Nov. 2020	Director of Medcross Co., Ltd. (current position)	
		Dec. 2020	Director of the Company (current position)	
		Aug. 2021	Director of FitsPlus inc. (current position)	
		Aug. 2021	Director of MedPeer Career Agent Co., Ltd. (current position)	
		Dec. 2021	Director of Mediplat Inc. (current position)	
		Oct. 2022	Board Member of MI-Force, Inc. (current position)	
Reasons for nomination as candidate for Director Since joining the Company in 2014, Yoshihiko Tembo has been responsible for the Pharmaceutical Companies Marketing Department, the MedPeer Website Operations Department, and the Business Development Department, in which roles he has created a variety of businesses and services and acted as a driver of growth. The Company expects him to be able to use his abundant experience and extensive insights to contribute to the further growth of the organization going forward, and accordingly proposes his reelection as Director.				



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
4	Masatoshi Kawana (November 27, 1953) <b>Reelection</b>	May 1978	Joined the Department of Cardiology of Tokyo Women's Medical University	– shares
		Sept. 1991	Research fellow of Harvard Medical School of Massachusetts General Hospital	
Dec. 1991	Research fellow of Vanderbilt University School of Medicine			
Mar. 2004	Professor of Cardiology of Tokyo Women's Medical University			
Apr. 2005	President of Aoyama Hospital of Tokyo Women's Medical University			
Apr. 2014	Vice-president of Tokyo Women's Medical University Hospital			
Nov. 2014	Professor of General Medicine			
June 2018	Outside Member of the Board of ITOCHU Corporation (current position)			
Apr. 2019	Professor Emeritus of Tokyo Women's Medical University (current position)			
Dec. 2019	Outside Director of the Company (current position)			
Reasons for nomination as candidate for outside Director and outline of expected role Masatoshi Kawana has been nominated as a candidate for outside Director because of his experience as a hospital manager and his extensive insights into the medical industry, which he is expected to use to provide advice on the overall management of the Company, for which reason it proposes his election.				
5	Masayuki Shimura (September 7, 1958) <b>Reelection</b>	Apr. 1982	Joined The Mitsui Bank, Limited (currently Sumitomo Mitsui Banking Corporation)	300 shares
		Apr. 2010	Executive Officer, Head of Asia Pacific Division	
		Apr. 2015	Senior Managing Executive Officer	
		May 2017	Senior Managing Executive Officer of Sumitomo Mitsui Card Company, Limited	
		June 2018	Representative Director and Senior Managing Executive Officer	
		July 2019	Representative Director of Shimura & Partners Co, Ltd. (current position)	
		Aug. 2019	Outside Director of BASE, Inc. (current position)	
		Mar. 2020	Outside Director of bitFlyer Holdings, Inc. (current position)	
		Dec. 2020	Outside Director of the Company (current position)	
		Apr. 2021	Outside Director of HashPort Inc. (current position)	
Reasons for nomination as candidate for outside Director and outline of expected role Masayuki Shimura has been nominated as a candidate for outside Director because, as an experienced executive officer of large corporations, he possesses abundant experience and extensive insights into corporate management and financial activities, which he is expected to use to provide advice on the overall management of the Company, for which reason it proposes his election.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
6	Mayuko Seto (June 26, 1969)  <u>New election</u>	Feb. 2000	Joined Eli Lilly Japan K.K.	– shares
		Dec. 2002	Joined GE Japan Inc.	
Nov. 2008	Joined Societe Generale Securities Japan Limited			
Apr. 2012	Executive Officer of MetLife Alico Life Insurance K.K. (currently MetLife, Inc.)			
Jan. 2016	Joined Takeda Pharmaceutical Company Limited			
Apr. 2020	Senior Corporate Officer of Ricoh Company, Ltd. (current position)			
		Reasons for nomination as candidate for outside Director and outline of expected role Mayuko Seto has been nominated as a candidate for outside Director because, as an experienced executive officer of large corporations, she possesses abundant experience and extensive insights into corporate organizational development and human resource development, which she is expected to use to provide advice on the future organizational and human resource development of the Company, and on industrial health matters, for which reason her election is proposed.		

- Notes:
1. Masatoshi Kawana, Masayuki Shimura and Mayuko Seto are candidates for outside Director.
  2. The tenure of the outside Directors in years is as follows.  
At the conclusion of this meeting, Masatoshi Kawana's tenure as outside Director of the Company will have been three years.  
At the conclusion of this meeting, Masayuki Shimura's tenure as outside Director of the Company will have been two years.
  3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Masatoshi Kawana and Masayuki Shimura to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under the aforementioned agreements is the minimum liability amount provided for under laws and regulations. If the reelection of Masatoshi Kawana and Masayuki Shimura is approved, the Company plans to renew the aforementioned agreements with them. If Ms. Mayuko Seto is elected, the Company plans to enter into the same limited liability agreement with her.  
The limitation of liability specified in these agreements is limited to times when the outside Directors are in good faith and not grossly negligent in performing their duties.
  4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers losses that may arise from the assumption of liability by the insureds, including the Company's Directors, incurred in the course of the performance of duties as an officer, or receipt of claims pertaining to the pursuit of such liability. If each candidate is elected and assumes the office as Director, each will continue to be included as an insured in said insurance policy. In addition, when said insurance policy is renewed, the Company plans to renew the policy with the same terms.
  5. There is no special interest between any of the candidates and the Company.

<Reference>

Composition and skill matrix of officers (in the event that each candidate is elected at this meeting)

	Director						Audit & Supervisory Board Member		
	Iwami	Hirabayashi	Tembo	Kawana	Shimura	Seto	Sueyoshi	Hayama	Sato
Corporate management	○	○	○	○	○	○			
Industry insights	○		○	○		○			
Human resources and organizational development	○	○				○			
Business development/ Marketing			○						
IT/Systems			○		○				
Finance/M&A		○			○		○	○	
Legal affairs/ Risk management	○	○					○		○
ESG	○	○		○			○		