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(Securities Code: 6095)

Date of sending by postal mail: December 4, 2023

Start date of measures for electronic provision: November 24, 2023

To our shareholders:

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

## Notice of the 19th Annual General Meeting of Shareholders

We are pleased to announce the 19th Annual General Meeting of Shareholders of MedPeer, Inc. (the “Company”), which will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on the Company’s website. Please access the websites given below to view the information.

The Company’s website:

<https://medpeer.co.jp/ir/> (in Japanese)

(From the above website, select “IR Library,” and then “Informational Materials Related to the General Meeting of Shareholders.”)

In addition to the Company’s website, the items subject to measures for electronic provision are also posted on the following website of the Tokyo Stock Exchange (TSE).

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “MedPeer” in “Issue name (company name)” or the Company’s securities code “6095” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

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., Monday, December 18, 2023 (JST).

1. **Date and Time:** Tuesday, December 19, 2023, at 10:00 a.m. (JST)
2. **Venue:** 2F Conference Room, Nihonbashi Life Science Building  
2-3-11, Nihonbashi-honcho, Chuo-ku, Tokyo

### 3. Purpose of the Meeting

#### Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the 19th Fiscal Year (from October 1, 2022 to September 30, 2023) 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 19th Fiscal Year (from October 1, 2022 to September 30, 2023)

#### Matters to be resolved:

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Amendment to the Articles of Incorporation

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

### 4. Matters to Be Determined Upon Convocation (Information on Exercise of Voting Rights)

See <Procedure for exercising voting rights via the internet> on pages 4 and 5 of the Japanese notice of convocation.

- (1) When voting in writing (by postal mail), in the event a vote either for or against is not indicated for any of the agenda items on the Form for Exercising Voting Rights, this will be treated as a vote in favor of the agenda item in question.
- (2) If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed effective.
- (3) Please note that your online vote will prevail should you exercise your voting rights both via the Internet and in writing (by post) regardless of the arrival date and time.
- (4) If a shareholder exercises voting rights via proxy, one other shareholder with voting rights may attend the meeting as a proxy. However, the proxy must submit to the Company a document evidencing the proxy's authority to represent.

- .....
- ◎ For those attending the meeting on the day, please submit the voting form included with this convocation notice to the reception desk.
  - ◎ If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's aforementioned website and the TSE website.
  - ◎ For this General Meeting of Shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them. Furthermore, of the items subject to measures for electronic provision, based on laws and regulations and Article 15 of the Company's Articles of Incorporation, the following items are not stated in the paper-based documents sent to shareholders and are instead posted online on the Company's website and the TSE website as the "Items Subject to Measures for Electronic Provision When Convening the 19th Annual General Meeting of Shareholders (Items Excluded From Delivered Paper-Based Documents)." Consequently, the delivered paper-based documents consist of part of the documents that were audited by the Audit & Supervisory Board Members and the Financial Auditor in preparing their audit reports.
    - Summary of the Business Report
    - Consolidated Financial Statements and the Non-consolidated Financial Statements
    - Audit Report
  - ◎ 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 19th 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 19th 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 19th 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 19th 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

Tuesday, December 19, 2023, from 10:00 a.m. to the conclusion of the meeting.

2. How to attend

URL:

<https://web.sharely.app/login/medpeer-019>



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, 2023) 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 19th 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>

4. URL:

[https://web.sharely.app/e/medpeer-019/pre\\_question](https://web.sharely.app/e/medpeer-019/pre_question)



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 Friday, December 1, 2023 to Monday, December 18, 2023, 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:** Appropriation of Surplus

##### Year-end dividends

Considering the Company's financial performance in the current fiscal year and future opportunities for growth investment, we have decided to pay the following year-end dividends for the current fiscal year.

1. Type of dividend property  
Cash
2. Allotment of dividend property and their aggregate amount  
¥4.5 per common share of the Company  
Total dividends: ¥97,596,414
3. Effective date of dividends of surplus  
December 20, 2023

**Proposal No. 2:** Amendment to the Articles of Incorporation

1. Reasons for the Amendment

So that the Company is able to exercise flexible capital policy and execute our dividend policy based on Article 459, paragraph (1) of the Companies Act to allow dividends of surplus to be paid through a resolution by the Board of Directors, the Company wishes to newly establish Article 44 (Dividends of Surplus, Etc.) and Article 45 (Record Date for Dividends of Surplus) in “Proposed amendments.” In line with these amendments, the Company wishes to delete Article 7 (Acquisition of Treasury Shares), Article 45 (Dividends of Surplus, Etc.) and Article 46 (Interim Dividends) of the current Articles of Incorporation, which contain duplicate content as the amendments. The Company also wishes to make changes to clearly state that interest on unpaid dividend property will not be applied. Amendments to article numbers will be made along with the aforementioned changes.

2. Details of Amendment

The details of the amendment are as follows:

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed amendments
Chapter 2 Shares Article 6. (Omitted)	Chapter 2 Shares Article 6. (Unchanged)
<u>Article 7. (Acquisition of Treasury Shares)</u> <u>The Company may acquire treasury shares through means such as market transaction upon a resolution by the Board of Directors.</u>	(Deleted)
Articles <u>8.</u> to <u>43.</u> (Omitted)	Articles <u>7.</u> to <u>42.</u> (Unchanged)
Chapter 7 Accounts Article <u>44.</u> (Omitted)  (Newly established)	Chapter 7 Accounts Article <u>43.</u> (Unchanged)
<u>Article 45. (Dividends of Surplus, Etc.)</u> <u>According to a resolution by the General Meeting of Shareholders, the Company will pay dividends of surplus in cash (hereinafter, “Year-end Dividends”) to shareholders and registered pledgees of shares listed or recorded in the final shareholder register as of September 30 of each year.</u>	<u>Article 44. (Dividends of Surplus, Etc.)</u> <u>Unless separately provided for by laws and regulations, the Company may decide matters stipulated in the items in Article 459, paragraph (1) of the Companies Act on dividends of surplus through a resolution by the Board of Directors.</u>  (Deleted)
(Newly established)	<u>Article 45. (Record Date for Dividends of Surplus)</u> <u>1. The record date for year-end dividends of the Company shall be September 30 of each year.</u> <u>2. The record date for interim dividends of the Company shall be March 31 of each year.</u> <u>3. In addition to the provisions of the preceding paragraphs, the Company may pay dividends of surplus by setting a record date.</u>

Current Articles of Incorporation	Proposed amendments
<p><u>Article 46. (Interim Dividends)</u>  <u>According to a resolution by the Board of Directors, the Company may pay dividends of surplus in cash (hereinafter, "Interim Dividends") to shareholders and registered pledgees of shares listed or recorded in the final shareholder register as of March 31 of each year.</u></p>	<p>(Deleted)</p>
<p><u>Article 47. (Prescription for Payment of Dividends)</u>  Where the dividend property is cash and dividends have not been received for a full three years following the start of payment, the Company is released from its payment obligations.</p>	<p><u>Article 46. (Prescription for Payment of Dividends)</u>  Where the dividend property is cash and dividends have not been received for a full three years following the start of payment, the Company is released from its payment obligations. <u>Furthermore, unpaid dividend property (including unpaid dividends) does not accrue interest.</u></p>

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

The terms of office of six Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of seven 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, Masayuki Shimura, and Mayuko Seto 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.

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	5,311,350 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 TELehealth consultation Quality improvement organization (current position)	
		Dec. 2021	Director of FitsPlus inc. (current position)	
		Oct. 2022	Board Member of MI-Force, Inc. (current position)	
<p>Reasons for nomination as candidate for Director</p> <p>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.</p>				

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	Naoki Goto (March 25, 1988)  <b>New election</b>	Apr. 2013 Aug. 2017 Apr. 2021 July 2022 July 2023	Joined Corporate Directions, Inc. Joined betaCatalyst Inc. Joined the Company Representative Director of Yakubato Inc. (current position) Executive Officer of the Company (current position)	1,000 shares
		<p>Reasons for nomination as candidate for Director</p> <p>Before joining the Company, Naoki Goto was engaged in multiple roles concerning the formulation of new businesses and medium-term management plans, and since joining the Company he has not only grown the new segments “kakari” for pharmacies and “Yakubato” for hospitals as the business pillars of the Medical Institution Support Platform Segment, but also accumulated outstanding achievements in both proposing and executing business strategies. 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 new election as Director.</p>		
3	Toshio Hirabayashi (February 22, 1981)  <b>Reelection</b>	Apr. 2003 Sept. 2006 Jan. 2011 May 2013 May 2018 May 2020  Dec. 2020 Aug. 2021 Nov. 2021 July 2022	Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC) Joined Enigmo Inc. Joined Growin' Partners Inc. Joined the Company Executive Officer of the Company Audit & Supervisory Board member of MedPeer Career Agent Co., Ltd. (current position) Director of the Company (current position) Director of Medcross Co., Ltd. Auditor of TELhealth consultation Quality improvement organization (current position) Director of Cloud Clinic Co., Ltd. (current position)	61,620 shares
		<p>Reasons for nomination as candidate for Director</p> <p>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&amp;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.</p>		



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	Yoshihiko Tembo (December 7, 1975) <b>Reelection</b>	Apr. 1999	Joined Price Waterhouse Consultants Co., Ltd. (currently IBM Japan, Ltd.)	32,620 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.				
5	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.				

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	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)			
Dec. 2022	Outside Director (Audit and Supervisory Committee member) of DIGITAL PLUS, 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.				
7	Mayuko Seto (June 26, 1969) <b>Reelection</b>	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)			
Dec. 2022	Outside Director of the Company (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 four years.  
At the conclusion of this meeting, Masayuki Shimura's tenure as outside Director of the Company will have been three years.  
At the conclusion of this meeting, Mayuko Seto's tenure as outside Director of the Company will have been one year.
  3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Masatoshi Kawana, Masayuki Shimura, and Mayuko Seto 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, Masayuki Shimura, and Mayuko Seto is approved, the Company plans to renew the aforementioned agreements with them.  
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	Goto	Hirabayashi	Tembo	Kawana	Shimura	Seto	Sueyoshi	Hayama	Sato
Corporate management	○	○	○	○	○	○	○			
Industry insights	○	○		○	○		○			
Human resources/ Organizational development	○		○				○			
Business development/ Marketing		○		○						
IT/Systems				○		○				
Finance/M&A			○			○		○	○	
Legal affairs/Risk management	○		○					○		○
ESG	○		○		○			○		