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(Securities Code 7747)  
September 1, 2021

**To Our Shareholders:**

Masahiko Miyata  
President & CEO  
**ASAHI INTECC CO., LTD.**  
3-100 Akatsuki-cho, Seto-shi,  
Aichi 489-0071 Japan

**Notice of Convocation of the 45th Annual General Meeting of Shareholders**

ASAHI INTECC CO., LTD. (the “Company”) announces that the 45th Annual General Meeting of Shareholders of the Company will be held for the purposes as described below.

In order to prevent the spread of COVID-19, please exercise your voting rights in writing or via internet as much as possible rather than visiting the site. Please review the following Proposals and References and exercise your voting rights by the end of our business day (5:45 p.m.) on Tuesday, September 28, 2021.

- 1. Date and Time:** Wednesday, September 29, 2021 at 10:00 a.m.  
**2. Place:** “Main Hall” on the 3rd floor of Nagoya Convention Hall located at Global Gate, 4-60-12 Hiraike-cho, Nakamura-ku, Nagoya-shi, Aichi, Japan  
**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 45th Fiscal Year (from July 1, 2020, to June 30, 2021), and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee
  2. Non-consolidated Financial Statements for the Company’s 45th Fiscal Year (from July 1, 2020, to June 30, 2021)

**Matters to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Ten (10) Directors (excluding Directors who are Audit and Supervisory Committee Members)

**4. Instructions for Exercising Voting Rights:** There are three ways to exercise your voting rights as described below:

**Attending the Annual General Meeting of Shareholders**

Present the enclosed voting rights exercise form to the receptionist at the meeting.

**Date and Time: Wednesday, September 29, 2021, at 10:00 a.m.**

**(1) Mailing the voting rights exercise form**

Complete the enclosed voting rights exercise form by indicating your vote for or against each of the agenda items and return it.

**Votes to be received by Tuesday, September 28, 2021, at 5:45 p.m.**

**(2) Exercising voting rights via internet**

Access the Company's designated website for voting (<https://evote.tr.mufg.jp/>), enter the "Log-in ID" and the "Temporary Password" provided in the enclosed voting rights exercise form, and follow the instructions on the screen to vote on the agenda items.

**Votes to be cast by Tuesday, September 28, 2021, at 5:45 p.m.**

Note: The website above is available for use only in the Japanese language and by registered shareholders in Japan.

**To Institutional Shareholders:**

The ICJ platform, an electronic voting platform for institutional investors via the ProxyEdge® system of Broadridge, is available. For further details, please contact your custodians, nominees and/or brokers.

Note 1: If you exercise your voting right both by mail and via internet, the vote exercised via internet shall be treated as valid and the vote exercised by mail shall not count.

Note 2: You can vote more than once (revote) via internet. In this case, however, only the last vote shall be treated as valid. Only the last vote shall be treated as valid if a voting right is exercised more than once by personal computer, smartphone, and/or mobile phone. All prior votes shall not count.

Note 3: Any revisions to the reference material for the Annual General Meeting of Shareholders will be published on the Company's website (<http://asahi.irbridge.com/en/stock/meeting.html>)

**As for the structure to ensure the appropriateness of the operations of the Company, basic policy on the control over the company, consolidated statement of change in equity, notes to consolidated financial statements, non-consolidated statement of change in equity and notes to non-consolidated financial statements are not indicated in the Notice of Convocation of the 45th Annual General Meeting of Shareholders since they are posted on our website (<http://www.asahi-intecc.co.jp/>) based on laws and regulations and Article 14 of the Articles of Incorporation of the Company. Accordingly, the document attached to the Notice of Convocation of the 45th Annual General Meeting of Shareholders is part of the consolidated financial statements and financial statements audited by the Accounting Auditor and the Audit Committee when creating an accounting audit report.**

**Moreover, we will post the reference material for the 45th Annual General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Financial Statements on our website (<http://www.asahi-intecc.co.jp/>) when they are amended.**

## Proposals and References

### Proposal 1: Appropriation of Surplus

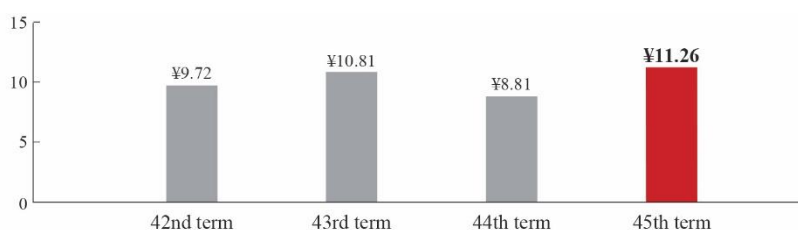
Regarding the distribution of earnings, the Company considers the return of earnings to shareholders to be one of the most important management issues and the payment of stable dividends on a continuing basis to be its basic policy. Moreover, in order to further enhance the distribution of earnings to our shareholders and to expand our shareholder base, we have reviewed our target consolidated dividend payout ratio and have decided to increase the consolidated dividend payout ratio from 25% to 30% starting with the dividend from surplus for the current fiscal year. Regarding the year-end dividends for the fiscal year under review, the Company proposes a dividend of ¥11.26 per common share (Dividend payout ratio of 30%) to be paid based on a long-term perspective and in comprehensive consideration of consolidated financial results for the fiscal year under review, future outlooks, the level of internal reserves, etc.

#### Matters regarding year-end dividends

1. Type of dividend property  
Cash
2. Matters regarding allotment of dividend property to shareholders and its total amount  
¥11.26 per common share of the Company  
Total amount: ¥2,994,765,022
3. Effective date of distribution of surplus  
Thursday, September 30, 2021

Trends of dividends

	42nd term	43rd term	44th term	45th term
Dividend	¥19.43	¥21.61	¥8.81	¥11.26
After retrospective application	¥9.72	¥10.81	¥8.81	¥11.26



\* The Company conducted a two-for-one split of its common shares on January 1, 2018, and also conducted a two-for-one split of its common shares on July 1, 2019. Accordingly, the dividend per share is calculated on the assumption that such splits of shares were conducted at the beginning of the 42nd term (from July 1, 2017, to June 30, 2018).

**Proposal 2: Election of Ten (10) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The term of office of all ten (10) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this Annual General Meeting of Shareholders.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are listed as follows:

Candidate No.	Name	Current position and main responsibilities in the Company		Status of attendance at the Board of Directors
1	Masahiko Miyata	President & CEO	Reappointment	100% (14/14)
2	Kenji Miyata	Executive Vice President and COO, General Manager of Device Business Global Headquarters	Reappointment	100% (14/14)
3	Tadakazu Kato	Executive Director, General Manager of Medical Business Global Headquarters	Reappointment	100% (14/14)
4	Yoshinori Terai	Director, General Manager of New Business Development Division, Supervisor of Global Sales and Marketing of Medical Brand Business Unit of Medical Business Global Headquarters	Reappointment	100% (14/14)
5	Munehika Matsumoto	Director, General Manager of Research Division	Reappointment	100% (14/14)
6	Mizuho Ito	Director, General Manager of Administration Division, General Manager of Corporate Strategic Office	Reappointment	100% (14/14)
7	Makoto Nishiuchi	Director, General Manager of Medical Brand Business Unit of Medical Business Global Headquarters	Reappointment	100% (14/14)
8	Kiyomichi Ito	Outside Director	Reappointment Outside Independent	100% (14/14)
9	Akinori Shibazaki	Outside Director	Reappointment Outside Independent	100% (14/14)
10	Masami Sato	Outside Director	Reappointment Outside Independent	100% (14/14)

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held	Status of attendance at the Board of Directors
1	Masahiko Miyata (March 15, 1967)  [Reappointment]	November 1994    Joined the Company, General Manager of Planning Office, Supervisory Division December 1995    Director, General Manager of Corporate Planning Department March 1999        Executive Director, Assistant to General Manager of Medical Division and General Manager of Production Engineering Department July 2000          General Manager of Medical Division September 2001   Senior Managing Director September 2003   Director of ASAHI INTECC THAILAND CO., LTD. (current position) March 2004        Executive Vice President and Representative Director March 2006        President & CEO of CompassMed Integration Co., Ltd. August 2006       Director of ASAHI INTECC HANOI CO., LTD. (current position) June 2007          CEO of ASAHI INTECC THAILAND CO., LTD. September 2009   President & CEO (current position) President & CEO of Filmecc Co., Ltd. July 2016          Director of Filmecc Co., Ltd. (current position)	5,706,100	14/14 (100%)
<p>[Reason for nomination as candidate for Director]</p> <p>Having served as President &amp; CEO since 2009, Mr. Masahiko Miyata has driven the Company's group management and appropriately fulfilled the role of enhancing the Company's corporate value with his global management perspective, speedy decision-making, and good relationships built with medical professionals, partners, and other stakeholders. He is essential to the further development of the Company as the leader of the Group and in expectation of his further contribution going forward and has been renominated as Director.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held	Status of attendance at the Board of Directors
2	Kenji Miyata (July 16, 1970)  [Reappointment]	April 1993      Joined the Company January 1997    Executive Vice President and Director of ASAHI INTECC THAILAND CO., LTD. July 1997        Director June 1999        General Manager of Production Management Department, Industrial Device Division July 2000        Executive Officer, General Manager of Control Office, Industrial Device Division July 2001        General Manager of Medical Device Department, Device Division August 2002     Deputy General Manager of Device Division General Manager of Quality Assurance Department September 2003   Director October 2004    Director of ASAHI INTECC THAILAND CO., LTD. July 2006        General Manager of Device Division July 2009        Director of GMA Co., Ltd. July 2010        General Manager of Improvement Promotion Office September 2010   Executive Director July 2011        President & CEO of ASAHI INTECC GMA Co., Ltd. July 2013        General Manager of Technological Improvement Office September 2013   President & CEO of Toyoflex Corporation (current position), President & CEO of TOYOFLEX CEBU CORPORATION January 2015    Director of ASAHI INTECC THAILAND CO., LTD. (current position) Director of ASAHI INTECC HANOI CO., LTD. July 2015        President and Director of ASAHI INTECC HANOI CO., LTD. September 2015   Executive Vice President and Director July 2016        General Manager of Quality Assurance Division Chairperson and Director of ASAHI INTECC HANOI CO., LTD. (current position) September 2016   Executive Vice President and COO (current position) July 2017        Director of TOYOFLEX CEBU CORPORATION (current position) July 2018        Director of FICUS Co., Ltd. (current position) July 2020        General Manager of Device Business Global Headquarters (current position)	5,260,400	14/14 (100%)
[Reason for nomination as candidate for Director]  Mr. Kenji Miyata is well versed in production technology for stainless steel processing, the source of the Company's technology, as General Manager of the Device Division for many years, and has assisted the President & CEO in overall management as Executive Vice President and COO as well as promoted the reconstruction of buyout proposals and leadership in the Medical Division in recent years. He has been renominated as Director in expectation of his further contribution going forward.				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held	Status of attendance at the Board of Directors
3	Tadakazu Kato (July 25, 1954)  [Reappointment]	June 1992      Joined the Company May 2003      Deputy General Manager of Quality Assurance Department, Medical Division February 2004    Group Manager of Quality Assurance Group, Medical Division October 2004    Group Manager of Research and Development Group, Medical Division January 2005    Deputy General Manager of Medical Division March 2006      Executive Officer September 2007   Director of ASAHI INTECC HANOI CO., LTD. (current position) September 2008   Director July 2009        General Manager of Medical Division April 2012       Director of ASAHI INTECC SCIENTIFIC (Beijing) Co., Ltd. (current position) October 2013    Director of ASAHI INTECC THAILAND CO., LTD. (current position) September 2014   Executive Director (current position) July 2016        Director of Filmecc Co., Ltd. (current position) July 2019        General Manager of Medical Business Global Headquarters (current position) Director of TOYOFLEX CEBU CORPORATION (current position)	280,300	14/14 (100%)
[Reason for nomination as candidate for Director]  Since joining the Company, Mr. Tadakazu Kato has consistently been engaged in the Medical Division and contributed to the development of medical devices. Currently, he works as General Manager of Medical Business Global Headquarters and is well versed not only in development but also in a variety of fields including production and sales and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been renominated as Director in expectation of his further contribution going forward.				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held	Status of attendance at the Board of Directors
4	Yoshinori Terai (September 13, 1963)  [Reappointment]	<p>October 1998      Joined the Company, Assistant Section Manager of Research and Development Department, Medical Division</p> <p>January 2000      Assistant Section Manager belonging to Medical Division</p> <p>July 2000          General Manager of U.S. Representative Office, Medical Division</p> <p>July 2004          President &amp; CEO of ASAHI INTECC USA, INC. (current position)</p> <p>November 2006    Director of RetroVascular, INC. (currently ASAHI Medical Technologies, Inc.) (current position)</p> <p>September 2008   Executive Officer, in charge of Overseas Business</p> <p>July 2009          Overseas Sales Supervisor of Medical Division</p> <p>January 2010      Marketing Supervisor of Medical Division</p> <p>April 2012        Director of ASAHI INTECC SCIENTIFIC (Beijing) Co., Ltd (current position)</p> <p>September 2013   Director (current position)</p> <p>July 2014          Supervisor of Sales and Marketing, Medical Division</p> <p>March 2016        General Manager of Global Business Development Office, Medical Division</p> <p>July 2016          Director of ASAHI INTECC J-sales, INC.</p> <p>July 2019          General Manager of New Business Development Division (current position)</p> <p>Supervisor of Sales and Marketing of Medical Brand Business Unit of Medical Business Global Head Quarter</p> <p>February 2020    Director of ASAHI INTECC CIS LLC (current position) Director of ASAHI INTSCC EUROPE B.V. (current position)</p> <p>July 2020          Supervisor of Global Sales and Marketing of Medical Brand Business Unit of Medical Business Global Headquarters (current position)</p> <p>Director of ASAHI INTECC Deutschland GmbH (current position)</p> <p>June 2021        CEO of Filmecc USA, Inc. (current position)</p> <p>July 2021        CEO of Pathways Medical Corporation (current position) Director of Rev.1 Engineering, Inc. (current position)</p>	157,800	14/14 (100%)
[Reason for nomination as candidate for Director]				
<p>Mr. Yoshinori Terai has been engaged in the Overseas Sales unit for medical devices for many years and currently serves as President of ASAHI INTECC USA, INC, a sales subsidiary in the U.S. He has contributed to the Company's global development and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been renominated as Director in expectation of his further contribution going forward.</p>				



No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held	Status of attendance at the Board of Directors
5	Munechika Matsumoto (November 16, 1954)  [Reappointment]	<p>June 1979      Joined the Company</p> <p>July 2000      Head of Takaishi Factory, Industrial Device Division</p> <p>May 2003      Group Head of Development Group III supervising Osaka area, Device Division</p> <p>July 2006      Group Manager of Development Group, Device Division</p> <p>July 2009      Deputy General Manager of Device Division</p> <p>July 2011      Executive Officer</p> <p>July 2013      General Manager of Device Division</p> <p>July 2015      Senior Executive Officer</p> <p>July 2016      Director of ASAHI INTECC THAILAND CO., LTD.</p> <p>September 2016      Director (current position)</p> <p>July 2017      General Manager of GMA Division</p> <p>July 2019      Director of TOYOFLEX CEBU CORPORATION</p> <p>July 2020      General Manager of Research Division (current position)</p> <p>July 2021      Director of A-Traction Inc.(currently ASAHI SURGICAL ROBOTICS CO., LTD.) (current position)</p>	87,700	14/14 (100%)
[Reason for nomination as candidate for Director]				
<p>Since joining the Company, Mr. Munechika Matsumoto has consistently been engaged in the Device Division and contributed to development of stainless-steel components, the Company's core technology. He is currently serving as General Manager of Research Division, and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been nominated as candidate for Director in expectation of his further contribution going forward.</p>				
6	Mizuho Ito (September 8, 1973)  [Reappointment]	<p>May 2003      Joined the Company</p> <p>May 2005      Deputy General Manager of Corporate Strategic Office</p> <p>April 2008      Auditor of ASAHI INTECC HANOI CO., LTD. (current position)</p> <p>September 2008      General Manager of Corporate Strategic Office (current position)</p> <p>September 2009      Auditor of GMA Co., Ltd.</p> <p>October 2010      Auditor of Filmecc Co., Ltd. (current position)</p> <p>April 2012      Auditor of ASAHI INTECC SCIENTIFIC (Beijing) Co., Ltd. (current position)</p> <p>September 2013      Auditor of Toyoflex Corporation</p> <p>December 2013      Group Manager of Accounting Group, Administration Division</p> <p>July 2015      Executive Officer</p> <p>July 2016      General Manager of Administration Division (current position), Auditor of ASAHI INTECC J-sales, INC. (current position)</p> <p>September 2016      Director (current position)</p> <p>July 2018      Director of RetroVascular Inc. (currently ASAHI Medical Technologies, Inc.) (current position)</p> <p>July 2021      Director of A-Traction Inc.(currently ASAHI SURGICAL ROBOTICS CO., LTD.) (current position)</p>	31,900	14/14 (100%)
[Reason for nomination as candidate for Director]				
<p>As General Manager of Corporate Strategic Office, Ms. Mizuho Ito has been engaged in finance, accounting, IR, and M&amp;A projects for many years. She is currently serving as Executive Officer and General Manager of Administration Division, leading efforts to strengthen the function of the Head Office as head of the Company's Corporate unit, and is appropriately fulfilling the role of enhancing the Company's corporate value. She has been nominated as candidate for Director in expectation of her further contribution going forward.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held	Status of attendance at the Board of Directors
7	Makoto Nishiuchi (August 15, 1964)  [Reappointment]	October 2005    Joined the Company July 2008       Deputy Group Manager of Medical Research and Development Group, Medical Division May 2010        Group Manager of Medical Research and Development Group, Medical Division July 2015        Executive Officer July 2016        Director of ASAHI INTECC USA, INC. (current position) January 2017    Chief Research and Development Officer October 2017    Senior Executive Officer July 2018        Director of RetroVascular Inc. (currently ASAHI Medical Technologies, Inc.) (current position) September 2018 Director (current position) July 2019        General Manager of Medical Brand Business Unit of Medical Business Global Headquarters (current position)	10,400	14/14 (100%)
[Reason for nomination as candidate for Director]  Since joining the Company, Mr. Makoto Nishiuchi has consistently been engaged in the Medical Division and contributed to the development of medical devices. With his abundant experience and track record in the R&D and technology-related fields, he currently works as General Manager of Medical Brand Business Unit of Medical Business Global Headquarters and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been nominated as candidate for Director in expectation of his further contribution going forward.				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held	Status of attendance at the Board of Directors
8	Kiyomichi Ito (February 7, 1950)  [Reappointment] [Outside] [Independent]	April 1974    Joined Toyota Motor Sales Co., Ltd. August 1985    Section Chief of System Planning Section, Section Head of Engineering Section, Overseas Planning Department of TOYOTA MOTOR CORPORATION January 1994    Secretary seconded to Toyota Motor Manufacturing Canada, Inc. January 1999    Chief of Marine Business Division of TOYOTA MOTOR CORPORATION July 2000        Chief of Americas Sales Department of TOYOTA MOTOR CORPORATION July 2002        President of Toyota Kirloskar Auto Parts Pvt. Ltd. March 2008      Professor at School of Management, Chukyo University September 2013    Outside Director of the Company (current position) April 2015        Visiting Professor at School of World Englishes, Chukyo University (current position)	9,000	14/14 (100%)
[Matters regarding independence] The Company has registered Mr. Kiyomichi Ito as Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Ito is approved, he will continue to serve as an Independent Director.				
[Reason for nomination as candidate for Director]  Mr. Kiyomichi Ito has reflected his extensive knowledge gained through many years of experience in corporate management and as a professor of business management at a university and has been strengthening corporate governance. He will have served as Outside Director for eight (8) years at the conclusion of this Annual General Meeting of Shareholders and he has been nominated as candidate for Director in expectation of his contribution to strengthening the supervision of business execution through accurate advice based on his extensive experience in corporate management going forward.				
9	Akinori Shibazaki (January 20, 1945)  [Reappointment] [Outside] [Independent]	February 1980    President and Representative Director of CHU-O RITTAIZU Co., Ltd. (currently CDS Co., Ltd.) August 1988      President and Representative Director of TPS Co., Ltd. December 2005    Chairman of the Board of MMC Computer Research Co., Ltd. October 2008      Chairman of the Board of BYNAS Co., Ltd. March 2010        Executive Senior Adviser of BYNAS Co., Ltd. (current position) August 2010        Chairman of the Board of Torindo Co., Ltd. (current position) July 2011          Chairman and Director of PMC Co., Ltd. (current position) March 2013        Director and Senior Adviser of MCOR Co., Ltd. (current position) September 2016    Outside Director of the Company (current position) March 2021        President and Representative Director of CDS Co., Ltd.(current position)	1,700	14/14 (100%)
[Matters regarding independence] The Company has registered Mr. Akinori Shibazaki as Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Shibazaki is approved, he will continue to serve as an Independent Director.				
[Reason for nomination as candidate for Director]  Mr. Akinori Shibazaki has served as Representative Director of CDS Co., Ltd. (listed on the first section of the Tokyo Stock Exchange) for many years. Based on his ample experience and broad insight as a business manager, he has been supervising the Company's management, as well as contributing to strengthening corporate governance through offering advice about the Company's overall management. He will have served as Outside Director for five (5) years at the conclusion of this Annual General Meeting of Shareholders and has been nominated as candidate for Director in expectation of his contribution to strengthening supervision through accurate advice based on extensive experience in corporate management and involvement in nomination and compensation as a member of the Nomination and Compensation Advisory Committee going forward.				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held	Status of attendance at the Board of Directors
	Masami Sato (August 1, 1963) [Reappointment] [Outside] [Independent]	<p>April 1989 Qualified as a lawyer in Japan, joined MATSUO &amp; KOSUGI</p> <p>April 1993 Qualified as a lawyer in New York, U.S.A.</p> <p>December 1994 Joined Maekawa Law Office</p> <p>April 1998 Opened Sato Sogo Law Office</p> <p>September 1999 Auditor of the Company</p> <p>June 2005 Auditor of MINO CERAMIC CO., LTD.</p> <p>July 2008 Representative Director of Legal Support Co., Ltd.(current position)</p> <p>September 2016 Director who is an Audit and Supervisory Committee Member</p> <p>September 2018 Outside Director of the Company (current position)</p> <p>February 2020 Auditor of D&amp;P Labo. Co., Ltd. (current position)</p> <p>April 2021 Established Sato &amp; Mashimo Legal Professional Corporation.</p>	162,300	14/14 (100%)
10	<p>[Matters regarding independence]</p> <p>The Company has registered Mr. Masami Sato as Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Sato is approved, he will continue to be Independent Director.</p> <p>[Reason for nomination as candidate for Director]</p> <p>Mr. Masami Sato is qualified as an attorney and has legal expertise and experience. In addition, he has worked as an Outside Auditor and Director who was an Audit and Supervisory Committee Member at the Company for many years, is well versed in the Company's business, and has appropriately fulfilled the duties of Outside Director such as providing advice for and checking on the Company's business execution. He has served as Outside Auditor for seventeen (17) years and as Outside Director who was an Audit and Supervisory Committee Member for two (2) years. He will have served as Outside Director (excluding Director who was an Audit and Supervisory Committee Member) for three (3) years at the conclusion of this Annual General Meeting of Shareholders and has been nominated as candidate for Outside Director in expectation of his contribution to the further strengthening of corporate governance through accurate advice based on his insight as an attorney going forward.</p>			

(Notes)

- There is no special interest between the above candidates for Directors and the Company.
- Messrs. Kiyomichi Ito, Akinori Shibazaki, and Masami Sato are candidates for Outside Directors.
- The Company has entered into an agreement with each of Mr. Kiyomichi Ito, Mr. Akinori Shibazaki, and Mr. Masami Sato to limit their liabilities for damages specified in Article 423, Paragraph 1 of the Companies Act pursuant to the provision of Article 427, Paragraph 1 of the said Act. The limit of liabilities under such agreement shall be the amount prescribed by laws and regulations. If the reelection of Mr. Ito, Mr. Shibazaki, and Mr. Sato is approved, the Company will continue the agreement under the same terms and conditions.  
The overview of the content of the agreement is as follows.
  - If an Outside Director is liable for any damage to the Company attributable to negligence of his duties, his liability shall be limited to the minimum liability amount specified in Article 425, Paragraph 1 of the Companies Act.
  - The aforementioned liability limitation shall be applied only in cases where such an Outside Director has executed his duties that have caused the liability in good faith and without gross negligence.
- The Company has concluded a liability insurance contract with an insurance company for directors and officers. The relevant insurance policy covers damages and legal expenses incurred by the insured due to claims for damages arising from acts (including omissions) committed by the insured in connection with his/her duties as an officer of the Company. All insurance premiums are paid by the Company. If this proposal is approved and each candidate assumes the office of Director, he/she will be included as an insured person under the relevant insurance policy. In addition, the Company plans to renew the policy with the same contents at the next renewal.
- CompassMed Integration Co., Ltd changed its name to ASAHI INTECC J-sales, Inc. in January 2010.
- GMA Co., Ltd. changed its name to ASAHI INTECC GMA Co., Ltd. from July 2010. The Company acquired ASAHI INTECC GMA Co., Ltd. through an absorption-type merger on October 1, 2013.
- Toyota Motor Sales Co., Ltd. merged with Toyota Motor Co., Ltd. in 1982 and changed the name to Toyota Motor Corporation.
- CHU-O RITTAIZU Co., Ltd. merged with TPS Co., Ltd. and changed its name to CDS Co., Ltd. in January 2005.
- MMC Computer Research Co., Ltd. changed its name to MCOR Co., Ltd. in January 2006.
- RetroVascular, Inc. changed its name to ASAHI Medical Technologies, Inc. in December 2018.
- A-Traction Inc. changed its name to ASAHI SURGICAL ROBOTICS CO., LTD. in August 2021.

