

**To Our Shareholders,
Greetings from the President & CEO**

I would like to express my sincere gratitude to all our shareholders for your continued support.

As we deliver the Notice of Convocation of the 48th Annual General Meeting of Shareholders of ASAHI INTECC CO., LTD., I would like to take this opportunity to greet you.

Our company is approaching 30 years since entering the medical device field. With a strong commitment to “saving as many lives as possible with our technology and delivering our products worldwide,” we have steadily advanced toward growth step by step.

Currently, we are operating the business based on our medium-term management plan, “ASAHI Going Beyond 1000.” To achieve sustainable growth, we have continued to make future-oriented investments without interruption, even during the COVID-19 pandemic.

As a result, in the fiscal year ended June 30, 2024, we kept pace with the increase in the number of cases following the recovery from the pandemic, advanced market share expansion, experienced a significant increase in overseas net sales partly due to the benefit of favorable foreign exchange rates, and allowed us to reach the milestone of consolidated net sales of 100 billion yen as set in our medium-term management plan, achieving the highest consolidated net sales and profits to date.

Furthermore, the new management structure will start from September 1, 2024. Under this new structure, we will continue aiming to enhance corporate value by advancing business development and social contribution.

We ask for your continued understanding and support.

Effective September 1, 2024, Mr. Kenji Miyata will succeed me as President & CEO, while I will assume the position of Chairman and Director, supporting the new President.

We remain committed to enhancing corporate value alongside our new President as our company advances to the next stage.

Sincerely,
Masahiko Miyata, President & CEO

I am Kenji Miyata, who will assume the position of President & CEO on September 1, 2024.

Our commitment to addressing the needs of doctors and customers with a speed-oriented and diligent approach, as well as our company’s underlying technology- and field-oriented DNA, will remain unchanged. We will continue leveraging ASAHI INTECC’s unique strengths and delivering distinctive value, creating new value to drive the next growth phase.

We kindly ask for your continued support and encouragement as we move forward.

Sincerely,
Kenji Miyata, Executive Vice President and COO

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Securities Code 7747)
August 29, 2024

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 48th Annual General Meeting of Shareholders

ASAHI INTECC CO., LTD. (the “Company”) announces that the 48th Annual General Meeting of Shareholders of the Company will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company provides information that constitutes the content of reference materials for the general meeting of shareholders, etc. in electronic format (the “matters subject to measures for providing information in electronic format”), which is posted on the internet. Please access the following websites to confirm the details.

The Company’s website:

<https://ir.asahi-intecc.co.jp/en/ir/stock/meeting.html>

<https://ir.asahi-intecc.co.jp/ja/ir/stock/meeting.html> (in Japanese)

Tokyo Stock Exchange website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

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

Please enter “ASAHI INTECC” in the “Issue name (company name)” field or the Company’s securities code “7747” in the “Code” field to run a search, and select “Basic information” and then “Documents for public inspection/PR information” to confirm the details in the section of “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”

Instead of attending this General Meeting of Shareholders in person, you may exercise your voting rights via internet or by mail. Please exercise your voting rights by either of these methods by 5:45 p.m. on Wednesday, September 25, 2024.

- 1. Date and Time:** Thursday, September 26, 2024 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 48th Fiscal Year (from July 1, 2023, to June 30, 2024), and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the Company’s 48th Fiscal Year (from July 1, 2023, to June 30, 2024)

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)
Proposal 3: Election of Three (3) Directors who are Audit and Supervisory Committee Members
Proposal 4: Election of One (1) Director who is a Substitute Audit and Supervisory Committee Member

4. Matters decided upon convocation:

- (1) Among the matters subject to measures for providing information in electronic format, the system to ensure the properness of business, basic policy on the control of the company, consolidated statement of changes in equity, notes to consolidated financial statements, non-consolidated statement of changes in equity, and notes to non-consolidated financial statements are not included in the documents to be delivered to shareholders who make request for the delivery of hard copies, based on laws and regulations and Article 14 of the Articles of Incorporation of the Company. Accordingly, said documents are part of the documents audited by the Accounting Auditor and the Audit and Supervisory Committee when creating an accounting audit report.
 - (2) If you exercise your voting rights both via internet and in writing, the vote exercised via internet shall be treated as valid.
Moreover, if you exercise your voting rights multiple times via internet, the vote made last shall be treated as valid.
 - (3) If there is no indication of a vote for or against any proposal on a returned voting rights exercise form, it will be treated as an indication of a vote for the proposal.
- ◎ Any revisions to the matters subject to measures for providing information in electronic format will be provided as detailed before and after the revisions on the websites listed on the preceding page.
- ◎ Souvenirs will not be provided to shareholders attending the General Meeting of Shareholders, in light of fairness, etc., between shareholders who visit the venue and those who have difficulty visiting the venue. The Company thanks you for your understanding.

5. 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: Thursday, September 26, 2024, 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 Wednesday, September 25, 2024, at 5:45 p.m.

(2) Exercising voting rights via internet

Review the following Guidance for Exercising Voting Rights via the Internet, and follow the instructions on the screen to vote on the agenda items.

Votes to be cast by Wednesday, September 25, 2024, at 5:45 p.m.

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

Inquiries regarding the operation of the voting rights exercise website:

Mitsubishi UFJ Trust and Banking Corporation, Corporate Agency Division

Toll free (within Japan) 0120-173-027 (Hours of operation: 9:00 a.m. to 9:00 p.m., free of charge)

To Institutional Shareholders:

Institutional investors that have applied in advance to use the voting rights exercise platform operated by ICJ, Inc. may exercise voting rights via said platform.

Guidance for Exercising Voting Rights via the Internet

If you exercise your voting rights via the internet, please access the voting rights exercise website using a smartphone or personal computer, etc., and exercise your voting rights by following the on-screen instructions.

Exercise deadline: Votes received by Wednesday, September 25, 2024, at 5:45 p.m.

Method by scanning the QR Code using a smartphone

You can log into the voting website by scanning the “Login QR Code” without entering the “Login ID” and “Temporary Password.”

1. Scan the QR Code
With your smartphone, please scan the “Login QR Code” printed on the side slip (right side) of the enclosed voting rights exercise form.
2. Select the method to exercise your voting rights
The exercise method selection screen appears. Please select a method to exercise your voting rights.
3. Select approval or disapproval for each proposal
Please select your vote for or against each of the proposals by following the on-screen instructions.

Exercise is completed by following the on-screen instructions.

Method by entering Login ID and Temporary Password using a personal computer

Voting rights exercise website: <https://evote.tr.mufg.jp/>
(QR code is a registered trademark of DENSO WAVE INCORPORATED.)

1. Access the voting rights exercise website

Click “Next screen”
2. Enter the “Login ID” and “Temporary Password” indicated on the side slip (right side) of the enclosed voting rights exercise form, and click “Login”

Click “Login”

From here, please vote for or against the proposals by following the on-screen instructions.

Information on On-demand Video Distribution (Post-meeting Distribution)

1. Access the following website designated by the Company

Distribution date: Thursday, October 3, 2024 to Saturday, November 2, 2024

Distribution URL: <https://ir.asahi-intecc.co.jp/ja/ir/stock/meeting.html>

Access the URL above and select “The 48th Annual General Meeting of Shareholders On-demand Video Distribution.”

2. Enter the following ID and password to log in when the screen for entering ID and password appears.

ID: “Shareholder number” (8-digit number)

*Of the 15-digit number on the voting rights exercise form, the middle 8-digit number is your shareholder number.

Password: “Postal code” (7-digit number, no hyphen)*

*If your registered address is outside of Japan, etc. and your postal code is not indicated on the voting rights exercise form, please enter the postal code of the address (within Japan) where you have designated to receive the notification.

3. Please click the play button to view the video.

<Notes>

- Viewing of the video is restricted to shareholders who have voting rights as of June 30, 2024. Providing IDs and passwords to third parties is strictly prohibited.
- Filming, recording, storing or posting the distribution on social networking sites, etc. are strictly prohibited.
- Please note that you may not be able to view the video, or a distortion of the video and audio or an interruption of the distribution may occur depending on your devices, the communications environment, and other factors.
- Fees for Internet access and use must be borne by the shareholder.
- Please be aware that, for filming the video for distribution, while we take care to avoid filming the appearance of shareholders attending the meeting, there may be unavoidable circumstances in which they may be filmed.

Information on Acceptance of Preliminary Questions

Question to be received by: Thursday, September 19, 2024, at 5:00 p.m.

Send to: shitsumon@asahi-intecc.com

Method for sending: Please include the following items in the text of the e-mail.

“Shareholder number” (8-digit number)

*Of the 15-digit number on the voting rights exercise form, the middle 8-digit number is your shareholder number.

“Name or corporate name (if a corporation, please indicate name of department, title, and name of the person sending the question)

“Description of question”

Among the questions received, the Company will answer questions that are deemed to be of particular interest to shareholders on the day of the General Meeting of Shareholders. We will report the details of the briefing at the meeting by e-mail to shareholders who have sent preliminary questions.
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Proposals and References

Proposal 1: Appropriation of Surplus

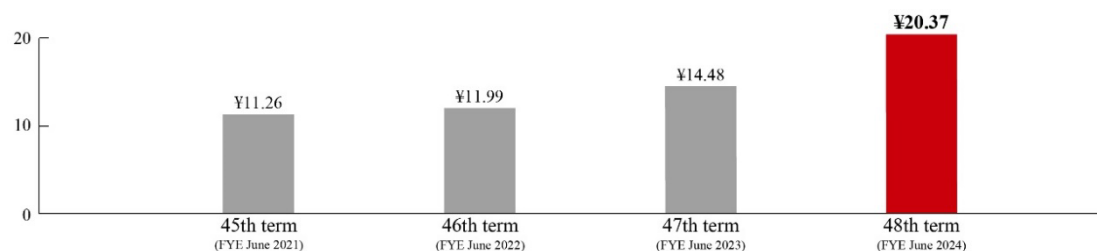
Regarding the distribution of earnings, the Company considers the return of earnings to shareholders to be one of the most important management issues and the payment of stable dividends on a continuing basis to be its basic policy. Regarding the year-end dividends for the fiscal year under review, the Company proposes a dividend of ¥20.37 per common share (Dividend payout ratio of 35%) 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
¥20.37 per common share of the Company
Total amount: ¥5,533,014,389
3. Effective date of distribution of surplus
Friday, September 27, 2024

Trends of dividends

	45th term	46th term	47th term	48th term
Dividend	¥11.26	¥11.99	¥14.48	¥20.37



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. Accordingly, the election of ten (10) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed.

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

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 Executive 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. (currently ASAHI INTECC J-sales, INC.) 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. April 2023 Representative Director and President of Magnaire Co., Ltd. (current position) September 2024 Chairman and Director (scheduled to assume the position on September 1, 2024)	5,817,300	13/13 (100%)
[Reason for nomination as candidate for Director]				
Having served as President & 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 has been renominated as Director in expectation of his further contribution going forward, given his oversight of the Group's entire business and his promotion of balanced management.				

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 2000 Executive Officer August 2002 Deputy General Manager of Device Division September 2003 Director July 2006 General Manager of Device Division September 2010 Executive Director July 2011 President & CEO of ASAHI INTECC GMA Co., Ltd. September 2013 President & CEO of Toyoflex Corporation January 2015 Director of ASAHI INTECC THAILAND CO., LTD. (current position) September 2015 Executive Vice President and Director July 2016 General Manager of Quality Assurance Division Chairman 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 Division May 2022 Director of walkey Inc. (current position) September 2022 Director of Filmecc Co., Ltd. (current position) Director of Nihon Chemical Coat Co., Ltd. (current position) January 2023 President & CEO of LAKE R&D Inc. (current position) July 2024 General Manager of Production Division (current position) September 2024 President & CEO (scheduled to assume the position on September 1, 2024)	5,269,900	13/13 (100%)
<p>[Reason for nomination as candidate for Director]</p> <p>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 is scheduled to assume the position of President & CEO on September 1, 2024. 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
3	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</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> <p>September 2021 Executive Director (current position)</p> <p>September 2022 Director of FICUS Co., Ltd. (current position)</p>	83,500	13/13 (100%)
<p>[Reason for nomination as candidate for Director]</p> <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 renominated as candidate for 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
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 & CEO of ASAHI INTECC USA, INC. (current position)</p> <p>November 2006 Director of RetroVascular, INC. (currently ASAHI Medical Technologies, Inc.)</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.</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 Division</p> <p>February 2020 Director of ASAHI INTECC CIS LLC</p> <p>Director of ASAHI INTECC EUROPE B.V. (current position)</p> <p>July 2020 Supervisor of Global Sales and Marketing of Medical Brand Business Unit of Medical Business Division</p> <p>Director of ASAHI INTECC Deutschland GmbH (current position)</p> <p>June 2021 President & CEO of Filmecc USA, Inc. (current position)</p> <p>July 2021 President & CEO of Pathways Medical Corporation (current position)</p> <p>Director of Rev. 1 Engineering, Inc. (current position)</p> <p>April 2023 Director of Magnaire Co., Ltd. (current position)</p> <p>December 2023 President & CEO of ASAHI Medical Technologies, Inc. (current position)</p>	160,300	13/13 (100%)
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Yoshinori Terai has been engaged in the Overseas Sales unit for medical devices for many years and has contributed to the Company's global development. Leveraging his broad perspective and extensive network, he currently serves as General Manager of New Business Development Division 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	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.</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.</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 and CFO (current position)</p> <p>July 2018 Director of RetroVascular Inc. (currently ASAHI Medical Technologies, Inc.)</p> <p>July 2021 Director of A-Traction Inc. (currently ASAHI SURGICAL ROBOTICS CO., LTD.) (current position)</p> <p>April 2023 Director of Magnaire Co., Ltd. (current position)</p>	35,700	13/13 (100%)
[Reason for nomination as candidate for Director]				
As General Manager of Corporate Strategic Office, Ms. Mizuho Ito has been engaged in finance, accounting, IR, and M&A projects for many years. She is currently serving as 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 renominated as candidate for Director in expectation of her further contribution going forward.				
6	Makoto Nishiuchi (August 15, 1964) [Reappointment]	<p>October 2005 Joined the Company</p> <p>July 2008 Deputy Group Manager of Medical Research and Development Group, Medical Division</p> <p>May 2010 Group Manager of Medical Research and Development Group, Medical Division</p> <p>July 2015 Executive Officer</p> <p>July 2016 Director of ASAHI INTECC USA, INC. (current position)</p> <p>January 2017 Chief Research and Development Officer</p> <p>October 2017 Senior Executive Officer</p> <p>July 2018 Director of RetroVascular Inc. (currently ASAHI Medical Technologies, Inc.) (current position)</p> <p>September 2018 Director (current position)</p> <p>July 2019 General Manager of Medical Brand Business Unit of Medical Business Division (current position)</p> <p>July 2022 Chief Digital Officer (current position)</p> <p>July 2024 Deputy General Manager of Medical Business Division (current position)</p>	45,700	13/13 (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 Deputy General Manager of Medical Business Division and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been renominated 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
7	Kazuhito Ishihara (June 24, 1961) [New appointment]	<p>February 2018 Joined the Company</p> <p>February 2018 Supervisor of Medical Research and Development, Medical Division</p> <p>September 2018 Executive Officer (current position)</p> <p>September 2019 Deputy Supervisor of Research and Development of Medical Brand Business Unit of Medical Business Division (current position)</p> <p>September 2019 General Manager of Clinical Development Office of Medical Business Division</p> <p>July 2024 Deputy General Manager of Research Division (current position)</p>	2,100	—
<p>[Reason for nomination as candidate for Director]</p> <p>Since joining the Company, Mr. Kazuhito Ishihara 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 Executive Officer and Deputy Supervisor of Research and Development of Medical Brand Business Unit of Medical Business Division, and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been newly nominated as candidate for Director in expectation of his further contribution going forward.</p>				
8	Kiyomichi Ito (February 7, 1950) [Reappointment] [Outside] [Independent]	<p>April 1974 Joined Toyota Motor Sales Co., Ltd.</p> <p>August 1985 Section Chief of System Planning Section, Section Head of Engineering Section, Overseas Planning Department of TOYOTA MOTOR CORPORATION</p> <p>January 1994 Secretary seconded to Toyota Motor Manufacturing Canada, Inc.</p> <p>January 1999 Chief of Marine Business Division of TOYOTA MOTOR CORPORATION</p> <p>July 2000 Chief of Americas Sales Department of TOYOTA MOTOR CORPORATION</p> <p>July 2002 President of Toyota Kirloskar Auto Parts Pvt. Ltd.</p> <p>March 2008 Professor at School of Management, Chukyo University</p> <p>September 2013 Outside Director of the Company (current position)</p> <p>April 2015 Visiting Professor at School of World Englishes, Chukyo University</p> <p>April 2023 Senior Adviser to the CEO of YUKEN INDIA. LTD.</p>	9,700	13/13 (100%)
<p>[Matters regarding independence]</p> <p>The Company has registered Mr. Kiyomichi Ito as Independent Director stipulated 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.</p>				
<p>[Reason for nomination as candidate for Outside Director and Overview of Expected Roles]</p> <p>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 eleven (11) years at the conclusion of this Annual General Meeting of Shareholders and he has been renominated as candidate for Outside 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.</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
9	Takahiro Kusakari (March 14, 1979) [Reappointment] [Outside] [Independent]	<p>July 2007 Joined SBI Real Marketing Co., Ltd.</p> <p>October 2008 Joined Sawakami Asset Management Inc.</p> <p>November 2010 Fund Manager of Sawakami Asset Management Inc.</p> <p>January 2013 Chief Investment Officer of Sawakami Asset Management Inc.</p> <p>June 2015 Director and Chief Investment Officer of Sawakami Asset Management Inc.</p> <p>July 2022 Joined Sawakami Holdings, Inc</p> <p>September 2022 Outside Director of the Company (current position)</p> <p>March 2023 Joined Japan Catalyst, Inc.</p> <p>June 2023 Director and Co-President of Japan Catalyst, Inc. (current position)</p>	300	13/13 (100%)
	<p>[Matters regarding independence] The Company has registered Mr. Takahiro Kusakari as Independent Director stipulated in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Kusakari is approved, he will continue to serve as an Independent Director.</p> <p>[Reason for nomination as candidate for Outside Director and Overview of Expected Roles] Mr. Takahiro Kusakari has served as Fund Manager and Chief Investment Officer of an investment trust management firm and has been offering suggestions for improving the Company's corporate value based on his experience in corporate analysis gained through dialogue with countless companies. He will have served as Outside Director for two (2) years at the conclusion of this Annual General Meeting of Shareholders and he has been renominated as candidate for Outside Director in expectation of his contribution to strengthening the supervision of business execution through accurate advice based on his extensive experience in corporate analysis going forward.</p>			
10	Akihiro Taguchi (January 26, 1958) [Reappointment] [Outside] [Independent]	<p>April 1980 Joined Olympus Optical Co., Ltd. (currently Olympus Corporation)</p> <p>June 2010 Corporate Executive Officer of Olympus Corporation</p> <p>April 2012 Senior Corporate Managing Officer of Olympus Corporation President and Representative Director of Olympus Medical Systems Corp.</p> <p>April 2013 Outside Director of Sony Olympus Medical Solutions Inc.</p> <p>April 2015 Head of Sales & Marketing Group and Business Management Officer of Medical Business of Olympus Corporation</p> <p>June 2015 Director and Senior Corporate Managing Officer of Olympus Corporation</p> <p>April 2019 Executive Officer and COO of Olympus Corporation</p> <p>April 2020 Executive Officer and CTO of Olympus Corporation</p> <p>July 2022 Adviser of HCL JAPAN LTD. (current position)</p> <p>August 2022 Independent Director of SATORI ELECTRIC CO., LTD. (current position)</p> <p>September 2023 Outside Director of the Company (current position)</p>	100	9/10 (90%)
	<p>[Matters regarding independence] The Company has registered Mr. Akihiro Taguchi as Independent Director stipulated in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Taguchi is approved, he will continue to serve as an Independent Director. Transaction amounts between the Company and Olympus Corporation, for which he served as Executive Officer and CTO until March 31, 2022, are less than 1% of consolidated net sales in the consolidated financial statements of the Company. Accordingly, the Company has determined that it is not a "major business partner" within the meaning of the independence criteria stipulated in the Securities Listing Regulations of the Tokyo Stock Exchange.</p> <p>[Reason for nomination as candidate for Outside Director and Overview of Expected Roles] Mr. Akihiro Taguchi has supervised the management of the Company and offered suggestions for improving the Company's corporate value, based on his ample experience and broad insight in the medical industry including serving as President and Representative Director of Olympus Medical Systems Corp. He will have served as Outside Director for one (1) year at the conclusion of this Annual General Meeting of Shareholders and he has been renominated as candidate for Outside 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.</p>			

(Notes)

1. There is no special interest between the above candidates for Directors and the Company.
2. Mr. Masahiko Miyata was selected as Chairman and Director at the extraordinary Board of Directors meeting held on August 14, 2024, and is scheduled to assume the position on September 1, 2024.
3. Mr. Kenji Miyata was selected as President & CEO at the extraordinary Board of Directors meeting held on August 14, 2024, and is scheduled to assume the position on September 1, 2024.
4. Ms. Mizuho Ito's name on the family register is Mizuho Onogi.
5. Messrs. Kiyomichi Ito, Takahiro Kusakari and Akihiro Taguchi are candidates for Outside Directors.
6. The Company has entered into agreements with Messrs. Kiyomichi Ito, Takahiro Kusakari and Akihiro Taguchi to limit their liability for damages stipulated 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 liability under such agreement shall be the amount prescribed by laws and regulations. If the reelection of Messrs. Ito, Kusakari and Taguchi is approved, the Company will continue the agreements 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.
7. 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.
8. The number of shares held by the above candidates for Directors is as of June 30, 2024. Additionally, Mr. Kazuhito Ishihara's shares include those held through the ASAHI INTECC Employee Shareholding Association. If this proposal is approved and Mr. Ishihara assumes the office of Director, procedures for withdrawing from the association, including the handling of his shareholding, will be carried out in accordance with the association's regulations.
9. CompassMed Integration Co., Ltd changed its name to ASAHI INTECC J-sales, Inc. in January 2010.
10. 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.
11. Toyota Motor Sales Co., Ltd. merged with Toyota Motor Co., Ltd. in 1982 and changed the name to Toyota Motor Corporation.
12. RetroVascular, Inc. changed its name to ASAHI Medical Technologies, Inc. in December 2018.
13. A-Traction Inc. changed its name to ASAHI SURGICAL ROBOTICS CO., LTD. in August 2021.
14. The Company acquired all shares of LAKE R&D Inc., making it a wholly owned subsidiary on January 5, 2023.
15. The Company acquired Toyoflex Corporation through an absorption-type merger on July 1, 2023.
16. Magnaire Co., Ltd. was established on April 3, 2023 as a joint venture company, in which the Company holds a 60% stake. The Company acquired all shares of Magnaire Co., Ltd., making it a wholly owned subsidiary on June 2, 2023.

Proposal 3: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

The term of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of three (3) Directors who are Audit and Supervisory Committee Members is proposed.

The Audit and Supervisory Committee has previously given its consent regarding this Proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

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	Status of attendance at the Audit and Supervisory Committee
1	Ryuji Tomida (April 3, 1975) [Reappointment] [Outside] [Independent]	<p>October 2001 Registered with Nagoya Bar Association (currently Aichi Bar Association) Joined Higashi Sakura Law Firm</p> <p>April 2006 Part-Time Lecturer at Law Department, Nagoya University of Economics</p> <p>December 2006 Nagoya Municipal Advisor (current position)</p> <p>October 2007 Opened Tomida & Yamauchi Law Firm (currently Yomei law office)</p> <p>April 2010 Member of Research Office of Aichi Bar Association</p> <p>April 2011 Part-Time Lecturer at Aichi Law School</p> <p>May 2011 Member of Japan Federation of Bar Associations Inquiry System Committee (current position)</p> <p>April 2013 Member of Kasugai City Information Disclosure & Personal Information Protection Committee</p> <p>April 2016 Vice President of Aichi Bar Association</p> <p>September 2016 Substitute Audit and Supervisory Committee Member of the Company</p> <p>September 2018 Outside Director of the Company (Audit and Supervisory Committee Member) (current position)</p> <p>April 2020 General Manager of Aichi Bar Association Inquiry Research Office</p> <p>December 2021 Public Interests Member of Aichi Prefectural Labour Relations Commission (current position)</p> <p>June 2024 Member of Aichi Prefectural Land Expropriation Commission (current position)</p>	1,400	13/13 (100%)	20/20 (100%)
[Matters regarding independence] The Company has registered Mr. Ryuji Tomida as Independent Director stipulated in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Tomida is approved, he will continue to serve as an Independent Director.					
[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and Overview of Expected Roles] Mr. Ryuji Tomida has expertise and ample experience as a lawyer and appropriately fulfills the duties of Outside Director who is an Audit and Supervisory Committee Member by providing advice for and checking on the Company's business execution from the perspective of a legal expert. He will have served as Outside Director who is an Audit and Supervisory Committee Member for six (6) years at the conclusion of this Annual General Meeting of Shareholders and has been renominated as candidate for Outside Director who is an Audit and Supervisory Committee Member 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	Status of attendance at the Audit and Supervisory Committee
2	Ryoko Fukaya (May 12, 1973) [Reappointment] [Outside] [Independent]	October 1999 Joined Chuo Audit Corporation April 2003 Registered as a Certified Public Accountant August 2007 Joined KPMG AZSA LLC April 2011 Opened Ryoko Fukaya Accounting Office June 2016 Secretary of Tokai Association, the Japanese Institute of Certified Public Accountants March 2017 Registered as a Certified Tax Accountant June 2019 Chairwoman of the Public Relations Committee of the Japanese Institute of Certified Public Accountants Tokai Association September 2020 Substitute Audit and Supervisory Committee Member of the Company November 2021 Auditor of Fuji Logitech Holdings, Inc. (current position) September 2022 Outside Director of the Company (Audit and Supervisory Committee Member) (current position) April 2023 Auditor of Incorporated Educational Institution Sugiyama Jogakuen (current position) July 2023 Part-Time Researcher at Graduate School of Management, Kyoto University (current position) August 2023 Member of The Specialist Committee of Investigation and Research Committee, Japanese Institute of Certified Public Accountants (current position)	400	13/13 (100%)	19/20 (95%)
[Matters regarding independence] The Company has registered Ms. Ryoko Fukaya as Independent Director stipulated in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Ms. Fukaya is approved, she will continue to serve as an Independent Director.					
[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and Overview of Expected Roles] Ms. Ryoko Fukaya appropriately fulfills the duties of Outside Director who is an Audit and Supervisory Committee Member such as monitoring the Company's overall management using her expertise and ample experience as a certified public accountant and by providing advice for and checking on the Company's business execution. She will have served as Outside Director who is an Audit and Supervisory Committee Member for two (2) years at the conclusion of this Annual General Meeting of Shareholders and has been renominated as candidate for Outside Director who is an Audit and Supervisory Committee Member in expectation of her 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	Status of attendance at the Audit and Supervisory Committee
3	Shigeki Moriguchi (July 23, 1957) [New appointment] [Outside] [Independent]	<p>April 1981 Joined The Tokai Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>March 2001 Deputy General Manager of Operations Planning Division of Mitsubishi Tokyo Financial Group, Inc. (currently Mitsubishi UFJ Financial Group, Inc.)</p> <p>November 2006 Member of the Board, General Manager of Shin-Nagoya Ekimae Branch of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>June 2011 Managing Executive Officer of Mitsubishi UFJ Research and Consulting Co., Ltd.</p> <p>April 2019 Managing Director of Aichi-ken Credit Guarantee Corporation</p> <p>June 2021 Part-time Audit & Supervisory Board Member of Credit Guarantee Servicer Inc.</p> <p>April 2022 Advisor of Aichi-ken Credit Guarantee Corporation</p> <p>September 2022 Substitute Audit and Supervisory Committee Member of the Company (current position)</p>	0	—	—
<p>[Matters regarding independence]</p> <p>If the election of Mr. Shigeki Moriguchi is approved, the Company will register him as Independent Director stipulated in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange.</p> <p>While Mr. Moriguchi is a former employee of MUFG Bank, Ltd., one of the Company's creditors, he has been retired from the bank for over ten years. Therefore, the Company has determined that there are no conflicts with the independence standards set forth in the listing regulations established by the Tokyo Stock Exchange and that there is no risk of affecting his independence. Furthermore, the Company has confirmed that there was no business relationship between the Company and the sector he was in charge of at that time.</p>					
<p>[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and Overview of Expected Roles]</p> <p>Mr. Shigeki Moriguchi is deemed appropriate to fulfill the duties of Outside Director who is an Audit and Supervisory Committee Member, such as by providing advice for and checking on the Company's business execution, using his wide-ranging knowledge of overall corporate management based on ample experience at financial institutions, think tanks, and consulting firms. Accordingly, he has been newly nominated as candidate for Outside Director who is an Audit and Supervisory Committee Member.</p>					

(Notes)

- There is no special interest between the above candidates for Directors and the Company.
- Mr. Ryuji Tomida, Ms. Ryoko Fukaya and Mr. Shigeki Moriguchi are candidates for Outside Directors.
- The Company has entered into agreements with Mr. Ryuji Tomida and Ms. Ryoko Fukaya to limit their liability for damages stipulated 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 liability under such agreement shall be the amount prescribed by laws and regulations. If the reelection of Mr. Tomida and Ms. Fukaya is approved, the Company will continue the agreements under the same terms and conditions, and if the election of Mr. Shigeki Moriguchi is approved, the Company will enter into an agreement with him under the same terms and conditions.
The overview of the content of the agreement is as follows.
 - If a Director who is an Audit and Supervisory Committee Member is liable for any damage to the Company attributable to negligence of his/her duties, his/her 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 a Director who is an Audit and Supervisory Committee Member has executed his/her 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.

(Reference) Skill matrix for the Board of Directors after the conclusion of this Annual General Meeting of Shareholders

Name	Current position in the Company	Management	R&D / Clinical development	Manufacturing technology	Global expansion	Industry knowledge - medical devices	Industry knowledge - industrial devices
Masahiko Miyata	Chairman and Director	✓	✓		✓	✓	
Kenji Miyata	President & CEO	✓	✓	✓			✓
Munechika Matsumoto	Executive Director		✓	✓			✓
Makoto Nishiuchi	Executive Director		✓			✓	
Yoshinori Terai	Director				✓	✓	
Mizuho Ito	Director						
Kazuhito Ishihara	Director		✓	✓		✓	
Kiyomichi Ito	Outside Director Independent (Outside)	✓			✓		
Takahiro Kusakari	Outside Director Independent (Outside)	✓					
Akihiro Taguchi	Outside Director Independent (Outside)	✓				✓	
Ryuji Tomida	Outside Director (Audit and Supervisory Committee Member) Independent (Outside)						
Ryoko Fukaya	Outside Director (Audit and Supervisory Committee Member) Independent (Outside)						
Shigeki Moriguchi	Outside Director (Audit and Supervisory Committee Member) Independent (Outside)	✓					

Note: The appointment of the Representative Director and the Directors with specific roles will be formally decided at the Board of Directors meeting following this Annual General Meeting of Shareholders.

Quality assurance - pharmaceutical affairs	Finance & accounting	Risk management & legal affairs	Personnel management & development	DX / IT	M&A	Equity market & IR	ESG	Nomination and Compensation Advisory Committee	Gender
				✓		✓		✓	Male
✓		✓	✓			✓		✓	Male
							✓		Male
✓				✓					Male
					✓				Male
	✓	✓			✓	✓	✓		Female
✓									Male
									Male
						✓	✓	✓	Male
✓									Male
		✓	✓		✓			✓	Male
	✓	✓			✓			✓	Female
	✓	✓	✓						Male

Proposal 4: Election of One (1) Director who is a Substitute Audit and Supervisory Committee Member

To prepare for a contingency in which the number of Audit and Supervisory Committee Members becomes less than the number required by laws and regulations, the Company proposes the election of one (1) Director who is a Substitute Audit and Supervisory Committee Member.

The effective term of a resolution for the election of a Director who is a Substitute Audit and Supervisory Committee Member shall be up to the conclusion of the Annual General Meeting of Shareholders held in the last fiscal year ending within two (2) years of his/her election. However, the election may be cancelled by resolution of the Board of Directors of the Company with the consent of the Audit and Supervisory Committee provided it is before the candidate assumes the office of Audit and Supervisory Committee Member.

The Audit and Supervisory Committee has previously given its consent regarding this Proposal.

The candidate for Director who is a Substitute Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held
Ayako Shimizu (June 6, 1972) [Outside] [Independent]	April 1999 Registered with Nagoya Bar Association (currently Aichi Bar Association) Joined Ishihara Law Office June 2014 Auditor of SYNCLAYER INC. April 2015 Vice President of Aichi Bar Association Director of CHUBU Federation of Bar Association April 2017 Member of Nagoya City Information Disclosure Committee (current position) July 2017 Member of Aichi Construction Dispute Committee January 2018 Judicial Commissioner (current position) April 2019 Mediator/Arbitrator of Aichi Bar Association Dispute Resolution Center (current position) December 2019 Outside Director, Audit, Supervisory of MTG Co., Ltd. April 2020 Member of Ombuds 6 Committee of Nagoya Broadcasting Network (current position) June 2020 Outside Director of Aica Kogyo Company, Limited (current position) March 2021 Outside Director (Audit and Supervisory Committee Member) of SYNCLAYER INC. (current position) August 2021 Chairwoman of Aichi Construction Dispute Committee September 2021 Member of Subcommittee on the Code of Civil Procedure (IT Transformation) of Legislative Council of the Ministry of Justice June 2024 Outside Director (Audit and Supervisory Committee Member) of SUZUKEN CO., LTD. (current position)	0
[Matters regarding independence] If the election of Ms. Ayako Shimizu is approved, the Company will register her as Independent Director stipulated in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange.		
[Reason for nomination as candidate for Outside Director who is a Substitute Audit and Supervisory Committee Member and Overview of Expected Roles] Ms. Ayako Shimizu has expertise and ample experience as a lawyer and is deemed appropriate to fulfill the duties of Outside Director who is an Audit and Supervisory Committee Member by providing advice for and checking on the Company's business execution from the perspective of a legal expert. Accordingly, she has been nominated as candidate for Outside Director who is a Substitute Audit and Supervisory Committee Member.		

(Notes)

1. There is no special interest between the above candidate for Outside Director who is a Substitute Audit and Supervisory Committee Member and the Company.
2. Ms. Ayako Shimizu is a candidate for Outside Director who is a Substitute Audit and Supervisory Committee Member.
3. Ms. Ayako Shimizu's name on the family register is Ayako Watanabe.
4. If the candidate Ms. Ayako Shimizu assumes the office of a Director who is an Audit and Supervisory Committee Member, the Company will enter into an agreement with her to limit her liability for damages stipulated 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 liability under such agreement shall be the amount prescribed by laws and regulations.
The overview of the content of the agreement is as follows.
 - If a Director who is an Audit and Supervisory Committee Member is liable for any damage to the Company attributable to negligence of his/her duties, his/her 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 a Director who is an Audit and Supervisory Committee Member has executed his/her duties that have caused the liability in good faith and without gross negligence.
5. 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 Ms. Ayako Shimizu assumes the office of Director who is an Audit and Supervisory Committee Member, 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.

Attachments

Business Report

(From July 1, 2023
to June 30, 2024)

1. Current State of the Corporate Group

1. Business progress and results

The Asahi Intecc Group aims to improve the QOL of doctors and patients by ultimately pursuing minimally invasive treatments. Based on the current medium-term management plan “ASAHI Going Beyond 1000,” we work to develop our business portfolio in order to achieve further growth with consolidated net sales exceeding 100 billion yen, and have formulated the following four basic policies.

- 1) Strategic development of the global market and expansion of affected areas and treatment areas
- 2) Creating new businesses in global niche markets
- 3) Develop an R&D and production system optimized for global expansion
- 4) Establish management structure for sustainable growth

We will aim to further enhance corporate value by promoting these growth strategies in a steady manner. In the fiscal year ended June 30, 2024, we achieved consolidated net sales of 100 billion yen, reaching a milestone of our medium-term management plan and recording the highest consolidated net sales and profits.

Net sales of the Asahi Intecc Group for the fiscal year under review amounted to 107,547 million yen (an increase of 19.4% year on year), thanks to our efforts to keep pace with the increase in the number of cases following the recovery from the COVID-19 pandemic and advance market share expansion, as well as the exchange rate impact of stronger foreign currencies, which significantly increased overseas net sales.

Gross profit totaled 69,053 million yen (an increase of 17.4% year on year), due to the increase in net sales.

Operating profit was 22,135 million yen (an increase of 22.8% year on year), despite an increase in selling, general and administrative expenses, such as an increase in sales-related expenses including expenses for sales promotion primarily in the overseas market and expenses associated with net sales growth as well as an increase in R&D expenses for reinforcing development and performance-based bonus payments.

Ordinary profit was 21,968 million yen (an increase of 24.6% year on year) mainly due to an increase in foreign exchange losses.

Profit attributable to owners of parent was 15,808 million yen (an increase of 20.6% year on year), despite a decrease in disaster insurance income.

	Fiscal year under review	Previous fiscal year	Increase (decrease)	Increase (decrease) rate
Net sales (Million yen)	107,547	90,101	17,445	19.4%
Operating profit (Million yen)	22,135	18,030	4,105	22.8%
Profit attributable to owners of parent (Million yen)	15,808	13,106	2,701	20.6%

Business results by segment were as follows:

(1) Medical Division

Development, manufacturing, and sales of minimally invasive treatment products (guide wires and catheters for treatments) mainly used for intravascular treatments

In the Medical Division, net sales increased due to our efforts to keep pace with the increase in the number of cases following the recovery from the COVID-19 pandemic and advance market share expansion, as well as the exchange rate impact of stronger foreign currencies, which significantly increased overseas net sales.

In the domestic market, net sales increased mainly due to increased sales in the non-cardiovascular field including peripheral vascular products and gastrointestinal products and OEM transactions, in addition to strong results, particularly for PCI guide wires, in the cardiovascular field. Additionally, we achieved deliveries of two “ANSUR” surgery support robots as our new initiatives.

In the overseas market, net sales increased in all fields of cardiovascular, non-cardiovascular, and OEM transactions. In the cardiovascular field, net sales performed strongly in all regions, primarily for PCI guide wires and penetration catheters. In the non-cardiovascular field, net sales increased in all regions mainly due to the effects of the launch of new peripheral vascular products such as “CROSSLEAD” in the U.S. market and an increase of abdominal products in the U.S. and Chinese markets. Net sales from OEM transactions slightly increased, mainly due to the exchange rate impact of stronger foreign currencies and the growth of new transactions in the cardiovascular field in the U.S., despite a decrease in transactions with China.

As a result, net sales totaled 95,654 million yen (an increase of 21.8% year on year).

Segment profit amounted to 22,664 million yen (an increase of 38.2% year on year).

Net sales composition ratio: 88.9%

Net sales: 95,654 million yen

Year-on-year: Up 21.8%

(2) Device Division

Development and manufacturing of components in the medical device field and industrial device field (including ultra-fine stainless-steel wire ropes), and sales of those products to manufacturers worldwide

In the Device Division, net sales increased primarily for medical components.

As for medical components, net sales increased mainly due to an increase in endoscope-related components transactions in the domestic market, and the exchange rate impact of stronger foreign currencies and an increase in transactions with China in the overseas market.

As for industrial components, net sales increased mainly due to the exchange rate impact of stronger foreign currencies and an increase in OA equipment-related transactions in the overseas market, despite a decrease in construction-related transactions mainly in the domestic market.

As a result, net sales totaled 11,892 million yen (an increase of 3.0% year on year).

Segment profit amounted to 4,733 million yen (a decrease of 22.5% year on year), due to a decrease in intersegment transactions and trends in operating rates.

Net sales composition ratio: 11.1%

Net sales: 11,892 million yen

Year-on-year: Up 3.0%

2. State of assets and income

Item	45th Fiscal Year ended June 30, 2021	46th Fiscal Year ended June 30, 2022	47th Fiscal Year ended June 30, 2023	48th Fiscal Year ended June 30, 2024 (Fiscal year under review)
Net sales (Million yen)	61,507	77,748	90,101	107,547
Operating profit (Million yen)	12,795	15,239	18,030	22,135
Operating margin (%)	20.8	19.6	20.0	20.6
Ordinary profit (Million yen)	13,196	16,326	17,635	21,968
Profit attributable to owners of parent (Million yen)	9,984	10,857	13,106	15,808
Basic earnings per share (Yen)	38.25	40.01	48.25	58.20
R&D expenses (Million yen)	7,524	8,869	9,723	11,662
Ratio of net sales to R&D expenses (%)	12.2	11.4	10.8	10.8
Total assets (Million yen)	115,427	155,127	172,644	191,614
Net assets (Million yen)	92,938	121,130	134,300	151,961
Equity ratio (%)	80.5	77.0	76.6	78.9
EBITDA (Million yen)	17,764	22,712	26,742	31,856
EBITDA/net sales (%)	28.9	29.2	29.7	29.6
ROE (%)	12.1	10.2	10.4	11.2
ROIC (%)	11.7	10.9	10.7	12.1

- (Notes) 1. EBITDA = operating profit + depreciation and amortization
2. ROE (return on equity) is calculated based on the following formula:
ROE = profit attributable to owners of parent / equity (average of beginning and ending balances)
3. ROIC (return on invested capital) is calculated based on the following formula:
ROIC = net operating profit after tax / invested capital (working capital + non-current assets (average of beginning and ending balances))

3. Issues to be addressed

(1) Long-term management vision

The Asahi Intecc Group has established the management vision of “Providing worldwide solutions to worldwide problems through ‘Asahi Technology’-driven innovation: Capturing next-generation market needs in the medical and industrial fields by collaborating with professionals around the globe.” As a long-term goal, we aim to achieve further growth with consolidated net sales exceeding 100 billion yen.

(2) Medium-term management plan

The Asahi Intecc Group aims to improve the QOL of doctors and patients by ultimately pursuing minimally invasive treatments. Based on the current medium-term management plan “ASAHI Going Beyond 1000,” we work to develop our business portfolio in order to achieve further growth with consolidated net sales exceeding 100 billion yen, and have formulated the following four basic policies.

- 1) Strategic development of the global market and expansion of affected areas and treatment areas
- 2) Creating new businesses in global niche markets
- 3) Develop an R&D and production system optimized for global expansion
- 4) Establish management structure for sustainable growth

In the fiscal year ended June 30, 2024, we achieved the milestone of consolidated net sales of 100 billion yen as set in our medium-term management plan. Going forward, we will seek to increase our corporate value by steadily implementing our growth strategies based on this medium-term management plan.

At the Asahi Intecc Group, we use net sales, operating profit, and operating margin as key performance indicators for management. Under the medium-term management plan, we target an operating margin of roughly 20%, and as an additional measure indicating key management performance, we aim for an EBITDA (operating profit + depreciation and amortization) margin of around 30%.

As for financial indicators, we have defined ROE (return on equity) and ROIC (return on invested capital) as indicators to be monitored. As for ROE and ROIC (calculated using “working capital + non-current assets” as invested capital), we will seek to improve both ROE and ROIC, with a basic level of over 10%.

Basic policy 1) Strategic development of the global market and expansion of affected areas and treatment areas
<Strategic development of the global market>

The Asahi Intecc Group currently supplies its products to 118 countries and territories worldwide. The number of cases of intravascular diseases, for which the Asahi Intecc Group’s products are used, is expected to continue increasing across the world, especially in emerging countries. Given this outlook, we intend to reinforce our global revenue base by further enhancing sales and marketing functions in each region.

EU

Gradually shifting to direct sales
Securing high market shares via direct sales and through locally-minded distributors

In the EU market, we sell in-house brand products via direct sales and through multiple distributors with strong connections with medical institutions, and have secured high market shares mainly in cardiovascular products. Furthermore, we are gradually shifting to direct sales in certain regions of the EU market, having transitioned into direct

sales in France from July 2019, in Germany from January 2021, and in Italy from July 2021. We will seek to further expand our earnings by increasing our market shares going forward.

China

Post-pandemic, there is a trend of increasing number of cases
Aiming for an expansion in the rapidly growing Chinese market

In the Chinese market, we are conducting sales primarily of in-house brand products through local distributors, and have secured high market shares mainly in cardiovascular products. The number of cases is increasing significantly in both the cardiovascular field and the non-cardiovascular field, and strong growth and development are particularly expected in the global market. Although the environment surrounding our business such as bidding systems is changing, we will continue striving to further increase our earnings by offering new products, enhancing marketing and sales activities, and reinforcing the support system that maintains close relationships with local distributors, while paying attention to market conditions.

Japan

Actively launching new products albeit the impact of a drop in reimbursement prices
Commencing sales of robotics products

In the Japanese market, we engage in direct sales of in-house brand products to hospitals and other institutions, and have secured high market shares in both the cardiovascular field and the non-cardiovascular field. Furthermore, in the non-cardiovascular field, we engage in sales of other companies' products by leveraging our direct sales system and development of our own brand products in the gastrointestinal field. In addition, as a new business initiative, we have commenced sales of the surgery support robot "ANSUR" from the fiscal year under review. We will continue to strive to expand our earnings and business scope.

U.S.

Reinforcing sales by leveraging direct sales system
Enhancing the lineup of peripheral vascular products to increase earnings

In the U.S. market, we engage in direct sales of in-house brand products.

In addition to expanding the cardiovascular field, we are actively launching new products, positioning the peripheral vascular and neurovascular areas in the non-cardiovascular field as our priority market. Additionally, in order to further promote sales, we are further enhancing systems for our marketing and sales functions that enable us to identify market trends more quickly through close relationships with physicians who are our end clients, and aiming to expand our market share. With these strategies, we will seek to further increase our earnings.

Other regions

Continuously reinforcing sales structures mainly in emerging markets with growth potential

Mainly in emerging markets with growth potential in Asia, the Near and Middle East, Oceania and South America, we sell in-house brand products primarily through locally-minded distributors and have secured high market shares in cardiovascular products. We will seek to further increase our earnings in both the cardiovascular field and the non-cardiovascular field.

Net sales composition ratio of the Medical Division for the 48th Fiscal Year (Fiscal year ended June 30, 2024) (%)				
Japan	U.S.	EU	China	Other regions
15.4	22.0	23.1	25.1	14.4

<Expansion of affected areas and treatment areas>

(Number One product strategy)

As for PCI guide wires, our mainstay product category in the cardiovascular field, we will continue to enhance our comprehensive product line up in order to solidify our number one position across the field.

Penetration catheters are our next mainstay products that will supplement PCI guide wires. We will further enhance and expand our product lineup in the catheter field to further establish such mainstay products.

Furthermore, we will maintain our efforts to expand our products from the cardiovascular field to non-cardiovascular fields such as peripheral, neurovascular, abdominal, and gastrointestinal fields. In the non-cardiovascular field, we will horizontally apply the technology developed in the cardiovascular field and expand the new product lineup while enhancing our sales system mainly in overseas areas in an effort to acquire market share on a global scale.

(One-and-only product strategy)

PCI treatment of CTO, whose treatment is still difficult, is not perfect even in Japan, where the technique has advanced the most. Some cases are still treated with bypass surgeries, especially in overseas markets. In this context, the Asahi Intecc Group has contributed to the increase in the ratio of PCI treatments in the CTO field by developing and selling products required for minimally invasive treatments, including PCI guide wires and penetration catheters fit for CTO treatments, that have a strong advantage over those from other companies. As an R&D-focused company, we will continue contributing to the spread and development of minimally invasive treatments by developing products with new features using advanced technology, such as plasma guide wires (for cardiovascular and peripheral vascular) and stroke smart guide wires (for neurovascular).

Note: chronic total occlusion (CTO)

CTO is a lesion that has been completely obstructed for a long period of time. These lesions used to be treated through surgeries (bypass surgeries), but PCI treatments (catheterization) have now become the mainstream in Japan thanks to our success in the development of PCI guide wires that may be used for CTO.

Basic policy 2) Creating new businesses in global niche markets

The Asahi Intecc Group, which is an R&D-focused company, has unique and advanced material processing technologies centered around four core technologies (Wire Drawing Technology, Wire Forming Technology, Polymer Coating Technology, and Torque Technology). In addition to these technologies, we have developed an integrated production

system that covers everything from raw materials to final products, enabling us to develop and manufacture products that feature unique materials and functions. This is an unparalleled strength of the Asahi Intecc Group, which has a footing in the industrial device field in addition to the medical device field, and is a large factor in differentiating ourselves from competitors in the medical device field in terms of cost and technology.

In order to stay ahead of the global competition and to remain a company that continues to grow perpetually beyond consolidated net sales of 100 billion yen, we recognize that it is necessary to start working on measures that will become our future cornerstones. To this end, we have begun to enter new domains, such as the gastrointestinal, neurovascular, and robotics fields, by enhancing our advanced technological capabilities. In addition, when our development process calls for new technologies, we are utilizing methods such as technological alliances, M&As, and investments as a minority shareholder more actively than before, and we are promoting strategic alliances with major partners that would include introduction of new technologies from external parties.

By creating new businesses in global niche markets, we will strive to enhance our business portfolio and become a global company capable of sustained growth.

Basic policy 3) Develop R&D and production system optimized for global expansion

To globalize our R&D system, we have developed an R&D structure at ASAHI INTECC USA, INC., our consolidated subsidiary that serves as the base for direct sales in the U.S., capable of creating prototypes and directly reflecting the needs and feedback of physicians who are our end clients. In addition, we will invest more resources into improving our existing products, including the review of product specifications, by further expanding the R&D base of our consolidated subsidiary ASAHI INTECC THAILAND CO., LTD.

In Japan, we engage in product development in an environment that better resembles the actual clinical setting at the Global Headquarters and R&D Center (Seto-shi, Aichi), major R&D bases of the Asahi Intecc Group. Furthermore, we engage in the expansion of our facilities, including the expansion of the Osaka R&D Center to reinforce our core technology research, and the Tokyo R&D Center for R&D of next-generation medical equipment technology. In addition, we have expanded our headquarters by adding a new facility, the “ANNEX Building,” which will serve as a R&D base focused on new product development. We will continue enhancing our domestic R&D structure.

Furthermore, the Asahi Intecc Group specializes in R&D and prototyping in Japan while mass production is generally transferred to consolidated subsidiaries overseas, a system that enables integrated production from materials to finished product in overseas factories (ASAHI INTECC THAILAND CO., LTD. [Thailand Factory], ASAHI INTECC HANOI CO., LTD. [Hanoi Factory], and TOYOFLEX CEBU CORPORATION [Cebu Factory]). Within this, we are optimizing production bases across the entire Asahi Intecc Group for the sake of risk management and business continuity plan (BCP) by enabling all three factories to manufacture the same products so that in the event of one or more factories ceasing operation due to local factors or otherwise, another factory can cover the majority of that production. In addition to these intentions, we are currently expanding the Hanoi Factory to establish a system to further increase production. Going forward, we will continue laying the groundwork for our growth strategies by developing and expanding an R&D and production system optimized for global expansion.

Basic policy 4) Establish management structure for sustainable growth
Initiatives on key sustainability issues

We have built a structure for promoting sustainability initiatives and formulated basic policies on various key sustainability issues to strategically promote our initiatives.

We are now advancing our initiatives across the Asahi Intecc Group with a focus on the seven key issues we have identified.

We will disclose our views on sustainability and related efforts in the Integrated Report and on our website as appropriate.

(3) Asahi Intecc's sustainability

· *Raison d'Etre*

The Asahi Intecc Group's mission is to supply the world with one-and-only technologies and number one products as an R&D company in the fields of medical devices and industrial components so that, based on safety and reliability, we realize dreams and contribute to society as a whole.

In the medical devices field, we develop, manufacture, and sell minimally invasive treatment products that reduce pain by minimizing the size of wounds, which improves the quality of life (QOL) of patients and contributes to curbing medical costs by enabling them to leave the hospital earlier.

As an R&D company, we always manufacture products at a high level, and this has been made possible because of the numerous unique technologies that we have developed in the process of responding to the advanced needs of our customers. These advanced and unique technologies are backed by the material processing expertise that we have developed over many years of manufacturing ultra-fine stainless-steel wire rope for the industrial components field and our on-site responsiveness which has been a part of our DNA since the founding of Asahi Intecc.

As an R&D company, we will continue to contribute to the world's medical and industrial fields by honing our unique technological expertise.

· *Value creation process*

The main source of our competitiveness comes from the four strengths of (1) technological expertise based on our four core technologies, (2) integrated production system, (3) R&D Structure, and (4) production system optimized for global distribution, which are underpinned by our excellent human resources that pass on the ASAHI DNA.

The starting point of our value creation is our hands-on approach and our prototype responsiveness. We will 1) share an understanding of the people on the ground by diligently listening to the doctors and clients, 2) develop and manufacture high value-added functions by repeating a trial-and-error process to the point where we even reevaluate the material being used, and 3) deliver number one products with one-and-only technologies to the world.

Thus, trying continuously to solve on-site issues creates high-added value and leads to realizing customers' dreams.

Moreover, accumulating new technologies through a field-oriented approach and strengthening technology bases enable us to try to solve new issues. This series of events is what makes up Asahi Intecc's unique value creation process.

One of the products that was developed through this series of processes is the PCI guide wire used for CTO treatment.

Chronic total occlusion, or CTO, is a lesion that has been completely obstructed for a long period of time. Treatments for these types of lesions have traditionally been considered to have a high level of difficulty, which makes minimally invasive PCI treatments difficult, so treatment most commonly lies in the domain of surgery (bypass surgery). However, we started a joint development with doctors in response to a request from a Japanese doctor who was the world's authority on the subject, and in 1995, we were able to develop the world's first high-performance PCI guide wire used for

CTO treatments that accurately reflected the advanced techniques and precise sensations of a doctor. Since then, PCI treatment for CTO lesions has become mainstream in Japan, and this trend is now spreading throughout the world.

· *Key sustainability issues*

The demand for minimally invasive treatments that are less burdensome, both physically and economically, is increasing on a global scale due to population aging around the world, especially in developed countries, and economic growth in emerging countries, and mainly in emerging economies the number of catheterization cases are increasing. Under these circumstances, the Asahi Intecc Group aims to improve the quality of life (QOL) of patients all over the world through our business by solving issues on the ground while advancing our medical devices through our unique technologies. On the other hand, with a rise in the number of large-scale natural disasters and risk events such as pandemic, we will strengthen our risk management measures, starting with our business continuity plans (BCP)*, and we will also take measures to comply with environmental and human rights, etc., regulations in countries around the world, upon taking a bird's-eye view of our entire supply chain.

In view of the impact that these changes may have on the Asahi Intecc Group's business environment, we have examined key issues regarding sustainability. By addressing these key issues in terms of both growth strategy and the strengthening of the management base, we aim to realize sustainability of society and the Asahi Intecc Group.

Key Issue 1. On-Site Problem-Solving Through Innovation

Key Issue 2. Measures to Reduce Our Environmental Burden

Key Issue 3. Supply Chain Management

Key Issue 4. Supplying Safe and Secure Products

Key Issue 5. Strengthening Global Human Resources

Key Issue 6. Strengthening Risk Management

Key Issue 7. Strengthening Corporate Governance

As the importance of sustainability increases worldwide, the megatrends that may affect our business are constantly changing, and we will review Key Issues accordingly.

* BCP (Business continuity planning): A plan of a company to set out appropriate activities and methods and means for business continuity in emergency such as a natural disaster, a large fire or a terrorist attack, to minimize the damage to business assets and enable the continuation or early restoration of the core business.

4. State of capital investment and financing

(1) Capital investment

The total amount of capital investment conducted during the fiscal year under review was 12,570 million yen.

Capital investments included enhancement of production facilities at overseas production subsidiaries (Note 1) and enhancement of R&D facilities at R&D bases (Note 2) in and outside of Japan, which can be broken down to 6,065 million yen for the Medical Division, 5,600 million yen for the Device Division, and 904 million yen for the Headquarters (administrative divisions).

Note 1: ASAHI INTECC THAILAND CO., LTD. (Thailand Factory), ASAHI INTECC HANOI CO., LTD. (Hanoi Factory), and TOYOFLEX CEBU CORPORATION (Cebu Factory)

Note 2: Global Headquarters and R&D Center, Osaka R&D Center, Shizuoka R&D Center, Tohoku R&D Center, Tokyo R&D Center, ASAHI INTECC THAILAND CO., LTD. (Thailand Factory), and ASAHI INTECC USA, INC.

(2) Financing

During the fiscal year under review, there was no financing to be noted.

5. State of business transfers or successions, mergers or company splits, and acquisitions or disposals of shares

The Company carried out an absorption-type merger of Toyoflex Corporation, a wholly-owned subsidiary of the Company, on July 1, 2023.

6. Description of principal businesses

Business division	Description of business
Medical Division	The Division engages in development, manufacturing, and sales of minimally invasive treatment products (guide wires and catheters for treatments) mainly used for intravascular treatments.
Device Division	The Division engages in development and manufacturing of components in the medical device field and industrial device field (including ultra-fine stainless-steel wire ropes), and sales of those products to manufacturers worldwide.

7. State of significant subsidiaries

Company name [Location]	Capital stock	The Company's voting rights ratio (%)	Description of principal businesses
ASAHI INTECC THAILAND CO., LTD. [Pathum Thani, Thailand]	270,000 thousand THB	100.0	Development, manufacturing, and sales of components and other products for medical devices and industrial devices
ASAHI INTECC HANOI CO., LTD. [Hanoi, Vietnam]	39,000 thousand USD	100.0	Manufacturing of medical devices
TOYOFLEX CEBU CORPORATION [Cebu, The Philippines]	664,300 thousand PHP	100.0	Manufacturing of components and other products for medical devices and industrial devices
Filmecc Co., Ltd. [Moriyama-ku, Nagoya-shi, Aichi]	99 million yen	100.0	Development, manufacturing and sales of medical devices
ASAHI INTECC J-Sales CO., LTD. [Minato-ku, Tokyo]	200 million yen	100.0	Sales of medical devices
ASAHI INTECC USA, INC. [California, U.S.A.]	5 thousand USD	100.0	Development and sales of medical devices
ASAHI INTECC SCIENTIFIC (Beijing) Co., Ltd. [Beijing, China]	5,000 thousand CNY	100.0	Sales of medical devices
ASAHI INTECC EUROPE B.V. [Amsterdam, The Netherlands]	300 thousand EUR	100.0	Sales of medical devices

8. State of principal offices and factories, and employees

(1) State of offices and factories

Asahi Intecc Co., Ltd. and consolidated subsidiaries

1) Japan: Asahi Intecc Co., Ltd.

Nineteen locations including sales offices

Headquarters	Global Headquarters and R&D Center (Seto-shi, Aichi)
	Nagoya Satellite Office (Nakamura-ku, Nagoya-shi, Aichi)
R&D	Seven locations (including two consolidated subsidiaries)
Production	Three locations
Sales	Eleven locations (including two consolidated subsidiaries)
Key subsidiaries	ASAHI INTECC J-Sales CO., LTD.
	Filmecc Co., Ltd.

2) Europe: Five locations including sales offices

Sales	Five locations (including four consolidated subsidiaries)
Key subsidiaries	ASAHI INTECC EUROPE B.V. (The Netherlands)

3) China: Three locations including sales offices

Sales	Three locations (including one consolidated subsidiary)
Key subsidiaries	ASAHI INTECC SCIENTIFIC (Beijing) Co., Ltd. (China)

4) The U.S.: Seven locations including sales offices

R&D	Five locations (including five consolidated subsidiaries)
Sales	Five locations (including five consolidated subsidiaries)
Key subsidiaries	ASAHI INTECC USA, INC. (U.S.A.)

5) Other regions (e.g., Asia): Eleven locations including sales offices

R&D	One location (including one consolidated subsidiary)
Production	Three locations (including three consolidated subsidiaries)
Sales	Eight locations (including one consolidated subsidiary)
Regions where our locations are	Asia, the Near and Middle East, South America
Key subsidiaries	ASAHI INTECC THAILAND CO., LTD. (Thailand)
	ASAHI INTECC HANOI CO., LTD. (Vietnam)
	TOYOFLEX CEBU CORPORATION (The Philippines)

(Notes) 1. The same location may possess multiple functions.

2. Non-consolidated subsidiaries' locations are not included in the number of locations.

(2) State of employees

1) State of employees of the corporate group

Business division	Number of employees (persons)	
Medical Division	5,773	(87)
Device Division	3,062	(68)
Headquarters (Administrative divisions)	536	(6)
Total	9,371	(161)

(Notes) 1. Number of employees is the number of people in employment.

2. The figures in parentheses in the number of employees column are the annual average number of temporary employees, which are not included in the preceding figures.

2) State of employees of the Company

Gender	Number of employees (persons)	Increase (decrease) from the end of the previous fiscal year (persons)	Average age (years old)	Average years in employment (years)
Male	759	+34	37.4	7.9
Female	329	+38	35.9	5.8
Total	1,088	+72	36.9	7.2

(Notes) 1. Number of employees is the number of people in employment and does not include those seconded to subsidiaries and associates.

2. In addition to the above, 144 part-time workers (annual average based on 7 hours and 45 minutes per workday) are in employment at the Company.

9. Major lenders and borrowings

Outstanding borrowings as of the end of the fiscal year under review were 6,703 million yen. Major lenders and the corresponding outstanding borrowings were as follows:

Major lenders	Outstanding borrowings (Million yen)
Mizuho Bank, Ltd.	4,192
MUFG Bank, Ltd.	1,312
Sumitomo Mitsui Banking Corporation	1,000
Development Bank of Japan Inc.	93
The Aichi Bank, Ltd.	48
The Bank of Nagoya, Ltd.	48

2. Shares of the Company

(As of June 30, 2024)

1. **Total number of authorized shares** 800,000,000 shares
2. **Total number of issued shares** 271,633,600 shares (including 7,955 treasury shares)
3. **Number of shareholders** 19,539

4. Major shareholders (ten largest shareholders)

Name of shareholder	Number of shares held (shares)	Shareholding ratio (%)
The Master Trust Bank of Japan, Ltd. (trust account)	37,935,400	13.96
Bo-en Holdings Co., Ltd.	23,084,032	8.49
Custody Bank of Japan, Ltd. (trust account)	20,968,300	7.71
JP MORGAN CHASE BANK 385632	11,209,361	4.12
SSBTC CLIENT OMNIBUS ACCOUNT	8,413,197	3.09
THE CHASE MANHATTAN BANK, N. A. LONDON	8,022,929	2.95
HI-LEX Corporation	7,385,900	2.71
Y.K. ICSP	7,200,000	2.65
Masahiko Miyata	5,817,300	2.14
Kenji Miyata	5,269,900	1.94

(Note) Shareholding ratio is calculated after deducting treasury shares (7,955 shares).

Distribution of shares by type of shareholders (%)					
Foreign companies, etc.	Financial institutions	Other companies	Individuals	Financial instruments business operators	Treasury shares
37.82	28.20	20.32	10.56	3.10	0.00

3. Company Officers

1. Names and details of Directors

(As of June 30, 2024)

Position	Name	Responsibilities and significant concurrent positions
President & CEO	Masahiko Miyata	
Executive Vice President and COO	Kenji Miyata	General Manager of Device Business Division Chairman and Director of ASAHI INTECC HANOI CO., LTD.
Senior Managing Director	Tadakazu Kato	General Manager of Medical Business Division
Executive Director	Munechika Matsumoto	General Manager of Research Division
Director	Yoshinori Terai	General Manager of New Business Development Division President & CEO of ASAHI INTECC USA, INC.
Director and CFO	Mizuho Ito	General Manager of Administration Division General Manager of Corporate Strategic Office
Director	Makoto Nishiuchi	General Manager of Medical Brand Business Unit of Medical Business Division CDO (Chief Digital Officer)
Director	Kiyomichi Ito	
Director	Takahiro Kusakari	Director and Co-President of Japan Catalyst, Inc.
Director	Akihiro Taguchi	Adviser of HCL JAPAN LTD. Independent Director of SATORI ELECTRIC CO., LTD.
Director (Audit and Supervisory Committee Member)	Ryuji Tomida	Lawyer
Director (Audit and Supervisory Committee Member)	Yasunari Hanano	Certified Public Accountant Certified Tax Accountant
Director (Audit and Supervisory Committee Member)	Ryoko Fukaya	Certified Public Accountant Certified Tax Accountant

- (Notes)
- Executive Vice President and COO Kenji Miyata was appointed as General Manager of Production Division on July 1, 2024. Additionally, he is scheduled to assume the position of President & CEO on September 1 of the same year.
 - Senior Managing Director Tadakazu Kato was appointed as Deputy General Manager of Production Division on July 1, 2024, and is scheduled to assume the position of General Manager of Production Division on September 1 of the same year.
 - Director Makoto Nishiuchi was appointed as Deputy General Manager of Medical Business Division on July 1, 2024.
 - Directors Kiyomichi Ito, Takahiro Kusakari and Akihiro Taguchi are Outside Directors, and they are Independent Directors stipulated in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange.
 - Directors (Audit and Supervisory Committee Members) Ryuji Tomida, Yasunari Hanano and Ryoko Fukaya are Outside Directors (Audit and Supervisory Committee Members), and they are Independent Directors stipulated in the listing rules of the Tokyo Stock Exchange and Nagoya Stock Exchange.
 - Director (Audit and Supervisory Committee Member) Yasunari Hanano has considerable knowledge of finance and accounting as a certified public accountant and certified tax accountant.
 - Director (Audit and Supervisory Committee Member) Ryoko Fukaya has considerable knowledge of finance and accounting as a certified public accountant and certified tax accountant.
 - The Company has established an administration office of the Audit and Supervisory Committee, consisting of employees of the Internal Audit Office, to support the duties of the Audit and Supervisory Committee, which collects information on a daily basis, such as by attending important meetings and inspecting important documents, and conducts periodic hearings, etc. from operating divisions. In addition, the Audit and Supervisory Committee ensures the effectiveness of audits by combining organizational audits using the Internal Control Systems and audit activities conducted by the Committee itself as needed. Accordingly, the Company does not appoint a Full-Time Audit and Supervisory Committee Member.

2. Outline of liability limitation agreements

The Company and its Directors (excluding executive Directors) have entered into liability limitation agreements to limit the liabilities for damages stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum amount of liabilities specified in Article 425, Paragraph 1 of the said Act, pursuant to the provisions of Article 427, Paragraph 1 of the said Act.

3. Outline of the directors and officers liability insurance agreement

(1) Scope of the insured

Directors and important employees of the Company and officers of its subsidiaries are specified as the insured.

(2) Outline of the insurance policy

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 a corporate officer. All insurance premiums are paid by the Company. The policy excludes certain cases from its coverage, including criminal acts such as bribery, as well as damages incurred by officers who intentionally performed unlawful acts, so that the properness of the execution of duties by Directors and officers is not hindered.

4. Remuneration of Directors

(1) Details of the policy for determining the amounts of remuneration of officers or the method of calculating the amounts, and the method of determining the said policy

The total amount of remuneration of Directors was determined at the 40th Annual General Meeting of Shareholders held on September 28, 2016 to be no more than 1,000 million yen per year for Directors (excluding Directors who are Audit and Supervisory Committee Members), including 100 million yen per year for Outside Directors, and no more than 40 million yen per year for Directors who are Audit and Supervisory Committee Members. Remuneration of each Director is determined pursuant to the following policy within the limits of this total amount. The number of Directors (excluding Directors who are Audit and Supervisory Committee Members) elected at the 40th Annual General Meeting of Shareholders was nine (including two Outside Directors), and the number of Directors who are Audit and Supervisory Committee Members was three. The Board of Directors of the Company has passed a resolution on the following policy. The Board of Directors of the Company has confirmed that the method of determining the contents of individual remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members) pertaining to the fiscal year under review, as well as the contents of the determined remuneration, are in line with the following policy.

1) Policy for determining the overall remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members)

The Board of Directors determines the total amount of each type of remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members) within the limits of total amount of remuneration determined by a resolution of the General Meeting of Shareholders, upon receiving reports from the Nomination and Compensation Advisory Committee. The Nomination and Compensation Advisory Committee consists of three or more members who are Directors selected by a resolution of the Board of Directors. A majority of the members are selected from among Independent Outside Directors, and at least one of those Independent Outside

Directors must be a Director who is an Audit and Supervisory Committee Member. The types of remuneration are base remuneration, performance-linked remuneration (Director bonuses commensurate with short-term results), and remuneration for share purchase (linked to improvements in long-term performance).

- 2) Policy on determining the amounts of base remuneration and remuneration for share purchase (linked to improvements in long-term performance), which are components of remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members)

Amounts to be paid as the base remuneration component and the remuneration for share purchase component (linked to improvements in long-term performance) are determined in consideration of each Director's position, duties, and tenure, as well as the state of the Asahi Intecc Group.

- 3) Policy on determining the amount of performance-linked remuneration (Director bonuses commensurate with short-term results), which is a component of remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members)

The performance-linked remuneration component (Director bonuses commensurate with short-term results) is paid in consideration of each Director's position, duties, and tenure, only when the consolidated performance of the Company is expected to exceed the sales and profit plan disclosed to the public by a considerable margin, using a portion of the excess as the source of remuneration.

- 4) Policy on determining the timing of remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members)

The base remuneration component and the remuneration for share purchase component (linked to improvements in long-term performance) are paid monthly. If the performance-linked remuneration component (Director bonuses commensurate with short-term results) is to be paid, the payment is made once a year within three months from the end of a fiscal year.

- 5) Policy on determining the ratio of base remuneration, remuneration for share purchase (linked to improvements in long-term performance), and performance-linked remuneration (Director bonuses commensurate with short-term results), which are components of remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members), in individual remuneration of Directors

The ratio of remuneration is determined by the Board of Directors (President & CEO who has been delegated the authority as per 6) below) upon receiving reports from the Nomination and Compensation Advisory Committee.

- 6) Policy on determining the contents of individual remuneration of Directors (excluding Directors who are Audit and Supervisory Committee Members)

President & CEO Masahiko Miyata, who has been delegated the authority by the Board of Directors, determines the amounts of the base remuneration component, the remuneration for share purchase component (linked to improvements in long-term performance), and the performance-linked remuneration component (Director bonuses commensurate with short-term results) paid to each individual, in compliance with the basic policy passed by a resolution of the Board of Directors upon receiving reports from the Nomination and Compensation Advisory Committee. The reason for the delegation to the President & CEO is because the President & CEO, who is in a position to oversee the business execution of the entire Company and maintain a complete picture of the Company's performance, is best suited to evaluate each Director.

7) Remuneration of Directors who are Audit and Supervisory Committee Members

Remuneration of Directors who are Audit and Supervisory Committee Members is determined by discussion among Directors who are Audit and Supervisory Committee Members, within the limits of total amount of remuneration determined by a resolution of the General Meeting of Shareholders.

(2) Amounts of remuneration of Directors

Category	Number of eligible Directors (persons)	Total amount of remuneration (Million yen)		
		Total amount of base remuneration component	Total amount of remuneration for share purchase component	Total amount of performance-linked remuneration component
Directors (excluding Audit and Supervisory Committee Members)	10	683	398	246
(of which, Outside Directors)	(3)	(24)	(17)	(6)
Directors (Audit and Supervisory Committee Members)	3	24	22	-
(of which, Outside Directors)	(3)	(24)	(22)	(-)
Total	13	707	421	246

- (Notes) 1. The remuneration for share purchase component is remuneration linked to improvements in long-term performance.
 2. The performance-linked remuneration component is Director bonuses commensurate with short-term results.
 3. Please refer to page 26 of this notice of convocation for details on the performance indicators related to the performance-linked remuneration component, including net sales and profit results.

5. Outside Directors

- (1) Relationships between the Company and companies at which Outside Directors hold significant concurrent positions

Not applicable.

(2) Main activities during the fiscal year under review

Category	Name	State of activities
Director	Kiyomichi Ito	He attended 13 out of 13 meetings of the Board of Directors held during the fiscal year under review, and made remarks that contribute to the enhancement of corporate governance from a professional standpoint based on his past experience in corporate management and extensive knowledge as a professor of business management. In addition, he served as a member of the Nomination and Compensation Advisory Committee, established for the purpose of ensuring fairness and objectivity in nomination and remuneration of Directors, until September 28, 2023.
Director	Takahiro Kusakari	He attended 13 out of 13 meetings of the Board of Directors held during the fiscal year under review, and made remarks that contribute to the enhancement of the Company's corporate value based on his past experience as Fund Manager and Chief Investment Officer of an investment trust management firm. In addition, he has served as a member of the Nomination and Compensation Advisory Committee, established for the purpose of ensuring fairness and objectivity in nomination and remuneration of Directors, since September 28, 2023.
Director	Akihiro Taguchi	After assuming office as Director, he attended 9 out of 10 meetings of the Board of Directors held during the fiscal year under review, and made remarks that contribute to the enhancement of the Company's corporate value based on his ample experience in the medical industry.
Director (Audit and Supervisory Committee Member)	Ryuji Tomida	He attended 13 out of 13 meetings of the Board of Directors and 20 out of 20 meetings of the Audit and Supervisory Committee held during the fiscal year under review, and made remarks on legal affairs and risk management primarily from a professional standpoint as a lawyer. In addition, he serves as a member of the Nomination and Compensation Advisory Committee, established for the purpose of ensuring fairness and objectivity in nomination and remuneration of Directors.
Director (Audit and Supervisory Committee Member)	Yasunari Hanano	He attended 13 out of 13 meetings of the Board of Directors and 20 out of 20 meetings of the Audit and Supervisory Committee held during the fiscal year under review, and made remarks that contribute to the enhancement of corporate governance primarily from a professional standpoint in relation to finance and accounting as a certified public accountant. In addition, he served as a member of the Nomination and Compensation Advisory Committee, established for the purpose of ensuring fairness and objectivity in nomination and remuneration of Directors, until September 28, 2023.
Director (Audit and Supervisory Committee Member)	Ryoko Fukaya	She attended 13 out of 13 meetings of the Board of Directors and 19 out of 20 meetings of the Audit and Supervisory Committee held during the fiscal year under review, and made remarks on corporate finance and corporate governance primarily from a professional standpoint, by leveraging various working experiences as a certified public accountant. In addition, she has served as a member of the Nomination and Compensation Advisory Committee, established for the purpose of ensuring fairness and objectivity in nomination and remuneration of Directors, since September 28, 2023.

(Note) 1. Director Akihiro Taguchi was appointed as Director at the 47th Annual General Meeting of Shareholders held on September 28, 2023.

4. Accounting Auditor

1. Name of the Accounting Auditor

Deloitte Touche Tohmatsu LLC

2. Amount of remuneration of the Accounting Auditor

1) Amount of remuneration for services stipulated in Article 2, Paragraph 1 of the Certified Public Accountants Act	54 million yen
2) Total amount of monetary and other economic benefits paid by the Company and subsidiaries of the Company	54 million yen

- (Notes) 1. The Company does not clearly separate the amount of remuneration for audits by the Accounting Auditor under the Companies Act from the amount of remuneration for audits by the Accounting Auditor under the Financial Instruments and Exchange Act, and the two cannot be practically separated. Therefore, the amount of remuneration in the above table is the total amount of the two types of remuneration.
2. The Audit and Supervisory Committee of the Company, after receiving explanation on the audit plan (audit policy, audit items, estimated time for audit, etc.) from the Accounting Auditor, examined its details and the amount of estimated remuneration by comparing them with the plan, results, total amount of remuneration, remuneration per hour, etc. for the previous fiscal year and checking with the accounting and other relevant departments for information and opinions, in light of the evaluation of results for the previous fiscal year. As a result of the examination, the Audit and Supervisory Committee has determined that the amount of remuneration is appropriate, and given a consent stipulated in Article 399, Paragraph 1 of the Companies Act.
3. Some of the consolidated subsidiaries of the Company are audited by certified public accountants or audit firms other than the Company's Accounting Auditor.
4. In addition to the above-mentioned remuneration for the fiscal year under review, the Company paid 2 million yen as additional remuneration for the previous fiscal year.

3. Details of non-audit services

Not applicable.

4. Policy on determining the dismissal or non-reappointment of the Accounting Auditor

If the Accounting Auditor is deemed to fall under any of the items stipulated in Article 340, Paragraph 1 of the Companies Act, the Audit and Supervisory Committee of the Company will dismiss the Accounting Auditor upon unanimous consent of all Audit and Supervisory Committee Members. In this case, an Audit and Supervisory Committee Member selected by the Audit and Supervisory Committee will report on the dismissal of the Accounting Auditor and reasons for the dismissal at the first General Meeting of Shareholders convened after the dismissal.

Moreover, if the Audit and Supervisory Committee deems it necessary for reasons such as the Accounting Auditor having difficulties in executing their duties, the Audit and Supervisory Committee will decide on the contents of a proposal on dismissal or non-reappointment of the Accounting Auditor to be submitted to the General Meeting of Shareholders.

Consolidated Balance Sheet

(As of June 30, 2024)

(Million yen)

Account	Amount	Account	Amount
Assets		Liabilities	
Current assets	94,696	Current liabilities	29,494
Cash and deposits	35,658	Notes and accounts payable - trade	2,289
Notes and accounts receivable - trade	17,676	Electronically recorded obligations – operating	625
Electronically recorded monetary claims – operating	1,913	Short-term borrowings	5,615
Securities	3,000	Accounts payable-other	4,038
Merchandise and finished goods	9,282	Income taxes payable	2,683
Work in process	12,298	Provision for bonuses	2,700
Raw materials and supplies	7,763	Other current liabilities	11,542
Other current assets	7,609	Non-current liabilities	10,157
Allowance for doubtful accounts	(505)	Long-term borrowings	1,087
Non-current assets	96,917	Deferred tax liabilities	4,643
Property, plant and equipment	60,129	Provision for retirement benefits for directors (and other officers)	19
Buildings and structures	31,585	Retirement benefit liability	2,851
Machinery, equipment and vehicles	10,555	Asset retirement obligations	17
Land	7,257	Other non-current liabilities	1,539
Construction in progress	4,207	Total liabilities	39,652
Other property, plant and equipment	6,523	Net assets	
Intangible assets	16,959	Shareholders' equity	131,375
Goodwill	6,910	Share capital	18,860
Other intangible assets	10,048	Capital surplus	21,779
Investments and other assets	19,828	Retained earnings	90,742
Investment securities	15,185	Treasury shares	(7)
Shares of subsidiaries and associates	220	Accumulated other comprehensive income	19,841
Deferred tax assets	989	Valuation difference on available-for-sale securities	2,689
Other investments and other assets	3,538	Foreign currency translation adjustment	17,142
Allowance for doubtful accounts	(105)	Remeasurements of defined benefit plans	9
		Non-controlling interests	744
		Total net assets	151,961
Total assets	191,614	Total liabilities and net assets	191,614

Consolidated Statement of Income

(From July 1, 2023
to June 30, 2024)

(Million yen)

Account	Amount	
Net sales		107,547
Cost of sales		38,494
Gross profit		69,053
Selling, general and administrative expenses		46,917
Operating profit		22,135
Non-operating income		
Interest and dividend income	193	
Subsidy income	79	
Other non-operating income	242	515
Non-operating expenses		
Interest expenses	226	
Foreign exchange losses	379	
Other non-operating expense	77	683
Ordinary profit		21,968
Extraordinary income		
Gain on sale of investment securities	21	21
Extraordinary losses		
Loss on valuation of investment securities	99	
Provision of allowance for doubtful accounts	100	
Other extraordinary losses	0	199
Profit before income taxes		21,789
Income taxes – current	5,630	
Income taxes – deferred	263	5,893
Profit		15,895
Profit attributable to non-controlling interests		87
Profit attributable to owners of parent		15,808

Non-consolidated Balance Sheet

(As of June 30, 2024)

(Million yen)

Account	Amount	Account	Amount
Assets		Liabilities	
Current assets	60,578	Current liabilities	38,670
Cash and deposits	16,741	Notes payable – trade	8
Notes receivable – trade	38	Electronically recorded obligations – operating	625
Securities	3,000	Accounts payable – trade	7,663
Electronically recorded monetary claims – operating	211	Short-term borrowings	1,000
Accounts receivable – trade	19,354	Current portion of long-term borrowings	4,607
Merchandise and finished goods	3,289	Accounts payable-other	5,632
Work in process	251	Accrued expenses	435
Raw materials and supplies	683	Income taxes payable	1,792
Prepaid expenses	343	Advances received	383
Short-term loans receivable from subsidiaries and associates	11,910	Deposits received	15,098
Other current assets	4,992	Provision for bonuses	1,386
Allowance for doubtful accounts	(237)	Other current liabilities	36
Non-current assets	78,511	Non-current liabilities	2,582
Property, plant and equipment	26,905	Long-term borrowings	1,087
Buildings	16,084	Provision for retirement benefits	1,475
Structures	502	Provision for retirement benefits for directors (and other officers)	19
Machinery and equipment	2,435	Total liabilities	41,252
Vehicles	0	Net assets	
Tools, furniture and fixtures	1,691	Shareholders' equity	95,156
Land	4,931	Share capital	18,860
Construction in progress	1,259	Capital surplus	21,661
Intangible assets	2,226	Legal capital surplus	18,753
Patent right	484	Other capital surplus	2,907
Software	1,668	Retained earnings	54,641
Other intangible assets	72	Legal retained earnings	39
Investments and other assets	49,379	Other retained earnings	54,601
Investment securities	15,185	(Reserve for tax purpose reduction entry)	[144]
Shares of subsidiaries and associates	12,737	(General reserve)	[75]
Investments in capital of subsidiaries and associates	10,465	(Retained earnings brought forward)	[54,382]
Long-term loans receivable from subsidiaries and associates	7,621	Treasury shares	(7)
Deferred tax assets	578	Valuation and translation adjustments	2,681
Other investments and other assets	2,885	Valuation difference on available-for-sale securities	2,681
Allowance for doubtful accounts	(94)	Total net assets	97,838
Total assets	139,090	Total liabilities and net assets	139,090

Non-consolidated Statement of Income

(From July 1, 2023
to June 30, 2024)

(Million yen)

Account	Amount	
Net sales		73,810
Cost of sales		35,485
Gross profit		38,324
Selling, general and administrative expenses		24,483
Operating profit		13,841
Non-operating income		
Interest and dividend income	278	
Foreign exchange gains	345	
Other non-operating income	176	800
Non-operating expenses		
Interest expenses	649	
Other non-operating expense	69	719
Ordinary profit		13,922
Extraordinary income		
Gain on sale of investment securities	21	21
Extraordinary losses		
Loss on valuation of investment securities	99	
Provision of allowance for doubtful accounts	100	
Other extraordinary losses	0	199
Profit before income taxes		13,744
Income taxes – current	3,196	
Income taxes – deferred	(347)	2,849
Profit		10,895