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Securities code: 3183

June 7, 2024

(Electronic measures provision commencement date: June 3, 2024)

**To Shareholders with Voting Rights:**

Hideumi Akizawa  
Chief Executive Officer

WIN-Partners Co., Ltd.

Main office location: 2-2-1 Kyobashi, Chuo-ku, Tokyo

**NOTICE OF  
THE 11TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 11th Annual General Meeting of Shareholders of WIN-Partners Co., Ltd. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format, and matters to be provided in electronic format (“Electronic Provision Measures Matters”) are posted on the following website on the Internet.

The Company’s website: <https://www.win-partners.co.jp/en/ir/shareholdersmeeting/>

In addition to the above, the information is posted on the following website.

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

Please access the above-stated website, enter the Company’s name (“WIN-Partners”) or the securities code (“3183” in half-width characters) to search, and select “Basic information,” “Documents for public inspection/PR information,” and then “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting” in this order to confirm the information.

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

- 1. Date and Time:** Thursday, June 27, 2024 at 10 a.m. Japan time (Registration starts at 9:30 a.m.)
- 2. Venue:** “Hall 22D” TKP Garden City PREMIUM Kyobashi  
22nd Floor, KYOBASHI EDOGRAND Bldg., 2-2-1 Kyobashi, Chuo-ku, Tokyo

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 11th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 11th Fiscal Year (April 1, 2023 - March 31, 2024)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

- © If you attend the meeting in person, please submit your Voting Right Exercise Form enclosed herewith at the reception desk upon your arrival to the venue. Any revisions to the Electronic Provision Measures Matters will be posted on each website where these matters are posted.
- © The physical document sent to shareholders does not contain the following items pursuant to laws and ordinances, and Article 14 of the Articles of Incorporation of the Company.
  - 1) Notes to Consolidated Financial Statements
  - 2) Notes to Non-consolidated Financial Statements

**Proposal 1: Appropriation of Surplus**

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

In accordance with these policies, the Company proposes the following for the year-end dividends for its 11th Fiscal Year:

Type of assets to be distributed as dividends  
Cash

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

¥50 per common share of the Company

Total amount of dividends: ¥ 1,428,111,800

Effective date of distribution of surplus


June 28, 2024


**Proposal 2:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

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

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
1	 Hideumi Akizawa (December 10, 1960)  [Reappointment]	April 1983      Joined Nishimoto Trading Co. (currently CANON MEDTECH SUPPLY CORPORATION) September 1992      Joined Takumi-Concern Co., Ltd. (currently WIN INTERNATIONAL CO., LTD.) General Manager, Sales Dept., Takumi-Concern Co., Ltd. October 1992      Representative Director, Takumi-Concern Co., Ltd. May 1994              Representative Director and President, WIN INTERNATIONAL CO., LTD. (present) April 2013            Chief Executive Officer, the Company (present) June 2022            Director, TESCO CO., LTD. (present) [Board of Directors meetings attended during 11th FY] 13/13	901,300
[Reasons for proposal as a candidate for Director] Mr. Hideumi Akizawa undertakes responsibilities in management of the Company as Chief Executive Officer. He has a wealth of insight and experience in all aspects of management practice. The Company proposes Mr. Akizawa as a candidate for Director as it believes that he is well qualified for playing a role in strengthening the Company's corporate governance and achieving the ongoing enhancement of corporate value.			


No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
2	 Hiromi Mitagami (April 18, 1960)  [Reappointment]	April 1981      Joined NIHON MEDIX CO., LTD. February 1987      Joined Takumi-Concern Co., Ltd. (currently WIN INTERNATIONAL CO., LTD.) April 2000      General Manager, Medical Device Sales Dept., WIN INTERNATIONAL CO., LTD. June 2000      Director, WIN INTERNATIONAL CO., LTD. October 2006      Director, General Manager, Sales Division, WIN INTERNATIONAL CO., LTD. October 2007      Director, Executive Officer; General Manager, Sales Division, and General Manager, New Business Dept., WIN INTERNATIONAL CO., LTD. August 2009      Director, Executive Officer; General Manager, Sales Division, and General Manager, Second Sales Dept., WIN INTERNATIONAL CO., LTD. April 2013      Director, Executive Officer, and General Manager, Sales Management Dept., the Company (present) April 2016      Director, Executive Officer, and General Manager, Sales Division, WIN INTERNATIONAL CO., LTD. July 2022      Director, Executive Officer, WIN INTERNATIONAL CO., LTD. (present)	318,000
		[Board of Directors meetings attended during 11th FY] 13/13	
[Reasons for proposal as a candidate for Director] Mr. Hiromi Mitagami undertakes responsibilities in management of the Company as Director. He has abundant knowledge of operations of the sales sector based on his broad experience in the field. The Company proposes Mr. Mitagami as a candidate for Director as it believes that he is well qualified for taking part in expanding the Company's operations and achieving the ongoing enhancement of corporate value.			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
3	 <p>Yuji Akita (August 23, 1967)  [Reappointment]</p>	<p>April 1990      Joined OBIC Co., Ltd.  March 1995      Joined Arrow Japan Ltd. (currently Teleflex  Medical Japan, Ltd.)  April 1997      Joined TESCO CO., LTD.  April 2005      Managing Director, TESCO CO., LTD.  June 2006      Senior Managing Director, TESCO CO., LTD.  August 2011    Representative Director and President, TESCO  CO., LTD. (present)  April 2013      Director, Executive Officer, and General Manager,  Sales Management Dept., the Company  June 2015      Director and Executive Officer, the Company  (present)  December 2018   President &amp; CEO, Medical Collective Intelligence  Co., Ltd. (present)  July 2022      Representative Director and President, TOSAY  Medical. Co., Ltd. (present)</p> <hr/> <p>[Board of Directors meetings attended during 11th FY]  13/13</p>	1,715,690
<p>[Reasons for proposal as a candidate for Director]  Mr. Yuji Akita undertakes responsibilities in management of the Company as Director. He has abundant knowledge of operations of the sales sector based on his broad experience in the field. The Company proposes Mr. Akita as a candidate for Director as it believes that he is well qualified for taking part in expanding the Company's operations in the Tohoku region and achieving the ongoing enhancement of corporate value.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
4	 <p>Keiji Matsumoto (October 14, 1959)  [Reappointment]</p>	<p>March 1981      Joined Nishimoto Trading Co. (currently CANON MEDTECH SUPPLY CORPORATION)</p> <p>April 2009      Representative Director and President, ELK Corporation (currently CANON MEDTECH SUPPLY CORPORATION)</p> <p>November 2012   Representative Director and President, Canon Lifecare Solutions Inc. (currently CANON MEDTECH SUPPLY CORPORATION)</p> <p>March 2015      Director and Councilor, Canon Lifecare Solutions Inc.</p> <p>November 2015   Joined WIN INTERNATIONAL CO., LTD.</p> <p>November 2015   Assignment to the Company; Corporate Advisor, the Company</p> <p>April 2016      Deputy General Manager, General Affairs Dept., the Company</p> <p>June 2016      Director, Executive Officer; General Manager, General Affairs Dept.; General Manager, Finance and Accounting Dept., and General Manager, Business Implementation Dept., WIN INTERNATIONAL CO., LTD. (present)</p> <p>June 2016      Director, Executive Officer, and Deputy General Manager, General Affairs Dept., the Company</p> <p>April 2019      Director, Executive Officer, and General Manager, Administrative Division, the Company</p> <p>March 2020      Director, Executive Officer; General Manager, Administrative Division, and General Manager, General Affairs Dept., the Company</p> <p>October 2020   Director, Executive Officer; General Manager, Administrative Division; General Manager, General Affairs Dept., and General Manager, System Development Office, the Company (present)</p> <p>June 2022      Director, TESCO CO., LTD. (present)</p> <p>[Board of Directors meetings attended during 11th FY] 13/13</p>	9.594
<p>[Reasons for proposal as a candidate for Director] Mr. Keiji Matsumoto undertakes responsibilities in management of the Company as Director. He has abundant knowledge of operations of the administrative sector based on his broad experience in the field. The Company proposes Mr. Matsumoto as a candidate for Director as it believes that he is well qualified for taking part in facilitating the Company's administrative procedures and achieving the ongoing enhancement of corporate value.</p>			



No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
5	 <p data-bbox="193 701 448 779">Kenjiro Ide (December 17, 1966)</p> <p data-bbox="193 813 448 925">[Reappointment] [Outside] [Independent]</p>	<p data-bbox="469 275 1267 342">April 1998 Lecturer, Department of Economics, Wako University</p> <p data-bbox="469 342 1267 409">April 2006 Lecturer, Graduate School of Medical and Dental Sciences, Tokyo Medical and Dental University</p> <p data-bbox="469 409 1267 499">April 2014 Chairman, General Accounting Public Procurement Committee, Ministry of Health, Labour and Welfare (present)</p> <p data-bbox="469 499 1267 566">October 2017 Department Chair, Department of Economics and business, Wako University</p> <p data-bbox="469 566 1267 600">July 2018 President, Wako University</p> <p data-bbox="469 600 1267 633">May 2019 Corporate Advisor, the Company</p> <p data-bbox="469 633 1267 723">April 2020 Professor, Department of Accounting and Finance, Faculty of Global Business, Showa Women's University</p> <p data-bbox="469 723 1267 757">June 2020 Outside Director, the Company (present)</p> <p data-bbox="469 757 1267 913">April 2023 Professor for Medical and Healthcare Management, Graduate School of Social Sciences, Department of Professional Business (Master of Business Administration), University of Hyogo (present)</p> <p data-bbox="469 913 1267 981">May 2024 Councilor, University of Occupational and Environmental Health, Japan (present)</p> <p data-bbox="469 981 1267 1048">[Board of Directors meetings attended during 11th FY] 13/13</p>	-
<p data-bbox="193 1059 1465 1245">[Reasons for proposal as a candidate for Outside Director and summary of expected roles] Mr. Kenjiro Ide has never been involved in corporate management; however, he has considerable knowledge and experience in management and accounting acquired through his career as a university professor, in addition to having abundant knowledge regarding health care services. The Company proposes Mr. Ide as a candidate for Outside Director as it believes that he is well qualified for taking part in strengthening the Company's management oversight functions and achieving the ongoing enhancement of corporate value.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities at the Company (important positions concurrently held outside the Company)	Number of shares held in the Company
6	 Etsuko Takamura (August 16, 1954)  [Reappointment] [Outside] [Independent]	May 1979 Residency, Department of Ophthalmology, Tokyo Women's Medical University, School of Medicine June 1998 Assistant professor (currently Associate professor), Department of Ophthalmology, Tokyo Women's Medical University, School of Medicine November 2010 Clinical professor, Department of Ophthalmology, Tokyo Women's Medical University, School of Medicine April 2014 Auditor, Japanese Ocular Allergy Society) April 2018 Professor, Department of Ophthalmology, Tokyo Women's Medical University, School of Medicine April 2020 Part-time engagement, Department of Ophthalmology, Tokyo Women's Medical University, School of Medicine (present) June 2020 Distinguished Member, Japanese Society of Allergology (present) September 2021 Advisor, Japanese Society for Sjogren's Syndrome (present) June 2023 Outside Director, the Company (present) January 2024 Councilor, Japanese Ocular Allergy Society (present)  [Board of Directors meetings attended during 11th FY] 10/10	-
[Reasons for proposal as a candidate for Outside Director and summary of expected roles] Ms. Etsuko Takamura has never been involved in corporate management; however, she has knowledge and experience acquired through her career as a university professor, in addition to having abundant knowledge regarding health care. The Company proposes Ms. Takamura as a candidate for Outside Director as it believes that she is well qualified for taking part in strengthening the Company's management oversight functions and achieving the ongoing enhancement of corporate value.			

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

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

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

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

[Reference] Director Skills Matrix (In the event where proposals are approved as originally proposed)

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

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