

To our shareholders

Securities Code 4483
June 5, 2024

2-5-5 Shiba Daimon, Minato-ku, Tokyo

President and CEO
JMDC Inc.
Ryo Noguchi

Notice of the 11th Annual General Meeting of Shareholders

We would like to take this opportunity to express our sincere gratitude for your continued support.

We are pleased to inform you that the 11th Annual General Meeting of Shareholders of JMDC Inc. (the "Company") will be held as follows.

When convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of the information contained in the reference documents for the General Meeting of Shareholders, etc. (matters regarding measures for electronic provision), and has posted the information on the Company's website on the Internet. Please access the following website to view the information.

◎ Company website: <https://www.jmdc.co.jp/>



(Please access the above website and select "IR News," "Stock-related Information" and "General Meeting of Shareholders" from the menu.)

In addition, matters regarding measures for electronic provision are posted on the website of the Tokyo Stock Exchange (TSE) in addition to the Company's website. Please access the website below:

◎ Tokyo Stock Exchange Website (Listed Company Search)
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



(Please access the TSE website above, enter "JMDC" in "Issue name (company name)" or the Company's Securities Code "4483" in "Code" to search, select "Basic Information" and then "Documents for public inspection/PR information," and read the "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" section in the "Documents for public inspection.")

In lieu of attending the meeting in person, you may exercise your voting rights in writing. Please review the reference documents for the General Meeting of Shareholders, and return the form to us so that it reaches us by no later than 6:00 p.m. on Monday, June 24, 2024 (JST).

Sincerely

1. Date and Time Tuesday, June 25, 2024, 10:00 a.m. (JST)
2. Venue 2-3-1 Hamamatsucho, Minato-ku, Tokyo
Hamamatsucho Convention Hall, Nippon Life Hamamatsucho Crea Tower 5F
3. Agenda
 - Matters to be Reported
 1. Business report and report on the Consolidated Financial Statements for the 11th Fiscal Year (from April 1, 2023 to March 31, 2024), and report on the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Report on the Non-Consolidated Financial Statements for the 11th Fiscal Year (April 1, 2023 to March 31, 2024)
 - Matters to be Resolved
 - Proposal 1 Partial Change to the Articles of Incorporation
 - Proposal 2 Election of Five (5) Directors (excluding Directors who are Audit & Supervisory Board Members)
 - Proposal 3 Election of One (1) Director who is an Audit & Supervisory Board Member

No souvenirs will be provided for shareholders attending the General Meeting of Shareholders. We appreciate your understanding.

Matters Determined for Convocation (Guide to Exercising Voting Rights)

- (1) If there is no indication of approval or disapproval for the proposal on the voting rights exercise form when voting rights are exercised in writing (by postal mail), it will be treated as an indication of approval.
 - (2) You may exercise your voting rights by proxy only in the case where the proxy who is another shareholder with voting rights attends the General Meeting of Shareholders. However, please note that the proxy will be required to present written proof of his/her right of proxy.
- ⊙ If you attend the meeting in person, please submit the voting rights exercise form to the receptionist at the meeting.
 - ⊙ Should the matters regarding measures for electronic provision require revisions, the information before the revision and the information after the revision will be posted on the Company's website on the Internet and the TSE website.
 - ⊙ In accordance with laws and regulations and the provisions of our Articles of Incorporation, the following matters regarding measures for electronic provision are not provided on the documents delivered to the shareholders requesting for delivery of documents. The Audit & Supervisory Board and our Accounting Auditor have performed the audit on the documents to be audited, including the following items:
 - 1) "Consolidated statement of changes in equity" and "Tables of explanatory notes on consolidated financial statements" included in the report on the Consolidated Financial Statements, and
 - 2) "Statement of changes in shareholders' equity" and "Tables of explanatory notes on unconsolidated financial statements" included in the report on the financial statements.

Reference Documents for the General Meeting of Shareholders

Proposal 1 Partial Change to the Articles of Incorporation

1. Reason of the change

In order to enable the Board of Directors to operate flexibly and improve the objectivity and transparency of its decision-making, the Company proposes to make necessary changes so that Directors other than President may perform the duties of Chairman of the Board of Directors.

2. Details of the changes

The details of the changes are as follows.

(The underlined portions are the proposed changes.)

| Current provisions of the Articles of Incorporation | Proposed change |
|--|---|
| <p>Article 21. Persons authorized to convene the Board of Directors and Chairman</p> <p>1. Unless otherwise stipulated in laws and regulations, the <u>President</u> shall convene the Board of Directors and act as Chairman.</p> <p>2. If the <u>President</u> is unable to attend to their duties, another Director selected in accordance with the order predetermined by the Board of Directors shall convene the Board of Directors and act as Chairman.</p> | <p>Article 21. Persons authorized to convene the Board of Directors and Chairman</p> <p>1. Unless otherwise stipulated in laws and regulations, the <u>Director predesignated by the Board of Directors</u> shall convene the Board of Directors and act as Chairman.</p> <p>2. If the <u>said Director</u> is unable to attend to their duties, another Director selected in accordance with the order predetermined by the Board of Directors shall convene the Board of Directors and act as Chairman.</p> |

Proposal 2 Election of Five (5) Directors (excluding Directors who are Audit & Supervisory Board Members)

The term of office of all (5) Directors (excluding Directors who are Audit & Supervisory Board Members. The same shall apply hereinafter in this proposal.) will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes to elect five (5) Directors.

The Board of Directors determines the candidates for the Board of Directors based on the report of the Nomination and Compensation Committee, a voluntary advisory body to the Board of Directors. In addition, the Company's Audit & Supervisory Board has determined that all candidates for the Board of Directors are suitable for the position.

The candidates for the Board of Directors are as follows.

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company (Significant concurrent positions) | Number of Company shares held |
|---------------|--|--|-------------------------------|
| 1 | Yosuke Matsushima (September 1, 1972) <div>Reappointment</div> | April 1995 Joined The Dai-ichi Life Insurance Company, Limited June 2001 Joined A.T. Kearney October 2005 Joined McKinsey & Company, Inc. February 2007 Joined MKS Partners Limited. December 2008 Joined Marunouchi Capital Inc. April 2012 Representative Director of NK Relations Co. Ltd. | |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company (Significant concurrent positions) | Number of Company shares held |
|---------------|----------------------------------|---|-------------------------------|
| 2 | Ryo Noguchi (August 27, 1980) | <p>April 2007 Joined Boston Consulting Group</p> <p>September 2016 Joined NK Relations Co. Ltd. (currently Noritsu Koki Co., Ltd.)</p> <p>October 2016 Representative Director of GeneTech Co., Ltd.</p> <p>June 2017 Representative Director of Japan Regenerative Medicine Co., Ltd. (currently Metcela Inc.)</p> <p>June 2018 Director of Gene Techno Science Co., Ltd. (currently Kidswell Bio Corporation)</p> <p>May 2020 Executive Officer of the Company (in charge of Pharmaceutical Division)</p> <p>April 2022 Executive Officer of the Company (in charge of Insurer Support Business Division)</p> <p>December 2022 Executive Officer of the Company (in charge of the Pharmaceutical Division and the Medical Institution Support Business Division)</p> <p>June 2023 President and CEO of the Company (to present)</p> <p>June 2023 Director of Doctor Net Inc. (to present)</p> <p>June 2023 Director of NS Partners Co. Ltd (to present)</p> <p>January 2024 Director of Cancerscan Inc. (to present)</p> | 72,596 shares |
| | Reappointment | <p>[Reasons for nomination]</p> <p>Ryo Noguchi has excellent management judgment skills based on his practical experience in the medical and healthcare industries and has served as President and Representative Director of the Company since June 2023 having held important positions in each department of pharmaceuticals, insurer support, and medical institution support, which are our main businesses. With his wealth of insight into the overall business of the Company's group, we believe that his track record, knowledge, and expertise are appropriate for achieving the further growth of the Company's group in the future as well, and we continue to nominate him as a candidate for Director.</p> | |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company (Significant concurrent positions) | Number of Company shares held |
|---------------|--------------------------------------|--|-------------------------------|
| 3 | Yuta Yamamoto (December 14, 1982) | <div> <div>April 2007</div> <div>Joined Boston Consulting Group</div> </div> <div> <div>May 2012</div> <div>Joined NK Relations Co. Ltd. (currently Noritsu Koki Co., Ltd.)</div> </div> <div> <div>May 2013</div> <div>Director of the Company</div> </div> <div> <div>January 2014</div> <div>Registered as an attorney-at-law Established Yuta Yamamoto Law Office, Representative (currently Yamamoto Law Office) (to present)</div> </div> <div> <div>June 2015</div> <div>Director of Noritsu Koki Co., Ltd.</div> </div> <div> <div>June 2016</div> <div>Director of Doctor Net Inc.</div> </div> <div> <div>April 2019</div> <div>Executive Officer, Vice President, and CFO of the Company</div> </div> <div> <div>June 2019</div> <div>Director of Medical Database Co., Ltd.</div> </div> <div> <div>June 2019</div> <div>Director of Doctor Net Inc.</div> </div> <div> <div>April 2020</div> <div>Director of NS Partners Co. Ltd</div> </div> <div> <div>June 2020</div> <div>Executive Vice President and CFO of the Company</div> </div> <div> <div>August 2020</div> <div>Outside Director of Outside Director of AViC Co., Ltd.</div> </div> <div> <div>November 2020</div> <div>Director of Data Index Corporation</div> </div> <div> <div>December 2021</div> <div>Director (Audit and Supervisory Committee Member) of AViC Co., Ltd. (to present)</div> </div> <div> <div>June 2023</div> <div>Director of the Company (to present)</div> </div> | 968,150 shares |
| | Reappointment | [Reasons for nomination] Yuta Yamamoto has excellent business judgment skills based on his past business experience, and as CFO of the Company, he has served in an important role in the department responsible for the accounting and financial strategies of the Company's group. With his wealth of insight into the overall business of the Company's group, we believe that his track record, knowledge, and expertise are appropriate for achieving the further growth of the Company's group in the future as well, and we continue to nominate him as a candidate for Director. | |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company (Significant concurrent positions) | Number of Company shares held |
|--|---|--|-------------------------------|
| 4 | Seiji Takeda (June 12, 1967) <div>Reappointment</div> | <p>April 1990 Joined OMRON Corporation</p> <p>July 2003 General Manager of Corporate Strategy Department and General Manager of Public Relations and External Affairs Department of OMRON HEALTHCARE Co., Ltd.</p> <p>July 2006 Deputy General Manager of Omron Healthcare (China) Co., Ltd.</p> <p>October 2011 Vice President of Omron Healthcare, Inc. and President of Omron Healthcare Brasil Indústria e Comércio de Produtos Médicos Ltda.</p> <p>April 2013 General Manager, Global Sales Planning Division and General Manager, U.S. and European Sales Headquarters of OMRON HEALTHCARE Co., Ltd. and CEO of Omron Healthcare, Inc.</p> <p>March 2017 General Manager, Corporate Strategy Department, Global Strategy Division of OMRON Corporation</p> <p>April 2018 Executive Officer of OMRON Corporation</p> <p>June 2022 Outside Director of the Company</p> <p>April 2023 Managing Executive Officer, CFO and General Manager of Global Strategy Division of OMRON Corporation (to present)</p> <p>October 2023 Director of the Company</p> <p>April 2024 Senior Managing Executive Officer, CFO and General Manager of Global Strategy Division of OMRON Corporation (to present)</p> <p>(Significant concurrent positions)</p> <p>Senior Managing Executive Officer, CFO and General Manager of Global Strategy Division of OMRON Corporation</p> | - |
| <p>[Reasons for nomination]</p> <p>Seiji Takeda has experience as Officer of OMRON Corporation and as Manager in Japan and overseas, and has broad insight in the healthcare area. We believe that he will use such insights and experience to contribute to the Company, especially to promoting our global development and is an appropriate person for achieving further growth of the Group in the future. Therefore, we continue to nominate him as a candidate for Director.</p> | | | |

| Candidate No. | Name (Date of birth) | Career summary, position and responsibility in the Company (Significant concurrent positions) | Number of Company shares held |
|---|---|---|-------------------------------|
| 5 | Jihyun Lee (February 28, 1967) <div>Reappointment</div> | December 1988 Joined Durban Korea Co. April 1997 Joined Boston Consulting Group April 2000 Joined transcosmos inc. April 2001 Director of transcosmos inc. April 2001 Supervisory Vice President COO of CIC Korea Inc. <div>(currently transcosmos Korea inc.)</div> April 2003 Advisor of transcosmos inc. August 2004 Joined Russell Reynolds Associates Japan Inc. February 2007 Representative Director of Raise Partners, Inc (to present) July 2007 Visiting professor of the Graduate School of Management, GLOBIS University June 2021 Outside Director of the Company (to present) June 2023 Outside Director of Striders Corporation (to present) (Significant concurrent positions) Representative Director of Raise Partners, Inc | - |
| [Reasons for nomination and summary of expected roles] Jihyun Lee has experience as Executive of a listed company and as Manager in Japan and overseas. She also has broad insight into fostering leaders based on her experience as a human resources consultant, as a teacher, and as an Outside Director of the Company. We continue to nominate her as a candidate for Outside Director as we expect her in particular to contribute to the promotion of diversity by utilizing her knowledge and experience, and to provide objective opinions and suggestions on management policies and strategies to enhance the corporate value of the Company's group. | | | |

- (Note) 1. OMRON Corporation is our parent company. The current and past ten years' positions and responsibilities at the said parent company, etc., of Seiji Takeda, a candidate for Director, are as described in the "Career summary, position and responsibility in the Company (Significant concurrent positions)" section above.
2. Seiji Takeda, a candidate for Director, is an Executive Officer of OMRON Corporation, our parent company. We have concluded a capital and business alliance agreement with the company and purchase products from it and provide and outsource services related to medical data, etc. to the company. There are no special interests between other candidates and the Company.
3. Jihyun Lee is a candidate for Outside Director.
4. Jihyun Lee is currently an Outside Director of the Company. The term of office as Outside Director will be three (3) years at the conclusion of this General Meeting of Shareholders.
5. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Seiji Takeda and Jihyun Lee to limit their liability for damages under Article 423, Paragraph 1 of the said Act. The maximum amount of liability for damages under the said agreement is the amount stipulated in laws and regulations, and if the reappointment of Seiji Takeda and Jihyun Lee is approved, the Company plans to continue the said agreement with each of them.
6. The Company has concluded a Directors' and Officers' Liability Insurance Contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and an outline of the content of said insurance policy is shown on page 15 of the Business Report. If each of the candidates is elected as a Director and assumes office, each of them will be an insured person under the said insurance policy. The policy will be renewed with the same content at the next renewal.
7. The Company has registered Jihyun Lee as Independent Director as stipulated by the Tokyo Stock Exchange. If his reappointment is approved, the Company plans to continue to nominate him as Independent Director.

Proposal 3 Election of One (1) Director who is an Audit & Supervisory Board Member

The Company proposes the election of an additional one (1) Director who is an Audit & Supervisory Board Member in order to strengthen our audit system.

The Company has obtained the consent of the Audit & Supervisory Board with regard to the submission of this proposal.

The candidates for Directors who are Audit & Supervisory Board Members are as follows:

| Name (Date of birth) | Career summary, position and responsibility in the Company (Significant concurrent positions) | Number of Company shares held |
|---|--|----------------------------------|
| Taeko Watanabe (April 7, 1980) <div>New appointment</div> | April 2006 Medical staff of Otemae Hospital, Federation of National Public Service Personnel Mutual Aid Associations April 2007 Joined Corporate Directions, Inc. April 2012 Doctor of Medicine, Department of Social Medicine, Graduate School of Medicine, University of Tokyo April 2017 Assistant Professor of Department of Health Services Research, University of Tsukuba April 2018 Medical staff of The University of Tokyo Hospital July 2020 Deputy Section Chief of Division of the Heath for the Elderly, Health and Welfare Bureau for the Elderly, Ministry of Health, Labour and Welfare July 2022 Section Chief for Special Missions of Division of Infectious Diseases Countermeasures of Itabashi-ku Public Health Center April 2023 Associate Professor of Department of Health Services Research, University of Tsukuba (to present) (Significant concurrent positions) Associate Professor of Department of Health Services Research, University of Tsukuba | - |
| [Reasons for nomination and summary of expected roles] Taeko Watanabe has no experience in corporate management, but she has extensive expertise and insights as an associate professor of the Department of Health Services Research, University of Tsukuba, in addition to her practical experience in a consulting company and health and labor administration. With such experience and insights, we expect her to provide objective opinions and appropriate advice on the Company's management from a neutral standpoint and we believe that she is an appropriate person for auditing the Company's business operation. If she is appointed, we expect her to provide appropriate advice on our management strategies and business operation and perform fair audits as an Outside Director who is an Audit & Supervisory Board Member. | | |

- (Note) 1. There are no special interests between the candidate and the Company.
2. Taeko Watanabe is the candidate for Outside Directors who is an Audit & Supervisory Board Member. In addition, she satisfies the requirements for an Independent Director as stipulated by the Tokyo Stock Exchange, and the Company intends to register her as an Independent Director with the Exchange upon approval of her appointment.
3. In the event the appointment of Taeko Watanabe is approved, the Company plans to enter into an agreement to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the said Act. The maximum amount of liability for damages under the said agreement shall be the amount stipulated by laws and regulations.
4. The Company has concluded a Directors' and Officers' Liability Insurance Contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and an outline of the content of said insurance policy is shown on page 15 of the Business Report. If Taeko Watanabe is elected as a Director who is Audit & Supervisory Board Member and assumes office, she will be an insured person under the said insurance policy. The policy will be renewed with the same content at the next renewal.

In addition to "corporate management," which is the basic skill of corporate management, the Company has established industry experience and knowledge, M&A and business development, IT and technology, legal and compliance, dialog with capital markets and financial accounting, global business, and ESG/SDGs as the necessary skill sets regarding expert knowledge and experience which Directors are required to have. If both Proposal 2 and Proposal 3 are approved, the skill matrix of Directors and Directors who are Audit & Supervisory Board Members will be as follows:

| Candidate No. | Name | Attributes | Corporate management | Industry experience and Knowledge | M&A and Business development | IT and Technology | Legal and Compliance | Dialog with capital markets and Financial accounting | Global business | ESG and SDGs |
|---|-------------------|---|----------------------|-----------------------------------|------------------------------|-------------------|----------------------|--|-----------------|--------------|
| Directors | | | | | | | | | | |
| 1 | Yosuke Matsushima | | ○ | ○ | ○ | ○ | | ○ | ○ | |
| 2 | Ryo Noguchi | | ○ | ○ | | | ○ | ○ | ○ | ○ |
| 3 | Yuta Yamamoto | | ○ | | ○ | ○ | ○ | ○ | | |
| 4 | Seiji Takeda | | ○ | ○ | ○ | | | ○ | ○ | |
| 5 | Jihyun Lee | [Outside] [Independent] | ○ | | ○ | | | | ○ | ○ |
| Directors who are Audit & Supervisory Board Members | | | | | | | | | | |
| 1 | Tsuneo Shimoda | [Outside] [Independent] | ○ | ○ | | | ○ | ○ | | |
| 2 | Nampei Hayashi | [Outside] [Independent] | ○ | | ○ | ○ | | ○ | | |
| 3 | Daisuke Fujioka | [Outside] [Independent] | ○ | | | ○ | ○ | ○ | | |
| 4 | Taeko Watanabe | [New appointment] [Outside] [Independent] | | ○ | ○ | | ○ | | | ○ |

[New appointment] Newly appointed candidates [Outside] Candidates for Outside Directors [Independent] Candidates for Independent Directors