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(Securities Code 7747)  
September 1, 2020

**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 44th Annual General Meeting of Shareholders**

ASAHI INTECC CO., LTD. (the “Company”) announces that the 44th Annual General Meeting of Shareholders of the Company will be held for the purposes as described below.

In order to prevent the spread of COVID-19, please exercise your voting rights in writing or via internet as much as possible rather than visiting the site. Please review the attached Proposals and References and exercise your voting rights by the end of our business day (5:45 p.m.) on Monday, September 28, 2020.

- 1. Date and Time:** Tuesday, September 29, 2020 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 44th Fiscal Year (from July 1, 2019, to June 30, 2020), and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee
  2. Non-consolidated Financial Statements for the Company’s 44th Fiscal Year (from July 1, 2019, to June 30, 2020)

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

(1) Attending the Annual General Meeting of Shareholders

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

**Date and Time: Tuesday, September 29, 2020, at 10:00 a.m.**

(2) 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 Monday, September 28, 2020, at 5:45 p.m.**

(3) Exercising voting rights via internet

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

**Votes to be cast by Monday, September 28, 2020, at 5:45 p.m.**

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

To Our Institutional Shareholders:

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

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

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

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

**As for the structure to ensure the appropriateness of the operations of the Company, notes to consolidated financial statements and notes to non-consolidated financial statements are not indicated in the Notice of Convocation of the 44th Annual General Meeting of Shareholders since they are posted on our website (<http://www.asahi-intecc.co.jp/>) based on laws and regulations and Article 14 of the Articles of Incorporation of the Company. Accordingly, the document attached to the Notice of Convocation of the 44th Annual General Meeting of Shareholders is part of the consolidated financial statements and financial statements audited by the Accounting Auditor and the Audit Committee when creating an accounting audit report.**

**Moreover, we will post the reference material for the 44th Annual General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Financial Statements on our website (<http://www.asahi-intecc.co.jp/>) when they are amended.**

## Proposals and References

### Proposal 1: Appropriation of Surplus

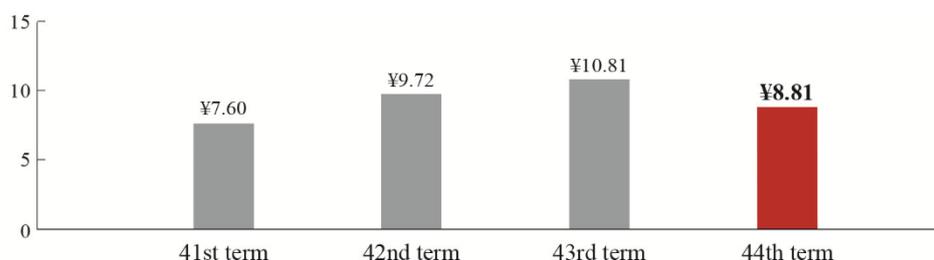
Regarding the distribution of earnings, the Company considers the return of earnings to shareholders to be one of the most important management issues. Therefore, it is our basic policy to pay out stable dividends over the long term in a consistent manner by constantly aiming to increase our corporate value. Regarding the year-end dividends for the fiscal year under review, the Company proposes a dividend of ¥8.81 per common share (Dividend payout ratio of 25%) 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  
¥8.81 per common share of the Company  
Total amount: ¥2,295,478,291
3. Effective date of distribution of surplus  
Wednesday, September 30, 2020

Trends of dividends

	41st term	42nd term	43rd term	44th term
Dividend	¥30.40	¥19.43	¥21.61	¥8.81
After retrospective application	¥7.60	¥9.72	¥10.81	¥8.81



\* The Company conducted a two-for-one split of its common shares on January 1, 2018, and also conducted a two-for-one split of its common shares on July 1, 2019. Accordingly, the dividend per share is calculated on the assumption that such splits of shares were conducted at the beginning of the 41st term (from July 1, 2016, to June 30, 2017).

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

The term of office of all eleven (11) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this Annual General Meeting of Shareholders.

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

Candidate No.	Name	Current position and main responsibilities in the Company		Status of attendance at the Board of Directors
1	Masahiko Miyata	President & CEO	Reappointment	100% (13/13)
2	Kenji Miyata	Executive Vice President and COO, General Manager of Device Business Global Headquarters	Reappointment	100% (13/13)
3	Tadakazu Kato	Executive Director, General Manager of Medical Business Global Headquarters	Reappointment	100% (13/13)
4	Yoshinori Terai	Director, General Manager of New Business Development Division, Supervisor of Global Sales and Marketing of Medical Brand Business Unit of Medical Business Global Headquarters	Reappointment	100% (13/13)
5	Munehika Matsumoto	Director, General Manager of Research Division	Reappointment	100% (13/13)
6	Mizuho Ito	Director, General Manager of Administration Division, General Manager of Corporate Strategic Office	Reappointment	100% (13/13)
7	Makoto Nishiuchi	Director, General Manager of Medical Brand Business Unit of Medical Business Global Headquarters	Reappointment	100% (13/13)
8	Kiyomichi Ito	Outside Director	Reappointment Outside Independent	92.3% (12/13)
9	Akinori Shibasaki	Outside Director	Reappointment Outside Independent	92.3% (12/13)
10	Masami Sato	Outside Director	Reappointment Outside Independent	100% (13/13)

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held	Status of attendance at the Board of Directors
1	Masahiko Miyata (March 15, 1967)  [Reappointment]	November 1994    Joined the Company, General Manager of Planning Office, Supervisory Division December 1995    Director, General Manager of Corporate Planning Department March 1999        Executive Director, Assistant to General Manager of Medical Division and General Manager of Production Engineering Department July 2000         General Manager of Medical Division September 2001   Senior Managing Director September 2003   Director of ASAHI INTECC THAILAND CO., LTD. (current position) March 2004        Executive Vice President and Representative Director March 2006        President & CEO of CompassMed Integration Co., Ltd. August 2006       Director of ASAHI INTECC HANOI CO., LTD. (current position) June 2007         CEO of ASAHI INTECC THAILAND CO., LTD. September 2009   President & CEO (current position) President & CEO of Filmecc Co., Ltd. July 2016         Director of Filmecc Co., Ltd. (current position)	5,703,200	13/13 (100%)
<p>[Reason for nomination as candidate for Director]</p> <p>Having served as President &amp; CEO since 2009, Mr. Masahiko Miyata has driven the Company's group management and appropriately fulfilled the role of enhancing the Company's corporate value with his global management perspective, speedy decision-making, and good relationships built with medical professionals, partners, and other stakeholders. He is essential to the further development of the Company as the leader of the Group and in expectation of his further contribution going forward and has been renominated as Director.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held	Status of attendance at the Board of Directors
2	Kenji Miyata (July 16, 1970)  [Reappointment]	<p>April 1993      Joined the Company</p> <p>January 1997    Executive Vice President and Director of ASAHI INTECC THAILAND CO., LTD.</p> <p>July 1997        Director</p> <p>June 1999        General Manager of Production Management Department, Industrial Device Division</p> <p>July 2000        Executive Officer, General Manager of Control Office, Industrial Device Division</p> <p>July 2001        General Manager of Medical Device Department, Device Division</p> <p>August 2002     Deputy General Manager of Device Division General Manager of Quality Assurance Department</p> <p>September 2003   Director</p> <p>October 2004    Director of ASAHI INTECC THAILAND CO., LTD.</p> <p>July 2006        General Manager of Device Division</p> <p>July 2009        Director of GMA Co., Ltd.</p> <p>July 2010        General Manager of Improvement Promotion Office</p> <p>September 2010   Executive Director</p> <p>July 2011        President &amp; CEO of ASAHI INTECC GMA Co., Ltd.</p> <p>July 2013        General Manager of Technological Improvement Office</p> <p>September 2013   President &amp; CEO of Toyoflex Corporation (current position), President &amp; CEO of TOYOFLEX CEBU CORPORATION</p> <p>January 2015    Director of ASAHI INTECC THAILAND CO., LTD. (current position) Director of ASAHI INTECC HANOI CO., LTD.</p> <p>July 2015        President and Director of ASAHI INTECC HANOI CO., LTD.</p> <p>September 2015   Executive Vice President and Director</p> <p>July 2016        General Manager of Quality Assurance Division Chairperson and Director of ASAHI INTECC HANOI CO., LTD. (current position)</p> <p>September 2016   Executive Vice President and COO (current position)</p> <p>July 2017        Director of TOYOFLEX CEBU CORPORATION (current position)</p> <p>July 2018        Director of FICUS Co., Ltd. (current position)</p> <p>July 2020        General Manager of Device Business Global Headquarters (current position)</p>	5,258,000	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 &amp; CEO in overall management as Executive Vice President and COO as well as promoted the reconstruction of buyout proposals and leadership in the Medical Division in recent years. He has been renominated as Director in expectation of his further contribution going forward.</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	Tadakazu Kato (July 25, 1954)  [Reappointment]	June 1992      Joined the Company May 2003      Deputy General Manager of Quality Assurance Department, Medical Division February 2004    Group Manager of Quality Assurance Group, Medical Division October 2004    Group Manager of Research and Development Group, Medical Division January 2005    Deputy General Manager of Medical Division March 2006      Executive Officer September 2007   Director of ASAHI INTECC HANOI CO., LTD. (current position) September 2008   Director July 2009        General Manager of Medical Division April 2012       Director of ASAHI INTECC SCIENTIFIC (Beijing) Co., Ltd. (current position) October 2013    Director of ASAHI INTECC THAILAND CO., LTD. (current position) September 2014   Executive Director (current position) July 2016        Director of Filmecc Co., Ltd. (current position) July 2019        General Manager of Medical Business Global Headquarters (current position) Director of TOYOFLEX CEBU CORPORATION (current position)	278,700	13/13 (100%)
[Reason for nomination as candidate for Director]  Since joining the Company, Mr. Tadakazu Kato has consistently been engaged in the Medical Division and contributed to the development of medical devices. Currently, he works as General Manager of Medical Business Global Headquarters and is well versed not only in development but also in a variety of fields including production and sales and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been renominated as Director in expectation of his further contribution going forward.				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held	Status of attendance at the Board of Directors	
4	Yoshinori Terai (September 13, 1963)  [Reappointment]	October 1998	Joined the Company, Assistant Section Manager of Research and Development Department, Medical Division	37,200	13/13 (100%)
		January 2000	Assistant Section Manager belonging to Medical Division		
		July 2000	General Manager of U.S. Representative Office, Medical Division		
		July 2004	President & CEO of ASAHI INTECC USA, INC. (current position)		
		November 2006	Director of RetroVascular, INC. (currently ASAHI Medical Technologies, Inc.) (current position)		
		September 2008	Executive Officer, in charge of Overseas Business		
		July 2009	Overseas Sales Supervisor of Medical Division		
		January 2010	Marketing Supervisor of Medical Division		
		April 2012	Director of ASAHI INTECC SCIENTIFIC (Beijing) Co., Ltd (current position)		
		September 2013	Director (current position)		
		July 2014	Supervisor of Sales and Marketing, Medical Division		
		March 2016	General Manager of Global Business Development Office, Medical Division		
		July 2016	Director of ASAHI INTECC J-sales, INC.		
		July 2019	General Manager of New Business Development Division (current position) Supervisor of Sales and Marketing of Medical Brand Business Unit of Medical Business Global Head Quarter		
February 2020	Director of ASAHI INTECC CIS LLC (current position) Director of ASAHI INTSCC EUROPE B.V. (current position)				
July 2020	Supervisor of Global Sales and Marketing of Medical Brand Business Unit of Medical Business Global Headquarters (current position) Director of ASAHI INTECC Deutschland GmbH (current position)				
[Reason for nomination as candidate for Director]					
Mr. Yoshinori Terai has been engaged in the Overseas Sales unit for medical devices for many years and currently serves as President of ASAHI INTECC USA, INC, a sales subsidiary in the U.S. He has contributed to the Company's global development and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been renominated as Director in expectation of his further contribution going forward.					
5	Munehika Matsumoto (November 16, 1954)  [Reappointment]	June 1979	Joined the Company	46,600	13/13 (100%)
		July 2000	Head of Takaishi Factory, Industrial Device Division		
		May 2003	Group Head of Development Group III supervising Osaka area, Device Division		
		July 2006	Group Manager of Development Group, Device Division		
		July 2009	Deputy General Manager of Device Division		
		July 2011	Executive Officer		
		July 2013	General Manager of Device Division		
		July 2015	Senior Executive Officer		
		July 2016	Director of ASAHI INTECC THAILAND CO., LTD.		
		September 2016	Director (current position)		
		July 2017	General Manager of GMA Division		
		July 2019	Director of TOYOFLEX CEBU CORPORATION		
		July 2020	General Manager of Research Division (current position)		
		[Reason for nomination as candidate for Director]			
Since joining the Company, Mr. Munehika Matsumoto has consistently been engaged in the Device Division and contributed to development of stainless-steel components, the Company's core technology. He is currently serving as General Manager of Research Division, and is appropriately					

fulfilling the role of enhancing the Company's corporate value. He has been nominated as candidate for Director in expectation of his further contribution going forward.

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
6	Mizuho Ito (September 8,1973)  [Reappointment]	<p>May 2003      Joined the Company</p> <p>May 2005      Deputy General Manager of Corporate Strategic Office</p> <p>April 2008      Auditor of ASAHI INTECC HANOI CO., LTD. (current position)</p> <p>September 2008      General Manager of Corporate Strategic Office (current position)</p> <p>September 2009      Auditor of GMA Co., Ltd.</p> <p>October 2010      Auditor of Filmecc Co., Ltd. (current position)</p> <p>April 2012      Auditor of ASAHI INTECC SCIENTIFIC (Beijing) Co., Ltd. (current position)</p> <p>September 2013      Auditor of Toyoflex Corporation</p> <p>December 2013      Group Manager of Accounting Group, Administration Division</p> <p>July 2015      Executive Officer</p> <p>July 2016      General Manager of Administration Division (current position), Auditor of ASAHI INTECC J-sales, INC. (current position)</p> <p>September 2016      Director (current position)</p> <p>July 2018      Director of RetroVascular Inc. (currently ASAHI Medical Technologies, Inc.) (current position)</p>	30,900	13/13 (100%)
<p>[Reason for nomination as candidate for Director]</p> <p>As General Manager of Corporate Strategic Office, Ms. Mizuho Ito has been engaged in finance, accounting, IR, and M&amp;A projects for many years. She is currently serving as Executive Officer and General Manager of Administration Division, leading efforts to strengthen the function of the Head Office as head of the Company's Corporate unit, and is appropriately fulfilling the role of enhancing the Company's corporate value. She has been nominated as candidate for Director in expectation of her further contribution going forward.</p>				
7	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 Global Headquarters (current position)</p>	9,500	13/13 (100%)
<p>[Reason for nomination as candidate for Director]</p> <p>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&amp;D and technology-related fields, he currently works as General Manager of Medical Brand Business Unit of Medical Business Global Headquarters and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been nominated as candidate for Director in expectation of his further contribution going forward.</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
8	Kiyomichi Ito (February 7, 1950)  [Reappointment] [Outside] [Independent]	April 1974 August 1985  January 1994 January 1999  July 2000  July 2002 March 2008 September 2013 April 2015	Joined Toyota Motor Sales Co., Ltd. Section Chief of System Planning Section, Section Head of Engineering Section, Overseas Planning Department of TOYOTA MOTOR CORPORATION Secretary seconded to Toyota Motor Manufacturing Canada, Inc. Chief of Marine Business Division of TOYOTA MOTOR CORPORATION Chief of Americas Sales Department of TOYOTA MOTOR CORPORATION President of Toyota Kirloskar Auto Parts Pvt. Ltd. Professor at School of Management, Chukyo University Outside Director of the Company (current position) Visiting Professor at School of World Englishes, Chukyo University (current position)	8,800	12/13 (92.3%)
[Matters regarding independence] The Company has registered Mr. Kiyomichi Ito as Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Ito is approved, he will continue to serve as an Independent Director.					
[Reason for nomination as candidate for Director]  Mr. Kiyomichi Ito has been engaged in corporate management for many years, and reflects his experience and knowledge as a specialist cultivated from his career as a professor of business management at a university and has been strengthening corporate governance. He will have served as Outside Director for seven (7) years at the conclusion of this Annual General Meeting of Shareholders and he has been nominated as candidate for Director in expectation of his further contribution going forward.					
9	Akinori Shibazaki (January 20, 1945)  [Reappointment] [Outside] [Independent]	February 1980 August 1988 December 2005 October 2008 March 2010 August 2010 July 2011 March 2013  September 2016	President and Representative Director of CHU-O RITTAIZU Co., Ltd. (currently CDS Co., Ltd.) (current position) President and Representative Director of TPS Co., Ltd. Chairman of the Board of MMC Computer Research Co., Ltd. Chairman of the Board of BYNAS Co., Ltd. Executive Senior Adviser of BYNAS Co., Ltd. (current position) Chairman of the Board of Torindo Co., Ltd. (current position) Chairman and Director of PMC Co., Ltd. (current position) Director and Senior Adviser of MCOR Co., Ltd. (current position) Outside Director of the Company (current position)	1,400	12/13 (92.3%)
[Matters regarding independence] The Company has registered Mr. Akinori Shibazaki as Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Shibazaki is approved, he will continue to serve as an Independent Director.					
[Reason for nomination as candidate for Director]  Mr. Akinori Shibazaki has served as President and Representative Director of CDS Co., Ltd. (listed on the first section of the Tokyo Stock Exchange) for many years. Based on his ample experience and broad insight as a business manager, he has been supervising the Company's management, as well as contributing to strengthening corporate governance through offering advice about the Company's overall management. He will have served as Outside Director for four (4) years at the conclusion of this Annual General Meeting of Shareholders and has been nominated as candidate for Director in expectation of his further contribution going forward.					

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company, and significant concurrent positions	Number of company shares held	Status of attendance at the Board of Directors
	Masami Sato (August 1, 1963)  [Reappointment] [Outside] [Independent]	April 1989 Qualified as a lawyer in Japan, joined MATSUO & KOSUGI April 1993 Qualified as a lawyer in New York, U.S.A. December 1994 Joined Maekawa Law Office April 1998 Opened Sato Sogo Law Office September 1999 Auditor of the Company June 2005 Auditor of MINO CERAMIC CO., LTD. July 2008 Representative Director of Legal Support Co., Ltd. September 2016 Director who is an Audit and Supervisory Committee Member September 2018 Outside Director of the Company (current position) February 2020 Auditor of D&P Labo. Co., Ltd. (current position)	162,000	13/13 (100%)
10	[Matters regarding independence] The Company has registered Mr. Masami Sato as Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Sato is approved, he will continue to be Independent Director.			
	[Reason for nomination as candidate for Director]  Mr. Masami Sato is qualified as an attorney and has legal expertise and experience. In addition, he has worked as an Outside Auditor and Director who was an Audit and Supervisory Committee Member at the Company for many years, is well versed in the Company's business, and has appropriately fulfilled the duties of Outside Director such as providing advice for and checking on the Company's business execution. He has served as Outside Auditor for seventeen (17) years and as Outside Director who was an Audit and Supervisory Committee Member for two (2) years. He will have served as Outside Director (excluding Director who was an Audit and Supervisory Committee Member) for two (2) years at the conclusion of this Annual General Meeting of Shareholders and has been nominated as candidate for Director in expectation of his further contribution going forward.			

(Notes)

- There is no special interest between the above candidates for Directors and the Company.
- Messrs. Kiyomichi Ito, Akinori Shibazaki, and Masami Sato are candidates for Outside Directors.
- The Company has entered into an agreement with each of Mr. Kiyomichi Ito, Mr. Akinori Shibazaki, and Mr. Masami Sato to limit their liabilities for damages specified in Article 423, Paragraph 1 of the Companies Act pursuant to the provision of Article 427, Paragraph 1 of the said Act. The limit of liabilities under such agreement shall be the amount prescribed by laws and regulations. If the reelection of Mr. Ito, Mr. Shibazaki, and Mr. Sato is approved, the Company will continue the agreement under the same terms and conditions.  
The overview of the content of the agreement is as follows.
  - If an Outside Director is liable for any damage to the Company attributable to negligence of his/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 an Outside Director executed his/her duties that caused the liability in good faith and without gross negligence.
- CompassMed Integration Co., Ltd changed its name to ASAHI INTECC J-sales, Inc. in January 2010.
- GMA Co., Ltd. changed its name to ASAHI INTECC GMA Co., Ltd. from July 2010. The Company acquired ASAHI INTECC GMA Co., Ltd. through an absorption-type merger on October 1, 2013.
- Toyota Motor Sales Co., Ltd. merged with Toyota Motor Co., Ltd. in 1982 and changed the name to Toyota Motor Corporation.
- CHU-O RITTAIZU Co., Ltd. merged with TPS Co., Ltd. and changed its name to CDS Co., Ltd. in January 2005.
- MMC Computer Research Co., Ltd. changed its name to MCOR Co., Ltd. in January 2006.
- RetroVascular, Inc. changed its name to ASAHI Medical Technologies, Inc. in December 2018.

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

The term of office of the Directors who are Audit and Supervisory Committee Members (three (3) Directors) 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 Board of Auditors has previously given its consent regarding this Proposal.

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

Candidate No.	Name	Current position and main responsibilities in the Company		Status of attendance at the Board of Directors	Status of attendance at the Board of Auditors
1	Hiroshi Ota	Director who is a Full-Time Audit and Supervisory Committee Member	Reappointment	100% 13/13	100% 15/15
2	Ryuji Tomida	Outside Director who is an Audit and Supervisory Committee Member	Reappointment Outside Independent	100% 13/13	100% 15/15
3	Yasunari Hanano	Outside Director who is an Audit and Supervisory Committee Member	Reappointment Outside Independent	100% 13/13	100% 15/15

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 Board of Auditors
1	Hiroshi Ota (April 13, 1963) [Reappointment]	<p>October 1996    Joined the Company</p> <p>May 1998       Deputy Team Leader of International Department</p> <p>May 2000       Section Manager of International Section</p> <p>September 2000    Section Manager of General Affairs Section, General Affairs Department, Administrative Division</p> <p>May 2001       Deputy Manager of General Affairs Department, Administrative Division</p> <p>June 2003       Deputy Manager of belonging to Administrative Division</p> <p>July 2004       Group Manager of Intellectual Property and Law Group</p> <p>July 2004       Director of ASAHI INTECC USA, INC.</p> <p>January 2005      Deputy General Manager in charge of General Affairs Group and Intellectual Property and Law Group</p> <p>July 2005       Deputy General Manager of Device Division</p> <p>July 2006       Deputy General Manager of Medical Division</p> <p>December 2006    Deputy General Manager of Device Division</p> <p>July 2009       President and Director of ASAHI INTECC HANOI CO., LTD.</p> <p>May 2010       Deputy of General Manager of Business Administration</p> <p>October 2010      Director of ASAHI INTECC USA, INC.</p> <p>December 2012    Group Manager of Human Resource Development Department</p> <p>September 2013   Auditor of Toyoflex Corporation</p> <p>May 2015       General Manager of Office of the Chairman</p> <p>September 2016   General Manager of the Internal Audit</p> <p>September 2018   Director (Full-Time Audit and Supervisory Committee Member) (current position )</p>	119,600	100% 13/13	100% 15/15
<p>[Reason for nomination as candidate for Director who is an Audit and Supervisory Committee Member]</p> <p>Mr. Hiroshi Ota has legal expertise and ample experience and knowledge accumulated at the Company's domestic and international organizational divisions. He is appropriately fulfilling the role of auditing and supervising the company's management as a Director who is a Full-Time Audit and Supervisory Committee Member cooperating with other Directors who are Audit and Supervisory Committee Members and the Internal Audit Department after serving as General Manager of the Internal Audit. He has been nominated as a candidate for Director who is an Audit and Supervisory Committee Member in expectation of his further contribution going forward as a Director who is an Audit and Supervisory Committee Member.</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	Status of attendance at the Board of Auditors
2	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&amp;Yamauchi Law Firm (currently Tomida&amp;Marutani Law Firm)</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 &amp; Personal Information Protection Committee (current position)</p> <p>April 2016 Vice President of Aichi Bar Association</p> <p>September 2016 Substitute Director who is an Audit and Supervisory Committee Member</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 (current position)</p>	300	100% 13/13	100% 15/15
[Matters regarding independence] Mr. Ryuji Tomida is registered as an Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange, and if the election of Mr. Ryuji 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] 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 two (2) years at the conclusion of this Annual General Meeting of Shareholders and has been nominated 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 Board of Auditors
3	Yasunari Hanano (April 28, 1964)  [Reappointment] [Outside] [Independent]	<p>October 1988      Joined Tohmatsu Aoki &amp; Sanwa (currently Deloitte Touche Tohmatsu LLC)</p> <p>August 1993      Registered as a Certified Public Accountant</p> <p>October 2001      Opened Business Inspire Opened Hanano C.P.A. Office</p> <p>June 2004          Secretary of Tokai Association, the Japanese Institute of Certified Public Accountants</p> <p>March 2005        Registered as a Certified Tax Accountant</p> <p>April 2006        Associate Professor at Graduate School of Accounting, Aichi University</p> <p>August 2007      Member of the Special Training System Council, the Japanese Institute of Certified Public Accountants</p> <p>April 2011        Part-Time Lecturer at Aichi University</p> <p>April 2012        Auditor of Green Association of Nagoya, Public Interest Incorporated Foundation</p> <p>May 2013          Member of the Completion Inspection Management Committee, the Japanese Institute of Certified Public Accountants</p> <p>April 2014        Part-Time Lecturer at Nanzan Business School</p> <p>June 2017        Vice President of Tokai Association, the Japanese Institute of Certified Public Accountants</p> <p>September 2018   Outside Director of the Company (Audit and Supervisory Committee Member) (current position)</p>	500	100% 13/13	100% 15/15
[Matters regarding independence] Mr. Yasunari Hanano is registered as an Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange, and if the election of Mr. Yasunari Hanano 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]  Mr. Yasunari Hanano has expertise and ample experience as a certified public accountant 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 an accounting expert. He 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 nominated as candidate for Outside Director who is an Audit and Supervisory Committee Member in expectation of his further contribution going forward.					

(Notes)

1. There is no special interest between any of the above candidates for Directors and the Company.
2. Mr. Ryuji Tomida and Mr. Yasunari Hanano are candidates for Outside Directors.
3. The Company has entered into an agreement with Mr. Hiroshi Ota, Mr. Ryuji Tomida, and Mr. Yasunari Hanano to limit their liabilities for damages specified in Article 423, Paragraph 1 of the Companies Act pursuant to the provision of Article 427, Paragraph 1 of the said Act. The limit of liability under such agreement shall be the amount prescribed by laws and regulations. If the election of the respective candidates is approved, the Company will continue to enter into the agreement with them on the same terms and conditions.

Details of the agreement are 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 Audit and Supervisory Committee Member executed his/her duties that caused the liability in good faith and without gross negligence.

#### 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 Board of Auditors 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
Ryoko Fukaya (May 12, 1973)  [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 (current position) March 2017     Registered as a Certified Tax Accountant March 2019     Completed program for training women executives (Aichi) FY2018 Cabinet Office May 2019       Member of Accounting-Literacy-Map & Educational Materials Study Group of the Basic Education Promotion Council in Accounting, the Japanese Institute of Certified Public Accountants (current position) June 2019      Chairwoman of the Public Relations Committee of the Japanese Institute of Certified Public Accountants Tokai Association (current position) August 2019    Member of the Public Relations Committee of the Japanese Institute of Certified Public Accountants (current position)	0
[Matters regarding independence] If the candidate Ms. Ryoko Fukaya assumes the office of Director who is an Audit and Supervisory Committee Member, she will be appointed as an Independent Director as specified 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]  Ms. Ryoko Fukaya is deemed appropriate to fulfill 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. 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. Ryoko Fukaya is a candidate for Outside Director who is a Substitute Audit and Supervisory Committee Member.
3. If the candidate Ms. Ryoko Fukaya 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 specified in Article 423, Paragraph 1 of the Companies Act pursuant to the provision of Article 427, Paragraph 1 of the said Act. The limit of liability under such agreement shall be the amount prescribed by laws and regulations.

Details of the agreement are 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 executed his/her duties that caused the liability in good faith and without gross negligence.