

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.

Securities Code: 3079

June 4, 2019

To Our Shareholders:

Shigeru Chiba
President & CEO

DVx Inc.

Registered Office: 16-1 Kotakecho 1-chome, Nerima-ku, Tokyo

Head Office: 17-22 Takada 2-chome, Toshima-ku, Tokyo

Notice of the 33rd Annual General Meeting of Shareholders

You are cordially invited to attend the 33rd Annual General Meeting of Shareholders of DVx Inc. (the “Company”), which will be held as indicated below.

If you are unable to attend the Meeting in person, you may exercise your voting rights by either of the methods below. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights.

Guide for Exercising Voting Rights

[Exercising Voting Rights by Attending the Meeting]

When you attend the Meeting, you are kindly requested to present the enclosed voting card at the reception.

[Exercising Voting Rights by Mail]

Please indicate your vote of approval or disapproval of each proposal on the enclosed voting card, and return the card to us so that it arrives before 5:30 p.m. on Tuesday, June 25, 2019 (JST).

[Exercising Voting Rights via the Internet]

Please access the website (<https://evote.tr.mufg.jp/>) and enter your vote of approval or disapproval of each proposal before 5:30 p.m. on Tuesday, June 25, 2019 (JST).

*Please review the “Guide for Exercising Voting Rights via the Internet” on page 3 to exercise your voting rights via the Internet.

1. **Date and Time:** Wednesday, June 26, 2019, at 10:00 a.m. (Reception start time: 9:00 a.m.)
2. **Venue:** Banquet Room Akebono, 2nd floor, Hotel Metropolitan
6-1 Nishi-ikebukuro 1-chome, Toshima-ku, Tokyo
3. **Purpose of the Meeting**
Matters to be reported
The Business Report and the Financial Statements for the 33rd fiscal year (from April 1, 2018 to March 31, 2019)
Matters to be resolved
Proposal No. 1: Election of Eight (8) Directors
Proposal No. 2: Payment of Retirement Benefits to a Retired Director

4. Arrangements in Convening the Meeting

Pursuant to the relevant laws and regulations and Article 13 of the Company’s Articles of Incorporation, the notes to the Financial Statements, among documents to be provided with this notice, are posted on the Company’s website (<http://www.dvx.jp>) and are not available in this notice.

Accordingly, the documents provided with this notice are part of the Non-consolidated Financial Statements audited by Audit & Supervisory Board Members in preparing their audit report and by the Accounting Auditor in preparing its audit report, respectively.

- ◎ **Considering the fair treatment of shareholders who attend the General Meeting of Shareholders and those for whom it is difficult to attend the Meeting, we have decided not to provide souvenirs to shareholders on the day of the Meeting. We would ask for your kind understanding of this decision.**
- ◎ When you attend the Meeting, you are kindly requested to present the enclosed voting card at the reception.
- ◎ If any changes are made to the Reference Documents for General Meeting of Shareholders, such changes will be posted on the Company's website.

Company's website (<http://www.dvx.jp>)

Guide for Exercising Voting Rights

You may exercise your voting rights by any of the three (3) methods below.

[Attending the Meeting]

You are kindly requested to present the enclosed voting card **at the reception**.

Date and Time: Wednesday, June 26, 2019, at 10:00 a.m. (Reception start time: 9:00 a.m.)

Venue: Banquet Room Akebono, 2nd floor, Hotel Metropolitan
6-1 Nishi-ikebukuro 1-chome, Toshima-ku, Tokyo

[Exercising Voting Rights by Mail]

Please indicate your vote of approval or disapproval of each proposal on the enclosed voting card, and post it to the Company without postage stamp.

Exercise due date: To be received no later than 5:30 p.m. on Tuesday, June 25, 2019 (JST).

[Exercising Voting Rights via the Internet]

Please access the website (<https://evote.tr.mufig.jp/>) via a PC, smartphone or mobile phone, and enter your vote of approval or disapproval of each proposal by using the login ID and temporary password shown on the enclosed voting card and following on-screen instructions.

Exercise due date: No later than 5:30 p.m. on Tuesday, June 25, 2019 (JST).

If you exercise your voting rights both by mail and via the Internet, the one exercised via the Internet will be deemed valid. In addition, if you exercise your voting rights more than once via the Internet, the last vote will be deemed valid.

Guide for Exercising Voting Rights via the Internet

Scanning QR code®

You can simply login to the Voting Rights Website without entering your login ID and temporary password printed on the voting card.

1. Scan the QR code® located on the right side of the voting card.

* “QR code” is a registered trademark of
DENSO WAVE INCORPORATED.

2. Indicate your approval or disapproval by following the instructions on the screen.

Entering login ID and temporary password

Voting Rights Website: <https://evote.tr.mufig.jp/>

1. Access the Voting Rights Website.
2. Enter your “login ID” and “temporary password” printed on the voting card, and click.
3. Register a new password.
4. Indicate your approval or disapproval by following the instructions on the screen.

Note that you can login to the website only once by using QR code®.

If you wish to redo your vote or exercise your voting rights without using QR code®, please refer to “Entering login ID and temporary password” on the right.

In case you need instructions for how to operate your personal computer/smartphone/mobile phone in order to exercise your voting rights via the Internet, please contact:

Mitsubishi UFJ Trust and Banking Corporation

Corporate Agency Department Help Desk

Tel: 0120-173-027 (Toll free only from Japan / Hours: 9:00 a.m. to 9:00 p.m. JST)

Institutional investors can utilize the electronic voting platform operated by ICJ, Inc.

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Election of Eight (8) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this meeting. In addition, Makoto Wakabayashi passed away on January 5, 2019 and consequently, retired from the position of Director as of the same day. In that regard, the Company proposes to elect eight (8) Directors (including two (2) Outside Directors).

The candidates for Director are as follows:

Candidate No.	Name	Position and Responsibility in the Company	
1	Shigeru Chiba	President & CEO	Reelection
2	Hiroshi Shibasaki	Executive Vice President & COO	Reelection
3	Masayuki Nabeya	Director (in charge of Sales of Vascular, Sales of New Products and Regulatory Affairs & Quality Assurance) and Executive Officer, General Manager of Regulatory Affairs & Quality Assurance Division	Reelection
4	Naohiro Hirano	Director (in charge of Business Administration and Human Resources) and Executive Officer	Reelection
5	Satoshi Miyamoto	Director (in charge of Finance & Accounting and Sales Administration) and Executive Officer, General Manager of Sales Administration Division	Reelection
6	Toshihiko Azuma	Executive Officer	New candidate
7	Mitsuharu Muramatsu	Outside Director	Reelection Outside Independent
8	Shigeharu Dogakinai	Outside Director	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

New candidate: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Independent officer defined by the stock exchange

Candidate No.			Number of Shares in the Company Owned	5,800 shares
1	Shigeru Chiba	Date of birth Oct. 8, 1958	Years served as Director	6 years
			Attendance of Board of Directors' Meetings	18 of 18

Reelection **Career Summary, Position and Responsibilities in the Company**

Apr. 1982	Joined NITTAN COMPANY, LIMITED
Apr. 1986	Joined Medtronic Japan Co., Ltd.
Feb. 1992	Joined Vitatron Japan Co., Ltd.
Sep. 1997	President and Representative Director, Vitatron Japan Co., Ltd.
May 1999	Joined Medtronic, Inc. (U.S.) and became Vitatron Asia Pacific General Manager (concurrent position)
May 2001	Joined Medtronic Xomed, Inc. (U.S.) and became Medtronic Xomed Asia Pacific General Manager
Apr. 2003	Joined ev3 Co., Ltd. and became President and Representative Director
Jan. 2004	Joined GETZ BROS. & CO., INC. (present Abbott Medical Japan Co., Ltd.) and became Vice President
Apr. 2006	Director, GETZ BROS. & CO., INC.
Apr. 2013	Joined the Company and became Vice President and Executive Officer
Jun. 2013	Executive Vice President & COO, the Company
Apr. 2015	President & CEO, the Company (incumbent)

Reasons for nomination as candidate for Director:

Mr. Shigeru Chiba has considerable management experience and extensive insight in the medical device industry, and has promoted the establishment of systems to ensure the effectiveness and fairness in the management of the Company as well as the execution of sustainable growth strategies for the Company as Vice President and then President since he joined the Company. The Company expects him to continue his supervision over the execution of business and contribute to further enhancing the corporate value of the Company; therefore, the Company appoints him as a candidate for Director.

Candidate No.		Number of Shares in the Company Owned	44,800 shares
2	Hiroshi Shibasaki	Date of birth	
		Apr. 23, 1965	Years served as Director
			9 years
		Attendance of Board of Directors' Meetings	18 of 18

Reelection	Career Summary, Position and Responsibilities in the Company		
	Aug. 1986	Joined Matsunaga Dental Clinic	
	Aug. 1991	Joined Herz Co., Ltd.	
	Dec. 1998	General Manager of Sales Division, Herz Co., Ltd.	
	Jan. 2003	Director, General Manager of Sales Headquarters, Herz Co., Ltd.	
	Feb. 2004	Became Director, General Manager of Herz Business of the Company upon merger between Herz Co., Ltd. and DVx Japan K.K.	
	Jun. 2007	Executive Officer, General Manager of Herz Business Headquarters, the Company	
	Apr. 2010	Executive Officer, General Manager of Sales Supervisory Headquarters, the Company	
	Jun. 2010	Director and Executive Officer, General Manager of Sales Supervisory Headquarters, the Company	
	Apr. 2012	Director (in charge of Sales), the Company	
	Apr. 2015	Director (in charge of Sales and Marketing) and Executive Officer, the Company	
	Apr. 2017	Director (in charge of Sales of Arrhythmia-related Products) and Executive Officer, the Company	
	Jun. 2017	Managing Director (in charge of Sales of Arrhythmia-related Products) and Executive Officer, the Company	
	Apr. 2018	Managing Director (in charge of Sales of Arrhythmia-related Products), the Company	
	Jun. 2018	Executive Vice President and Director (overall Sales management and in charge of Sales of Arrhythmia-related Products), the Company	
	Apr. 2019	Executive Vice President & COO, the Company (incumbent)	

Reasons for nomination as candidate for Director:

Mr. Hiroshi Shibasaki has been engaged mainly in the area of sales activities and has considerable experience and extensive insight gained in supervising the entire sales activities of the Company since he assumed the position of Director. He is currently supervising the overall management and promoting the business growth of the Company as Executive Vice President & COO. The Company expects him to continue his supervision over the execution of business and contribute to further enhancing the corporate value of the Company; therefore, the Company appoints him as a candidate for Director.

Candidate No.		Number of Shares in the Company Owned	49,200 shares
3	Masayuki Nabeya	Date of birth	
		Apr. 27, 1958	
		Years served as Director	8 years
		Attendance of Board of Directors' Meetings	18 of 18

Reelection **Career Summary, Position and Responsibilities in the Company**

Apr. 1985	Joined Novus Co., Ltd.
Oct. 1986	Joined Herz Co., Ltd.
Jun. 1995	Director, General Manager of Sales Division, Herz Co., Ltd.
Feb. 2004	Became Senior Managing Director, General Manager of Management Planning Division of the Company upon merger between Herz Co., Ltd. and DVx Japan K.K.
Apr. 2008	Senior Managing Executive Officer, General Manager of General Affairs and Human Resources Headquarters, the Company
Apr. 2010	Executive Officer, Shizuoka Special Project Leader, the Company
Jun. 2011	Director and Executive Officer, Shizuoka Special Project Leader, the Company
Apr. 2012	Director (in charge of Marketing and Regulatory Affairs & Quality Assurance), the Company
Jul. 2013	Director (in charge of Marketing and Regulatory Affairs & Quality Assurance) and Executive Officer, the Company
Apr. 2014	Director (in charge of Marketing, Regulatory Affairs & Quality Assurance and Technology) and Executive Officer, the Company
Apr. 2015	Director (in charge of Regulatory Affairs & Quality Assurance and Technology) and Executive Officer, the Company
Dec. 2015	Director (in charge of Regulatory Affairs & Quality Assurance and Technology) and Executive Officer, General Manager of Regulatory Affairs & Quality Assurance Division, the Company
Apr. 2016	Director (in charge of Regulatory Affairs & Quality Assurance and Technology) and Executive Officer, the Company
Apr. 2017	Director (in charge of Sales of Ischemia-related Products, Sales of New Products, Regulatory Affairs & Quality Assurance and Technology) and Executive Officer, the Company
Feb. 2018	Director (in charge of Sales of Ischemia-related Products, Sales of New Products, Regulatory Affairs & Quality Assurance and Technology) and Executive Officer, General Manager of Regulatory Affairs & Quality Assurance Division, the Company
Apr. 2019	Director (in charge of Sales of Vascular, Sales of New Products and Regulatory Affairs & Quality Assurance) and Executive Officer, General Manager of Regulatory Affairs & Quality Assurance Division, the Company (incumbent)

Reasons for nomination as candidate for Director:

Mr. Masayuki Nabeya has been engaged in a wide range of business areas, particularly in the Sales Division. After assuming the position of Director, he has been supervising the Marketing Division, the Regulatory Affairs & Quality Assurance Division, and the Technology Division, and gained his considerable experience and extensive insight in these areas. He is currently supervising the Sales Division of Vascular, the New Products Sales Division and the Regulatory Affairs & Quality Assurance Division, and promoting the strengthening of these divisions. The Company expects him to continue his supervision over the execution of business and contribute to further enhancing the corporate value of the Company; therefore, the Company appoints him as a candidate for Director.

Candidate No.			Number of Shares in the Company Owned	800 shares
4	Naohiro Hirano	Date of birth Jan. 16, 1967	Years served as Director	4 years
			Attendance of Board of Directors' Meetings	18 of 18

Reelection **Career Summary, Position and Responsibilities in the Company**

Apr. 1990	Joined The Daiwa Bank, Ltd. (present Resona Bank, Ltd.)
Nov. 1999	Joined FOREX Bank
Mar. 2002	Joined WIN INTERNATIONAL CO., LTD.
Nov. 2010	Joined the Company
Apr. 2011	General Manager of General Affairs and Human Resources Division, the Company
Apr. 2012	Executive Officer, General Manager of Business Administration Division, the Company
Jun. 2015	Director (in charge of Business Administration and Information Disclosure) and Executive Officer, General Manager of Business Administration Division, the Company
Apr. 2018	Director (in charge of Business Administration and Human Resources) and Executive Officer, the Company (incumbent)

Reasons for nomination as candidate for Director:

Mr. Naohiro Hirano has been supervising the divisions in charge of legal/compliance promotion, personnel/labor affairs, and general affairs/administration, and gained his considerable experience and extensive insight in these areas. After assuming the position of Director, he has been strengthening the organizational structure to ensure compliance with laws and regulations, urging strict adherence to timely and appropriate information disclosure and promoting efforts to ensure the Company has an appropriate human resource administration structure in his capacities as being in charge of Business Administration, Information Disclosure, and Human Resources. The Company expects him to continue his supervision over the execution of business and contribute to further enhancing the corporate value of the Company; therefore, the Company appoints him as a candidate for Director.

Candidate No.			Number of Shares in the Company Owned	– shares
5	Satoshi Miyamoto	Date of birth May 24, 1959	Years served as Director	1 year
			Attendance of Board of Directors' Meetings	15 of 15

Reelection **Career Summary, Position and Responsibilities in the Company**

Apr. 1983	Joined Nomura Securities Co., Ltd.
Aug. 2013	Joined the Company
Apr. 2014	General Manager of Internal Audit Division, the Company
Apr. 2018	Executive Officer, the Company
Jun. 2018	Director (in charge of Finance & Accounting and Sales Administration) and Executive Officer, the Company
Apr. 2019	Director (in charge of Finance & Accounting and Sales Administration) and Executive Officer, General Manager of Sales Administration Division, the Company (incumbent)

Reasons for nomination as candidate for Director:

Mr. Satoshi Miyamoto has been engaged in operational execution as General Manager of the Internal Audit Division and Executive Officer in charge of Finance & Accounting and Sales Administration and gained his considerable experience and extensive insight in these areas. After assuming the position of Director, he has been promoting efforts to ensure the Company has an appropriate finance & accounting structures in his capacities as being in charge of Finance & Accounting and Sales Administration. The Company expects him to continue his supervision over the execution of business and contribute to further enhancing the corporate value of the Company; therefore, the Company appoints him as a candidate for Director.

Candidate No.				
6	Toshihiko Azuma	Date of birth Feb. 13, 1966	Number of Shares in the Company Owned	37,300 shares

New candidate	Career Summary, Position and Responsibilities in the Company			
	Apr. 1989	Joined Circus, Ltd.		
	Sep. 1989	Joined ACROSS CO., LTD.		
	Jan. 1994	Joined Herz Co., Ltd. (present the Company)		
	Apr. 2006	General Manager of Sales Division No2 of Herz Business, the Company		
	Oct. 2007	General Manager of Herz West Sales Headquarters, the Company		
	Apr. 2009	Executive Officer, General Manager of Herz West Sales Headquarters, the Company		
	Apr. 2010	Executive Officer, General Manager of Herz West Sales Headquarters of Sales Supervisory Headquarters, the Company		
	Apr. 2012	Executive Officer, the Company (incumbent)		

Reasons for nomination as candidate for Director:

Mr. Toshihiko Azuma has mainly been involved with duties in the Sales Divisions since joining the Company, and as an Executive Officer his responsibilities have included overseeing Sales of Arrhythmia-related products, Ischemia-related products, and New Products, affording him considerable experience and extensive insight into sales in general. The Company expects him to use this experience and insight in supervision over the execution of business of the Sales Division and contribute to further enhancing the corporate value of the Company; therefore, the Company appoints him as a candidate for Director.

Candidate No.	Mitsuharu Muramatsu		Number of Shares in the Company Owned	– shares
7		Date of birth	Years served as Director	12 years
		Jan. 14, 1953		
			Attendance of Board of Directors' Meetings	18 of 18

Reelection	Career Summary, Position and Responsibilities in the Company			
Outside	Sep. 1978	Joined Arthur Young & Co.		
Independent	Sep. 1985	Director, Happy-Shokai Co., Ltd.		
	Sep. 1985	Founded Muramatsu C.P.A. Office and became Representative Partner (incumbent)		
	Mar. 1988	Representative Director, Happy-Shokai Co., Ltd. (incumbent)		
	Jun. 2007	Outside Director, the Company (incumbent)		
	Mar. 2015	Founded GLOVACC Co., Ltd. and became Representative Director (incumbent)		

Important Concurrent Positions:

Representative Partner, Muramatsu C.P.A. Office

Representative Director, Happy-Shokai Co., Ltd.

Representative Director, GLOVACC Co., Ltd

Reasons for nomination as candidate for Outside Director:

Mr. Mitsuharu Muramatsu has considerable experience and extensive insight as a certified public accountant and tax accountant. The Company expects him to supervise and monitor the business management of the Company based on such experience and insight, and appoints him as a candidate for Outside Director. He is directly involved in company management as the Representative Director of Happy-Shokai Co., Ltd. and GLOVACC Co., Ltd. Due to this, the Company judges he will appropriately fulfill his duties as an Outside Director.

Matters concerning Independence:

The Company has submitted notification to the Tokyo Stock Exchange that Mr. Mitsuharu Muramatsu has been appointed as an independent officer as provided for by the aforementioned Exchange. In addition to the requirements specified by the Exchange, the Company has established its own criteria for the independence of independent officers, taking into account their relationships with the Company, its officers, and major shareholders. He sufficiently satisfies such criteria.

Candidate No.			Number of Shares in the Company Owned	1,100 shares
8	Shigeharu Dogakinai	Date of birth May 11, 1949	Years served as Director	4 years
			Attendance of Board of Directors' Meetings	18 of 18

Reelection **Career Summary, Position and Responsibilities in the Company**

Outside	Apr. 1973	Joined The Mitsubishi Bank, Limited (present MUFG Bank, Ltd.)
Independent	May 2003	Joined TECHNO RYOWA LTD.
	Jun. 2003	Director, TECHNO RYOWA LTD.
	Jan. 2007	Managing Director, TECHNO RYOWA LTD.
	Apr. 2014	Senior Managing Director, TECHNO RYOWA LTD.
	Jun. 2015	Outside Director, Asante, Inc. (incumbent)
	Jun. 2015	Outside Director, the Company (incumbent)
	Jun. 2015	Senior Managing Director, TACHIKICHI CORP. (incumbent)

Important Concurrent Positions:

Outside Director, Asante, Inc.
Senior Managing Director, TACHIKICHI CORP.

Reasons for nomination as candidate for Outside Director:

Mr. Shigeharu Dogakinai has considerable experience and extensive insight. The Company expects him to provide advice and supervision based on such experience and insight in order to promote the sound and effective business management of the Company, and appoints him as a candidate for Outside Director. He is directly involved in company management as the Senior Managing Director of TACHIKICHI CORP. Due to this, the Company judges he will appropriately fulfill his duties as an Outside Director.

Matters concerning Independence:

The Company has submitted notification to the Tokyo Stock Exchange that Mr. Shigeharu Dogakinai has been appointed as an independent officer as provided for by the aforementioned Exchange. In addition to the requirements specified by the Exchange, the Company has established its own criteria for the independence of independent officers, taking into account their relationships with the Company, its officers, and major shareholders. He sufficiently satisfies such criteria.

- (Notes) 1. There is no special interest between any of the candidates and the Company.
2. Mitsuharu Muramatsu and Shigeharu Dogakinai are candidates for Outside Director.
3. Mitsuharu Muramatsu is currently an Outside Director of the Company, and at the conclusion of this meeting, his tenure will have been twelve (12) years.
4. Shigeharu Dogakinai is currently an Outside Director of the Company, and at the conclusion of this meeting, his tenure will have been four (4) years.
5. The Company has entered into an agreement with Mitsuharu Muramatsu and Shigeharu Dogakinai to limit their liability provided for in Article 423, paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. The maximum amount of the liability for damages shall be the higher of 3,000,000 yen, or the minimum liability amount as provided for in Article 425, paragraph 1 of the Companies Act. The Company intends to continue the limited liability agreement with Mitsuharu Muramatsu and Shigeharu Dogakinai if their reelection is approved.

Proposal No. 2: Payment of Retirement Benefits to a Retired Director

Makoto Wakabayashi retired from the position of Director as of January 5, 2019 due to his death. In recognition of the services he performed while in office, the Company will present retirement benefits within the extent permitted under the Company's prescribed criteria.

The amount, payment schedule, and payment method for the Director shall be entrusted to the Board of Directors.

The career summary of the retired Director is as follows:

Name	Career Summary	
Makoto Wakabayashi	Apr. 1986	Founded Herz Co., Ltd. and became President & CEO
	Feb. 2004	Became President & CEO of the Company upon merger between Herz Co., Ltd. and DVx Japan K.K.
	Apr. 2015	Chairman, the Company
	Jan. 2019	Retired due to death