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Securities Code 4483
June 6, 2022

To our shareholders

2-5-5 Shiba Daimon, Minato-ku, Tokyo
JMDC Inc.
President and CEO Yosuke Matsushima

Notice of the 9th 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 9th Annual General Meeting of Shareholders of JMDC Inc. (the "Company") will be held as follows. 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 as shown below, indicate your approval or disapproval of the proposals on the enclosed voting rights exercise form, and return the form to us so that it reaches us by no later than 6:00 p.m. on Monday, June 20, 2022 (JST).

1. Date and Time: Tuesday, June 21, 2022, 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 9th Fiscal Year (from April 1, 2021 to March 31, 2022), and report on the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee
2. Report on the Non-Consolidated Financial Statements for the 9th Fiscal Year (April 1, 2021 to March 31, 2022)

Matters to be Resolved

Proposal 1 Partial Amendment to the Articles of Incorporation
Proposal 2 Election of Four (4) Directors (excluding Directors who are Audit & Supervisory Board Members)
Proposal 3 Election of One (1) Substitute 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.

- If you attend the meeting in person, please submit the enclosed voting rights exercise form to the receptionist at the meeting.
  In the event of any revision to the reference documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements, or the Consolidated Financial Statements, the revised items will be posted on the Company's website on the Internet (address: https://www.jmdc.co.jp/en/).
- Due to concerns about the spread of COVID-19, we would like to ask you to exercise your voting rights in writing (by mail) in advance where possible. Shareholders attending the General Meeting of Shareholders are asked to confirm the status of the prevalence of infection and your own physical condition as of the date of the General Meeting of Shareholders, and to take preventive measures against infection such as wearing a mask. We plan to take measures to prevent infection at the venue of the General Meeting of Shareholders on the day of the meeting, and we ask for your understanding and cooperation.

Reference Documents for the General Meeting of Shareholders

Proposal 1 Partial Amendment to the Articles of Incorporation

1. Reason for the change

The amendment stipulated in the proviso of Article 1 of the Supplementary Provision of the "Act Partially Amending the Companies Act" (Law No. 70 of 2019) will come into effect on September 1, 2022, and the Company proposes to amend its Articles of Incorporation as follows to prepare for the introduction of the electronic provision system of materials for the General Meeting of Shareholders.

(1) Proposed Amendment to Article 14, Paragraph 1 is to stipulate that the Company will take measures to provide the content of the reference documents for the General Meeting of Shareholders, etc., electronically.

(2) Proposed amendment to Article 14, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the written documents to be delivered to shareholders who request delivery of written documents.

(3) The provision for Internet disclosure and deemed provision of reference documents for the General Meeting of Shareholders, etc. (Article 14 of the current Articles of Incorporation) shall be deleted as it is no longer necessary.

(4) In accordance with the above new establishment and deletion, Supplementary Provisions regarding the effective date, etc. shall be established.

2. Details of the change

Details of the change are as follows.

(Underlined sections are subject to change.)

Current Articles of Incorporation	Proposed Amendments
(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc.) Article 14 The Company may, at the time of convocation of the General Meeting of Shareholders, be deemed to have provided to its shareholders information pertaining to matters to be stated or indicated in the reference documents for the General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements, by disclosing such information via the Internet in accordance with the applicable ordinance of the Ministry of Justice.	<Delete>
<New Establishment>	(Measures for electronic provision of information, etc.) Article 14 1 The Company shall, at the time of convocation of the General Meeting of Shareholders, take measures to provide electronically the information contained in the reference documents for the General Meeting of Shareholders, etc.
	2 The Company may not include all or part of the matters to be provided electronically, which are stipulated by the ordinance of the Ministry of Justice, in the written documents to be delivered to shareholders who have requested delivery of written documents by the record date of the voting right.
Supplementary Provisions	Supplementary Provisions
<New Establishment>	(Transitional Measures Concerning Measures for Electronic Provision of Materials for General Meetings of Shareholders, etc.) Article 2 1 The amendments to Article 14 of the Articles of Incorporation shall take effect on September 1, 2022, the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the Supplementary Provision of the Act Partially Amending the Companies Act (Law No. 70 of 2019) (the "Enforcement Date"). 2 Regardless of the provisions of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders, etc.) shall remain in force with regard to the General Meetings of Shareholders to be held on a date within six months from the Enforcement Date. 3 This Article shall be deleted after six months from the Enforcement Date or three months from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.

Proposal 2　Election of Four (4) Directors (excluding Directors who are Audit & Supervisory Board Members)

The term of office of all (3) 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, in order to further strengthen the management structure, the Company proposes to increase the number of Outside Directors by one (1) and to elect four (4) 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) Reappointment	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. (currently Noritsu Koki Co., Ltd.) July 2012 Director of NS Partners Co. Ltd May 2013 Director of the Company June 2013 Executive Vice President and COO of Noritsu Koki Co., Ltd. October 2013 President of the Company October 2014 Resigned as President of the Company (Part-time Director) July 2015 Director of Doctor Net Inc. (to present) July 2015 Director of Health Data Platform Inc. (currently the Company) June 2016 Outside Director of PKSHA Technology Inc. July 2016 Director of Unike Software Research Co., Ltd. (to present) April 2018 President and CEO of the Company (to present) June 2018 Director of Medical Database Co., Ltd. (to present) April 2020 Director of NS Partners Co. Ltd (to present) November 2020 Director of Data Index Corporation (to present)	1,689,078 shares
	[Reasons for nomination] Since his appointment as a Director of the Company, Yosuke Matsushima has driven the enhancement of the corporate value of the Company's group through his strong leadership. With his extensive experience, track record, and insight in corporate management, we believe that he is an appropriate candidate for the realization of the Group's strategies and the sustainable growth of the Group in the future, 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
2	Yuta Yamamoto (December 14, 1982) Reappointment	April 2007 Joined Boston Consulting Group May 2013 Joined Noritsu Koki Co., Ltd., Head of COO Office May 2013 Director of the Company January 2014 Registered as an attorney-at-law Established Yamamoto Yuta Law Office, Representative (currently Yamamoto Law Office) (to present) June 2015 Director of Noritsu Koki Co., Ltd. June 2016 Director of Doctor Net Inc. April 2019 Executive Officer, Vice President, and CFO of the Company April 2019 Director of Unike Software Research Co., Ltd. (to present) June 2019 Director of Medical Database Co., Ltd. (to present) June 2019 Director of Doctor Net Inc. (to present) April 2020 Director of NS Partners Co. Ltd (to present) June 2020 Executive Vice President and CFO of the Company (to present) November 2020 Director of Data Index Corporation (to present)	1,438,450 shares
	[Reasons for nomination] Yuta Yamamoto has excellent business judgment skills based on his past business experience, and as CFO of the Company, he is responsible for the accounting and financial strategies of the Company's group and has a 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 sustainable 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
3	Jihyun Lee (February 28, 1967) Reappointment	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. (currently transcosmos Korea inc.) 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 Faculty of the Graduate School of Management, GLOBIS University June 2021 Outside Director of the Company (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 his experience as a human resources consultant and as a teacher. We continue to nominate her as a candidate for Outside Director as we expect him 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.		

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) New appointment	April 1990 Joined OMRON Corporation July 2003 General Manager of Corporate Strategy Department and General Manager of Public Relations and External Affairs Department of OMRON HEALTHCARE Co., Ltd. July 2006 Deputy General Manager of Omron Healthcare (China) Co., Ltd. April 2008 Vice President of Omron Healthcare, Inc. October 2011 Vice President of Omron Healthcare, Inc. and President of Omron Healthcare Brasil Indústria e Comércio de Produtos Médicos Ltda. 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. March 2017 General Manager, Corporate Strategy Department, Global Strategy Division of OMRON Corporation (to present) April 2018 Executive Officer of OMRON Corporation (to present) (Significant concurrent positions) Executive Officer of OMRON Corporation	–
	[Reasons for nomination and summary of expected roles] Seiji Takeda has experience as Executive of a listed company and as Manager in Japan and overseas, and has broad insight in the healthcare area. We have nominated him as a candidate for Outside Director based on our judgment that he would be able to appropriately perform his duties as Outside Director of the Company. If Seiji Takeda is elected, we expect him to contribute to the promotion of our global development as Outside Director, and to provide objective opinions and suggestions on management policies and strategies to enhance the corporate value of the Company's group.		

(Note)
1. There are no special interests between each candidate and the Company.
2. Seiji Takeda, a candidate for Director, is Executive Officer of OMRON Corporation. OMRON Corporation is a major shareholder and other affiliated company of the Company. The Company has entered into a capital and business alliance agreement with OMRON Corporation and plans to conduct transactions with the company in the future.
3. Jihyun Lee and Seiji Takeda are candidates for Outside Director.
4. Jihyun Lee is currently Outside Director of the Company. Her term of office as Outside Director will be one (1) year 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 Jihyun Lee to limit her 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 minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act, and if the reappointment of Jihyun Lee is approved, the Company plans to continue the said agreement with her. In addition, if the appointment of Seiji Takeda is approved, the Company plans to enter into the same liability limitation agreement with her.
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 17 of the Business Report. The candidates for reappointment among Directors, if their election is approved, will continue to be insured by such insurance policy after their election. Newly appointed candidates will be insured after their appointment. 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.

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

In preparation for a shortage in the number of Directors who are members of the Audit & Supervisory Board as stipulated by law, the Company proposes the election of one Substitute Director who is a member of the Audit & Supervisory Board, based on the report of the Nomination and Compensation Committee.
The Company has obtained the consent of the Audit & Supervisory Board with regard to the submission of this proposal.
The candidate for Substitute Director who is a member of the Audit & Supervisory Board is as follows.

Name (Date of birth)	Career summary (Significant concurrent positions)	Number of Company shares held
Masahiko Hara (January 11, 1960)	April 1982　Joined Mitsubishi Corporation June 2006　Director of Millennia Venture Partners, Inc. December 2016　Registered as an attorney (Kanagawa Bar Association) December 2017　Joined Hashimoto Law Office April 2019　Founded Hara Law Office, Representative (to present) April 2019　Legal Advisor of TNP Partners Corporation (to present) (Significant concurrent positions) Representative of Hara Law Office Legal Advisor of TNP Partners Corporation	–
[Reasons for nomination and summary of expected roles] Masahiko Hara has long been engaged in the finance and other administrative and corporate investment divisions of a general trading company, and has extensive business experience and expertise in corporate management, including providing support to many venture companies. In addition to his current activities as an attorney-at-law, he possesses professional knowledge and deep insight with qualifications as a certified tax accountant, etc. We expect him to provide objective opinions and appropriate advice from a neutral standpoint on the Company's management based on his wealth of experience and expertise, and therefore, we believe that he is an appropriate person to perform audits, etc. of the Company's business execution. If Masahiko Hara is appointed as Director who is a member of the Audit & Supervisory Board, he will be a member of the Nomination and Compensation Committee and will provide objective and neutral opinions on matters such as selection of the Company's management team and decisions on executive compensation.		

(Note)
1. There are no special interests between Masahiko Hara and the Company.
2. Masahiko Hara is a candidate for substitute Outside Director. He satisfies the requirements for an Independent Director as stipulated by the Tokyo Stock Exchange, and the Company intends to register him as an Independent Director with the Exchange upon his appointment as Director who is a member of the Audit & Supervisory Board.
3. In the event that Masahiko Hara assumes office as Director who is a member of the Audit & Supervisory Board, the Company plans to enter into an agreement to limit his 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 17 of the Business Report. If Masahiko Hara assumes office as Director a who is a member of the Audit & Supervisory Board, he will be insured under such insurance policy. The insurance policy is scheduled to be renewed with the same content at the next renewal.