



March 27, 2026

Company name	Japan Medical Dynamic Marketing, INC.
Name of representative	Toshiyuki Hironaka President and Representative Director (Securities code: 7600 ; Tokyo Stock Exchange Prime)
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## **Notice Regarding Transition to Company with Audit and Supervisory Committee, Change in Method of Public Notice, and Partial Amendments to the Articles of Incorporation**

Japan Medical Dynamic Marketing, INC. hereby announces that the Board of Directors resolved at its meeting held today to submit the following proposals to the Company's 54th Annual General Meeting of Shareholders scheduled for June 19, 2026: to transition from a "Company with a Board of Company Auditors" to a "Company with an Audit and Supervisory Committee"; to change the method of public notice to electronic notice; and to make partial amendments to the Articles of Incorporation necessary for these changes, as described below.

### 1. Reasons for Amendments to the Articles of Incorporation

#### (1) Purpose of Transition to Company with Audit and Supervisory Committee

Under our purpose of "contributing to improving patients' QOL" and with our management philosophy of "contributing to medical care through the development and sale of advanced medical devices," we have made strengthening corporate governance one of our top priorities in order to meet the expectations of all our stakeholders.

Based on this fundamental approach, we have strived to enhance corporate value through strengthening corporate governance within our current organizational structure by focusing on the monitoring function of the Board of Directors, reviewing the criteria for submission of proposals to the Board of Directors, and enhancing deliberations at the Board of Directors meetings, etc. However, to further enhance corporate value, we have decided to transition to a "Company with an Audit and Supervisory Committee".

Through this transition, we will further strengthen our ability to respond to changes in the external environment surrounding the medical device industry. By separating management oversight from business execution, we will enhance oversight functions and enable more rapid decision-making, thereby further increasing corporate value.

#### (2) Purpose of Change in Method of Public Notice

In light of the widespread use of the Internet, and in order to improve the convenience of viewing public notices and streamline public notice procedures, we will change our method of public notice from publication in the Nihon Keizai Shimbun to electronic public notice. Additionally, to stipulate measures for cases where electronic public notice is impossible due to unavoidable circumstances, we will amend Article 5 (Method of Public Notice) of the current Articles of Incorporation.

#### (3) Timing of Transition

We plan to transition to a Company with an Audit and Supervisory Committee and change the method of public notice upon obtaining approval for the necessary amendments to the Articles of Incorporation, etc. at

the 54th Annual General Meeting of Shareholders scheduled for June 19, 2026.

2. Partial Amendments to the Articles of Incorporation

(1) Purpose of Amendments to the Articles of Incorporation

- (i) In connection with the transition to a Company with an Audit and Supervisory Committee, we will establish new provisions regarding the Audit and Supervisory Committee and Directors who are Audit and Supervisory Committee Members, delete provisions regarding the Board of Company Auditors and Company Auditors, and make other necessary amendments.
- (ii) In connection with the change in the method of public notice, we will change the current Article 5 of the Articles of Incorporation to the amended Article 5 of the Articles of Incorporation.

(2) Details of Amendments to the Articles of Incorporation

The details of the amendments are as shown in the Attachment.

(3) Schedule of Amendments

Date of the General Meeting of Shareholders for the partial amendments to the Articles of Incorporation:

Scheduled for June 19, 2026 (Friday)

Effective date of the partial amendments to the Articles of Incorporation: Scheduled for June 19, 2026

(Friday)

**【Attachment】** Details of the amendments to the Articles of Incorporation (Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
Chapter I General Provisions	Chapter I General Provisions
Articles 1 to 3 (Omitted)	Articles 1 to 3 (Unchanged)
Article 4 (Organs) In addition to the General Meeting of Shareholders and Directors, the Company shall have the following organs: (1) Board of Directors (2) <u>Company Auditors</u> <del>(3) Board of Company Auditors</del> <del>(4) Financial Auditors</del>	Article 4. (Organs) In addition to the General Meeting of Shareholders and Directors, the Company shall have the following organs: (1) Board of Directors (2) <u>Audit and Supervisory Committee</u> <del>(3) Deleted</del> <del>(4) Financial Auditors</del>
Article 5 (Method of Public Notice) Public notices of the Company shall be <u>published in the Nihon Keizai Shimbun.</u>	Article 5 (Method of Public Notice) Public notices of the Company shall be <u>given by way of electronic public notice. However, if it is unable to give public notice by way of electronic public notice due to an accident or other unavoidable circumstances, public notices shall be published in the Nihon Keizai Shimbun.</u>
Chapter II Shares	Chapter II Shares
Articles 6 to 11 (Omitted)	Articles 6 to 11 (Unchanged)
Chapter III General Meeting of Shareholders	Chapter III General Meeting of Shareholders
Articles 12 to 18 (Omitted)	Articles 12 to 18 (Unchanged)
Chapter IV Directors and Board of Directors	Chapter IV Directors and Board of Directors
Article 19 (Number of Directors) The Company shall have no more than twelve (12) Directors. (Newly established)	Article 19 (Number of Directors) The Company shall have no more than twelve (12) Directors. <u>2</u> <u>Of the Directors set forth in the preceding paragraph, no more than five (5) shall be Directors who are Audit and Supervisory Committee Members.</u>
Article 20 (Method of Election) Directors shall be elected at a General Meeting of Shareholders. <u>2</u> (Newly established)	Article 20 (Method of Election) Directors shall be elected at a General Meeting of Shareholders. <u>2</u> <u>The election of Directors pursuant to the preceding paragraph shall be made by distinguishing Directors who are Audit and Supervisory Committee Members and other Directors.</u>
<u>2</u> A resolution for the election of Directors shall be adopted by a majority of the voting rights of shareholders present at a meeting where shareholders holding one-third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.	<u>3</u> A resolution for the election of Directors shall be adopted by a majority of the voting rights of shareholders present at a meeting where shareholders holding one-third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.

<p><u>3</u> No cumulative voting shall be used for a resolution for the election of Directors</p> <p>Article 21 (Term of Office) The term of office of Directors shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within one (1) year from the time of their election.</p> <p>2 (Newly established)</p> <p><u>2</u> The term of office of a Director elected to increase the number of Directors or fill a vacancy shall expire at the end of the term of office of the Directors in office.</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p><u>4</u> No cumulative voting shall be used for a resolution for the election of Directors.</p> <p>Article 21 (Term of Office) The term of office of Directors <u>who are not Audit and Supervisory Committee Members</u> shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within one (1) year from the time of their election.</p> <p><u>2</u> <u>The term of office of Directors who are Audit and Supervisory Committee Members shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within two (2) years from the time of their election.</u></p> <p><u>3</u> The term of office of a Director <u>who is not an Audit and Supervisory Committee Member</u> elected to increase the number of Directors or fill a vacancy shall expire at the end of the term of office of the Directors in office.</p> <p><u>4</u> <u>The term of office of a Director who is an Audit and Supervisory Committee Member elected to fill a vacancy shall expire at the end of the term of office of the Directors in office.</u></p> <p><u>5</u> <u>The effect of the election of a substitute Director who is an Audit and Supervisory Committee Member shall continue until the commencement of the Annual General Meeting of Shareholders two (2) years after the date of such election.</u></p>
<p>Article 22 (Representative Directors and Directors with Special Titles) The Board of Directors shall appoint Representative Directors by its resolution.</p> <p>2 The Board of Directors may, by its resolution, appoint one (1) President, and a small number of Senior Managing Directors, Managing Directors, and Senior Advisors.</p>	<p>Article 22 (Representative Directors and Directors with Special Titles) The Board of Directors shall, by its resolution, appoint Representative Directors from <u>among Directors who are not Audit and Supervisory Committee Members.</u></p> <p>2 The Board of Directors may, by its resolution, appoint one (1) President <u>from among Directors who are not Audit and Supervisory Committee Members.</u></p>
<p>Article 23 (Persons Authorized to Convene Meetings of the Board of Directors and Chairperson) Except as otherwise provided by laws and regulations, the President and Director shall convene and chair the meetings of the Board of Directors.</p> <p>2 In the event of a vacancy or accident in the position of the President and Director, another Director shall convene and chair the meeting of the Board of Directors in accordance with the order previously determined by the Board of Directors.</p> <p>(Newly established.)</p>	<p>Article 23 (Persons Authorized to Convene Meetings of the Board of Directors and Chairperson) <u>Meetings of the Board of Directors shall be convened and chaired by a person designated in advance by resolution of the Board of Directors.</u></p> <p>2 <u>In the event of that the person so designated in advance is vacant or is unable to perform his/her duties, another Director shall convene and chair the meeting of the Board of Directors in accordance with the order previously determined by the Board of Directors.</u></p> <p><u>3</u> <u>Notwithstanding the preceding two paragraphs, the Audit and Supervisory Committee Members appointed by the Audit and Supervisory Committee may convene the meetings of the Board of Directors.</u></p>
<p>Article 24 (Notice of Convocation of Meetings of the Board of Directors) Notice of convocation of a meeting of the Board of Directors shall be given to each Director <u>and each Company Auditor</u> at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.</p> <p>2 A meeting of the Board of Directors may be held without following the convocation procedures if all Directors and Company Auditors consent thereto.</p>	<p>Article 24 (Notice of Convocation of Meetings of the Board of Directors) Notice of convocation of a meeting of the Board of Directors shall be given to each Director at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.</p> <p>2 A meeting of the Board of Directors may be held without following the convocation procedures if all the Directors consent thereto.</p> <p>(Unchanged)</p>
<p>Article 25 (Omitted)</p>	<p>Article 25 (Minutes of the Board of Directors' Meetings)</p>
<p>Article 26 (Minutes of the Board of Directors' Meetings) The substance of proceedings at a meeting of the Board of Directors, the results thereof, and other matters stipulated by laws and regulations shall be entered or recorded in the minutes, and the Directors <u>and Company Auditors</u> present at the meeting shall affix their names and seals or electronic signatures thereto.</p>	<p>Article 26 The substance of proceedings at a meeting of the Board of Directors, the results thereof, and other matters stipulated by laws and regulations shall be entered or recorded in the minutes, and the Directors present at the meeting shall affix their names and seals or electronic signatures thereto.</p> <p>(Unchanged)</p>
<p>Article 27 (Omitted.)</p>	<p>Article 27 (Remuneration, etc.)</p>
<p>Article 28 (Remuneration, etc.)</p>	<p>Article 28 Remuneration, bonuses and other economic benefits received from</p>

	Remuneration, bonuses and other economic benefits received from the Company as compensation for the execution of duties by Directors (hereinafter referred to as "Remuneration, etc.") shall be determined by a resolution of a General Meeting of Shareholders. (Newly established)		the Company as compensation for the execution of duties by Directors (hereinafter referred to as "Remuneration, etc.") shall be determined by a resolution of a General Meeting of Shareholders. <u>The matters set forth in each item of Article 361, Paragraph (1) of the Companies Act must be determined by distinguishing Directors who are Audit and Supervisory Committee Members and other Directors.</u>
Article 29	(Omitted)		(Unchanged)
	Chapter V <u>Company Auditors and Board of Company Auditors</u>	Article 29	Chapter V Audit and Supervisory Committee
<u>Article 30</u>	(Number of Company Auditors) <u>The Company shall have no more than five (5) Company Auditors.</u> (Method of Election)		(Deleted)
<u>Article 31</u>	<u>Company Auditors shall be elected at a General Meeting of Shareholders.</u> <u>A resolution for the election of Company Auditors shall be adopted by a majority of the voting rights of the shareholders present at the meeting where the shareholders holding one-third (1/3) or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.</u> (Term of office)		(Deleted)
<u>Article 32</u>	<u>The term of office of Company Auditors shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within four (4) years from the time of their election.</u> <u>The term of office of a Company Auditor elected to fill a vacancy of a Company Auditor who retired before the expiration of his/her term of office shall expire at the end of the term of office of the retired Company Auditor.</u> (Full-Time Company Auditors)		(Deleted)
<u>Article 33</u>	<u>The Board of Company Auditors shall select a full-time Company Auditor by its resolution.</u> (Notice of Convocation of Meetings of the Board of Company Auditors)		(Notice of Convocation of Meetings of the Audit and Supervisory Committee)
<u>Article 34</u>	<u>Notice of convocation of a meeting of the Board of Company Auditors shall be given to each Company Auditor at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity.</u> <u>A meeting of the Board of Company Auditors may be held without following the convocation procedures if all the Auditors consent thereto.</u> (Method of Resolutions of Meetings of the Board of Company Auditors)	<u>Article 30</u>	<u>Notice of convocation of a meeting of the Audit and Supervisory Committee shall be given to each Audit and Supervisory Committee Member at least three (3) days prior to the date of the meeting. However, this period may be shortened in case of urgent necessity. A meeting of the Auditors and Supervisory Committee may be held without following the convocation procedures if all the Audit and Supervisory Committee Members consent thereto</u> (Method of Resolutions of Meetings of the Audit and Supervisory Committee)
<u>Article 35</u>	<u>Except as otherwise provided by laws and regulations, a resolution of a meeting of the Board of Company Auditors shall be adopted by a majority of the Company Auditors.</u>  (Minutes of the Board of Company Auditors' Meetings)	<u>Article 31</u>	<u>A resolution of a meeting of the Audit and Supervisory Committee shall be adopted by a majority of the Audit and Supervisory Committee Members present at the meeting where the majority of the Audit and Supervisory Committee Members entitled to participate in the vote are present.</u> (Minutes of the Audit and Supervisory Committee Meetings)
<u>Article 36</u>	<u>The substance of proceedings at a meeting of the Board of Company Auditor, the results thereof, and other matters stipulated by laws and regulations shall be entered or recorded in the minutes, and the Company Auditors present at the meeting shall affix their names and seals or electronic signatures thereto.</u>  (Rules of the Board of Company Auditors)	<u>Article 32</u>	<u>The substance of proceedings at a meeting of the Audit and Supervisory Committee, the results thereof, and other matters stipulated by laws and regulations shall be entered or recorded in the minutes, and the Audit and Supervisory Committee Members present shall affix their names and seals or electronic signatures thereto.</u> (Regulations of the Audit and Supervisory Committee)
<u>Article 37</u>	<u>Matters concerning the Board of Company Auditors shall be governed by the Rules of the Board of Company Auditors</u>	Article 33	<u>Matters concerning the Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee in</u>

<p>established by the Board of Company Auditors in addition to laws and regulations or these Articles of Incorporation.</p> <p>(Remuneration, etc.)</p> <p><u>Article 38</u> Remuneration, etc. of Company Auditors shall be determined by a resolution of a General Meeting of Shareholders.</p> <p>(Exemption of Liability of Outside Company Auditors)</p> <p><u>Article 39</u> The Company may enter into an agreement with an Outside Company Auditor to exempt such Outside Company Auditor from the liability under Article 423, Paragraph (1) of the Companies Act up to the amount stipulated by laws and regulations, provided that such Outside Company Auditor has acted in good faith and without gross negligent.</p> <p>Chapter VI Financial Auditors Articles 40 to 41 (Omitted)</p> <p>Chapter VII Accounting Articles 42 to 45 (Omitted)</p>	<p><u>addition to laws and regulations or these Articles of Incorporation.</u></p> <p>(Deleted)</p> <p>(Deleted)</p> <p>Chapter VI Financial Auditors <u>Articles 34 to 35 (Unchanged)</u></p> <p>Chapter VII Accounting <u>Articles 36 to 39 (Unchanged)</u></p> <p><u>With respect to the exemption of liability of Company Auditors (including those who were Company Auditors) and agreements limiting liability already entered into with Company Auditors for acts under Article 423, Paragraph (1) of the Companies Act prior to the conclusion of the Annual General Meeting of Shareholders for the business year ending March 31, 2026, the provisions of Article 39 of the Articles of Incorporation prior to amendment, which takes effect upon the conclusion of the said Annual General Meeting of Shareholders, shall remain applicable.</u></p> <p>(Supplementary Provisions )</p>
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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.