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(Stock Exchange Code 3360)  
June 10, 2020

**To Shareholders with Voting Rights:**

Kunihisa Furukawa, Chairman and CEO  
Hirotaka Ogawa, President and COO  
SHIP HEALTHCARE HOLDINGS, INC.  
20-8, Kasuga 3-chome, Suita-shi, Osaka

**NOTICE OF  
THE 28TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We are pleased to notify you that the 28th Annual General Meeting of Shareholders of SHIP HEALTHCARE HOLDINGS, INC. (the “Company”) will be held as described below.

Given the current situation where shareholders are strongly requested not to leave their homes, in order to prevent the spread of COVID-19 infection, shareholders are advised to exercise their voting rights in advance in writing or via the Internet, etc., and regardless of their health condition, refrain from attending in person on the day of this Annual General Meeting of Shareholders.

If you wish to exercise your voting rights in writing by submitting the Voting Rights Exercise Form or via the Internet without attending the meeting, please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:40 p.m. on Thursday, June 25, 2020, Japan time.

- 1. Date and Time:** Friday, June 26, 2020, at 10 a.m. Japan time (Reception opens at 9 a.m.)
- 2. Place:** Crystal Hall, Senri Hankyu Hotel West Bldg. 2F, located at 2-1-D-1 Shinsenri Higashimachi, Toyonaka-shi, Osaka, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company’s 28th Fiscal Year (April 1, 2019– March 31, 2020) and the results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
    2. Non-Consolidated Financial Statements for the Company’s 28th Fiscal Year (April 1, 2019– March 31, 2020)
  - Proposals to be resolved:**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Election of Twelve (12) Directors
- 4. Matters Regarding This Convocation Notice** In case you are unable to attend the meeting, one (1) shareholder with voting rights can represent you as a proxy at this meeting. However, a document that verifies the proxy right of the person representing you must be submitted.

◎ In order to prevent the spread of COVID-19 infection, those who are admitted to have a fever, those who seem unwell, those who have not been more than 14 days after returning from abroad, or those who are not wearing a mask, may be refused entry and asked to leave the venue. Those shareholders who have not been more than 14 days after returning from abroad are kindly requested to inform us at the reception desk.

◎ Please be informed that no souvenirs will be provided at this Annual General Meeting of Shareholders. We appreciate your understanding.

◎ If the venue or time, etc. of the General Meeting of Shareholders changes for unavoidable reasons, the changes will be promptly posted on the Company's website (<https://www.shiphd.co.jp/en/>). When attending the meeting, please check the Website in advance.

◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

◎ Institutional investors registered in the name of a trust and custody services bank, etc. (including a standing proxy), may use the "Voting Rights Electronic Exercise Platform" operated by ICJ Co., Ltd., as another electromagnetic method other than the use of the Internet for exercising voting rights at the General Shareholders Meeting of the Company, provided that the shareholder has already subscribed to use of the platform.

◎ Should any revisions occur to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements for the Company, the revisions will be posted on the Company's website (<https://www.shiphd.co.jp/en/>).

◎ Of the documents that the Company needs to provide along with this convocation notice, the Notes to the Consolidated Financial Statements and the Notes to the Non-Consolidated Financial Statements are posted on the website of the Company (<https://www.shiphd.co.jp/en/>) pursuant to laws and the provision of Article 16 of the Articles of Incorporation of the Company. Therefore, these matters are not included in the attached Reference Documents for the General Meeting of Shareholders. The Consolidated Financial Statements and the Non-Consolidated Financial Statements in the attached Reference Documents for the General Meeting of Shareholders are part of the Consolidated and Non-Consolidated Financial Statements that were audited by the Accounting Auditor to prepare an audit report.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Appropriation of Surplus

Regarding year-end dividends for the Company's 28th fiscal year, it is proposed to pay 75 yen per share, in consideration of its business results for the fiscal year under review, prospects for future business development and the status of internal reserves.

- (1) Type of dividend property:  
Cash
- (2) Allotment of dividend property to shareholders and the total amount:  
75 yen per share of common stock of the Company  
Total amount: 3,556,055,475 yen
- (3) Effective date of dividends from surplus:  
June 29, 2020

Proposal 2: Election of Twelve (12) Directors

The terms of office of all twelve (12) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of twelve (12) Directors is proposed.

The candidates are as follows:

No.	Name	Position at the Company	
1	Kunihisa Furukawa	Chairman and CEO	Reappointment
2	Kenzo Konishi	Vice Chairman	Reappointment
3	Hiroataka Ogawa	President and COO	Reappointment
4	Futoshi Ohashi	Executive Vice President	Reappointment
5	Koichi Okimoto	Director and Vice President	Reappointment
6	Hiroyuki Kobayashi	Executive Director	Reappointment
7	Hiroshi Yokoyama	Executive Director	Reappointment
8	Shoji Shimada		New appointment
9	Atsushi Umino	Executive Officer	New appointment
10	Seichiro Sano	Director	Reappointment Outside Independent
11	Toshio Imabeppu	Director	Reappointment Outside Independent
12	Fumiyo Ito	Director	Reappointment Outside Independent

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Kunihisa Furukawa (April 27, 1945)	<p>August 1992 Founder and President of SHIP Corporation (currently the Company)</p> <p>November 1992 President of GREEN HOSPITAL SUPPLY, INC. (Absorbed by the Company through a merger on March 31, 2002)</p> <p>June 2014 Chairman and CEO of the Company (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Chairman and CEO of GREEN HOSPITAL SUPPLY, INC.</li> <li>• Chairman of SEIKO MEDICAL, INC.</li> <li>• Chairman of Nisseichozai, Inc.</li> <li>• Chairman of GREEN PHARMACY Co., Ltd.</li> </ul>	1,236,800
<p>[Reasons for nominating the candidate for Director]</p> <p>Kunihisa Furukawa has been involved in the Company's management as founder and Chairman of the Company and possesses ample insight and extensive professional experience regarding the industry and overall corporate management. The Company reappoints Mr. Furukawa, expecting him to continue to help improve performance of the overall SHIP HEALTHCARE Group (the "Group"), ensure governance and lead further development of the Group.</p>			
2	Kenzo Konishi (July 9, 1957)	<p>April 1980 Joined Konishi Medical Instruments Co., Ltd.</p> <p>April 1991 Director of Konishi Medical Instruments Co., Ltd.</p> <p>August 1996 Managing Director of Konishi Medical Instruments Co., Ltd.</p> <p>October 1997 President of Konishi Medical Instruments Co., Ltd.</p> <p>August 2007 Chairman and Director of Konishi Medical Instruments Co., Ltd.</p> <p>September 2007 Representative Director and CEO of Konishi Kyowa Holding Corporation</p> <p>September 2010 Representative Director, CEO and COO of Konishi Kyowa Holding Corporation</p> <p>June 2016 Vice Chairman of the Company (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Chairman of Konishi Medical Instruments Co., Ltd.</li> <li>• Chairman of Kyowairiki Co., Ltd.</li> </ul>	796,000
<p>[Reasons for nominating the candidate for Director]</p> <p>Kenzo Konishi possesses extensive experience in managing Konishi Medical Instruments Co., Ltd., which has an approximately 70-year corporate history since establishment. He also has profound knowledge related to the industry and network. The Company reappoints Mr. Konishi, expecting him to utilize experience as Representative Director, CEO and COO of Konishi Kyowa Holding Corporation to continue to create synergies throughout the Group and lead further development of the Group.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
3	Hirotaka Ogawa (January 14, 1958)	November 1992    Joined GREEN HOSPITAL SUPPLY, INC. (Absorbed by the Company through a merger on March 31, 2002) Director of GREEN HOSPITAL SUPPLY, INC. January 1993    Joined SHIP Corporation (currently the Company) Director and General Manager, Consulting Services Department of SHIP Corporation April 2004       Executive Director and General Manager, Corporate Planning Office of the Company April 2008       Executive Director and General Manager, Administration Division of the Company April 2009       Executive Director, General Manager, Administration Division, and General Manager, Information System Department of the Company October 2009    Director and General Manager, Business Management Office of the Company June 2012       Executive Vice President, Director and General Manager, Business Management Office of the Company June 2014       President and COO of the Company (to present) [Significant concurrent positions] • President and COO of GREEN HOSPITAL SUPPLY, INC. • President of SHIP HEALTHCARE ESTATE, INC. • President of KITA OSAKA ESTATE, INC. • President of SHIP HEALTHCARE ESTATE EAST, INC.	331,500
[Reasons for nominating the candidate for Director] Hirotaka Ogawa has assumed various positions including General Manager, Corporate Planning Office; General Manager, Administration Division; General Manager, Information System Department; General Manager, Business Management Office; and Executive Vice President of the Company, and currently he is involved in the Company's management as President. Mr. Ogawa possesses ample insight and professional experience related to the industry and overall corporate management. The Company reappoints Mr. Ogawa, expecting him to continue to help improve the Group's performance and lead further development of the Group.			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
4	Futoshi Ohashi (May 10, 1964)	<p>June 1987      Joined F&amp;S UNI MANAGEMENT CO., LTD.  May 2000      Director of F&amp;S UNI MANAGEMENT CO., LTD.  May 2003      Representative Director and Senior Managing Executive Officer of F&amp;S UNI MANAGEMENT CO., LTD.  May 2006      President of F&amp;S UNI MANAGEMENT CO., LTD.  January 2007    Director of CENTRAL UNI CO., LTD.  October 2009    Director of the Company  June 2012      Executive Director and General Manager, Information Strategy Office of the Company  June 2014      Executive Vice President of the Company (to present)  June 2017      Chairman of F&amp;S UNI MANAGEMENT CO., LTD. (to present)</p> <p>[Significant concurrent positions]  • Chairman of F&amp;S UNI MANAGEMENT CO., LTD.  • President &amp; Representative Director of AKISHIMA INTERNATIONAL JUSTICE PFI</p>	600
		<p>[Reasons for nominating the candidate for Director]  Futoshi Ohashi possesses extensive knowledge related to intra-hospital logistics of medical consumables and information systems and a track record in corporate management. The Company reappoints Mr. Ohashi, expecting him to continue to lead further development by increasing the number of contracts, improving operations and creating synergies with other business departments.</p>	
5	Koichi Okimoto (September 13, 1957)	<p>January 1993    Director of SHIP Corporation (currently the Company)  January 1993    Director and General Manager, Chugoku Sales Department of GREEN HOSPITAL SUPPLY, INC. (Absorbed by the Company through a merger on March 31, 2002)  April 2004      Director, Managing Executive Officer and General Manager, Chugoku Business Department of the Company  April 2008      Managing Director and General Manager, Group Companies Control Department of the Company  October 2009    Director and General Manager, Group Companies Control Office of the Company  June 2014      Executive Director and General Manager, Group Companies Control Office of the Company  June 2016      Executive Vice President, Director and General Manager, Group Companies Control Office of the Company (to present)</p> <p>[Significant concurrent positions]  • President of Nisseichozai, Inc.  • Chairman of SHIP HEALTHCARE PHARMACY EAST CO., LTD.  • President of Green Life, Co., LTD.  • President of Green Life East Co., Ltd.  • President of SHIP HEALTHCARE FOOD, INC.</p>	281,500
		<p>[Reasons for nominating the candidate for Director]  Koichi Okimoto possesses ample experience and knowledge in ensuring the governance of and creating synergies among Group companies and launching new businesses. The Company reappoints Mr. Okimoto, expecting him to lead further development of the Group as it expands by ensuring governance and creating synergies.</p>	

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
6	Hiroyuki Kobayashi (June 21, 1957)	<p>May 1994      Joined GREEN HOSPITAL SUPPLY, INC. (Absorbed by the Company through a merger on March 31, 2002) General Manager, Medical System Department of GREEN HOSPITAL SUPPLY, INC.</p> <p>April 2002      Director and General Manager, Sales Division of the Company</p> <p>April 2003      Director, General Manager, Sales Division, and General Manager, Medical System Sales Department of the Company</p> <p>March 2004      Director, Managing Executive Officer, General Manager, Sales Division, and General Manager, Total Pack System Business Division of the Company</p> <p>April 2005      Director, Managing Executive Officer, General Manager, Sales Division, and General Manager, Metropolitan Area Business Department of the Company</p> <p>April 2008      Executive Director, General Manager, Sales Division, and General Manager, Tokyo Branch Office of the Company</p> <p>October 2009      Director of the Company</p> <p>June 2014      Executive Director of the Company (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• President of Osaka Advanced Medical Imaging Center</li> <li>• Executive Chairman of SHIP AICHI MEDICAL SERVICE, LTD.</li> </ul>	232,100
[Reasons for nominating the candidate for Director]			
Hiroyuki Kobayashi possesses ample experience in sales activities as General Manager of the Sales Division of the Company and has produced a track record in launching businesses overseas. The Company reappoints Mr. Kobayashi, expecting him to continue to lead the further development of the Group through global business expansion.			
7	Hiroshi Yokoyama (April 8, 1958)	<p>January 1993      Joined SHIP Corporation (currently the Company)</p> <p>June 1997      Director and General Manager, Osaka Sales Department, Medical Imaging Business Department of the Company</p> <p>April 2001      Joined FUJIFILM Medical Nishi Nihon Co., Ltd. (currently FUJIFILM Medical Co., Ltd.)</p> <p>September 2007      Joined the Company General Manager, Corporate Planning Office of the Company</p> <p>June 2008      Director and General Manager, Corporate Planning Office of the Company</p> <p>June 2014      Managing Director and General Manager, Corporate Planning Office of the Company</p> <p>June 2016      Managing Director and General Manager, Secretariat office of the Company</p> <p>June 2019      Executive Director and General Manager, Secretariat office of the Company (to present)</p> <p>[Significant concurrent position]</p> <ul style="list-style-type: none"> <li>• Representative Director of STK Co., Ltd.</li> </ul>	100,500
[Reasons for nominating the candidate for Director]			
Hiroshi Yokoyama possesses ample experience and knowledge in Group governance, investor relations and public relations, etc. as General Manager, Corporate Planning Office, and General Manager, Secretariat office of the Company. The Company reappoints Mr. Yokoyama, expecting him to continue to play a role as an open-minded contact point with external individuals and organizations as the Group achieves well-balanced growth.			



No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held	
8	* Shoji Shimada (January 23, 1958)	August 1997 January 2006 January 2014 November 2015 June 2017	Joined Konishi Medical Instruments Co., Ltd. Deputy General Manager, SPD Business Division of Konishi Medical Instruments Co., Ltd. General Manager, Medical Solution Business Division of Konishi Medical Instruments Co., Ltd. Executive Officer, General Manager, Medical Solution Business Division of Konishi Medical Instruments Co., Ltd. Director, General Manager, Medical Solution Business Division of Konishi Medical Instruments Co., Ltd. (to present)	—
		<p>[Reasons for nominating the candidate for Director] Shoji Shimada has been involved in work such as the starting up of the SPD Business at Konishi Medical Instruments Co., Ltd., and possesses extensive knowledge related to logistics management systems. The Company newly appoints Mr. Shimada as Director, expecting him to utilize his knowledge and experience for the Company's management to lead the further development of the Group by creating synergies throughout the Group.</p>		
9	* Atsushi Umino (October 23, 1964)	April 1983 April 2009 April 2011 April 2013 April 2015 May 2018 June 2019	Joined Sumitomo Bank (currently Sumitomo Mitsui Banking Corporation) General Manager, Hirakata Corporate Business Office of Sumitomo Mitsui Banking Corporation General Manager, Shin-Osaka Corporate Business Office of Sumitomo Mitsui Banking Corporation General Manager, Kyoto Corporate Business Office-2 of Sumitomo Mitsui Banking Corporation General Manager, Umeda Corporate Business Office-2 of Sumitomo Mitsui Banking Corporation Joined the Company Executive Officer of the Company (to present) Director of GREEN HOSPITAL SUPPLY, INC. (to present)	—
		<p>[Reasons for nominating the candidate for Director] Atsushi Umino possesses expertise and experience in finance and other areas that he has acquired as General Manager of Corporate Business Offices at Sumitomo Mitsui Banking Corporation. The Company newly appoints Mr. Umino as Director, expecting him to utilize his knowledge and experience for the Company's management to lead the further development of the Group by creating synergies throughout the Group.</p>		
10	Seiichiro Sano (November 20, 1952)	April 1977 April 2005 April 2007 June 2007 April 2011 June 2012 June 2016 June 2017	Joined SANYO Electric Co., Ltd. Executive Officer of SANYO Electric Co., Ltd. CEO of SANYO Electric Co., Ltd. President of SANYO Electric Co., Ltd. Senior Managing Executive Officer of Panasonic Corporation Senior Audit & Supervisory Board Member of Panasonic Corporation Advisor of Panasonic Corporation Director of the Company (to present)	—
		<p>[Reasons for nominating the candidate for Outside Director] Seiichiro Sano assumed various positions such as President of SANYO Electric Co., Ltd., and Senior Managing Executive Officer, Senior Audit &amp; Supervisory Board Member and Advisor of Panasonic Corporation and possesses profound insight and extensive experience in corporate management. The Company reappoints Mr. Sano as Outside Director, expecting him to utilize his knowledge and experience for the Company's management and participate in the Company's management from a fair and neutral standpoint.</p>		

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
11	Toshio Imabeppu (July 13, 1956)	<p>April 1981      Joined Ministry of Health and Welfare</p> <p>August 2002    Counsellor of Cabinet Secretariat</p> <p>July 2004      Director, Employees' Health Insurance Division of Ministry of Health, Labour and Welfare</p> <p>July 2008      Director, Accounts Division of Ministry of Health, Labour and Welfare</p> <p>July 2013      Director-General, Pharmaceutical and Food Safety Bureau of Ministry of Health, Labour and Welfare</p> <p>July 2014      Director-General, Statistics and Information Policy of Ministry of Health, Labour and Welfare</p> <p>October 2015   Retired from Director-General, Statistics and Information Policy of Ministry of Health, Labour and Welfare</p> <p>June 2016      Advisor of Sompo Risk Management Inc.</p> <p>June 2019      Director of the Company (to present)</p> <p>September 2019 Advisor, Headquarters, Nihon University (to present)</p>	—
<p>[Reasons for nominating the candidate for Outside Director]</p> <p>Toshio Imabeppu assumed various positions such as Director-General, Pharmaceutical and Food Safety Bureau, and Director-General, Statistics and Information Policy of Ministry of Health, Labour and Welfare, and possesses expertise and experience in social welfare, etc. The Company reappoints Mr. Imabeppu as Outside Director, expecting him to utilize his knowledge and experience for the Company's management and participate in the Company's management from a fair and neutral standpoint.</p>			
12	Fumiyo Ito (August 3, 1957)	<p>April 1979      Joined National Kyoto Hospital</p> <p>April 2006      Nursing Specialist, Kinki Group, Headquarters of National Hospital Organization</p> <p>April 2008      Senior Nursing Specialist, National Hospitals Division, Health Policy Bureau of Ministry of Health, Labour and Welfare</p> <p>April 2009      General Manager, Service Safety Section, Medical Department, Headquarters of National Hospital Organization</p> <p>April 2011      General Manager, Nursing Department of National Cerebral and Cardiovascular Center</p> <p>April 2016      General Manager, Nursing Department, Osaka Medical Center of National Hospital Organization</p> <p>March 2019     Retired from Osaka Medical Center of National Hospital Organization</p> <p>April 2019      Joined Rakuwakai Health Care System</p> <p>                    General Manager, Recruitment and Education Department, Headquarters of Rakuwakai</p> <p>June 2019      Director of the Company (to present)</p> <p>April 2020      General Manager, RAKUWAKAI TQM Support Center (to present)</p>	—
<p>[Reasons for nominating the candidate for Outside Director]</p> <p>Fumiyo Ito assumed various positions such as Senior Nursing Specialist, National Hospitals Division, Health Policy Bureau of Ministry of Health, Labour and Welfare, General Manager, Nursing Department of National Cerebral and Cardiovascular Center and General Manager, Nursing Department, Osaka Medical Center of National Hospital Organization, and possesses profound insight and extensive experience as a nursing manager. The Company reappoints Ms. Ito as Outside Director, expecting her to utilize her knowledge and experience for the Company's management and participate in the Company's management from a fair and neutral standpoint.</p>			

(Notes)

1. \* indicates a newly nominated candidate for Director.
2. There is no special interest between each candidate and the Company.
3. Seiichiro Sano, Toshio Imabeppu and Fumiyo Ito are candidates for Outside Director and Independent Officer, who has no risk of having a conflict of interest with general shareholders, as stipulated by Tokyo Stock Exchange, Inc.
4. Independence as Outside Director and liability limitation agreement with the Outside Directors
  - (1) Independence of the candidates for Outside Director

- 1) Seiichiro Sano's term of office as Outside Director of the Company will be three years at the conclusion of this Annual General Meeting of Shareholders. Terms of office of Toshio Imabeppu and Fumiyo Ito as Outside Director of the Company will be one year at the conclusion of this Annual General Meeting of Shareholders.
- 2) Neither Seiichiro Sano, Toshio Imabeppu nor Fumiyo Ito is in charge of business execution or an officer of specified related business entities of the Company and has not been so for the past five years.
- 3) Neither Seiichiro Sano, Toshio Imabeppu nor Fumiyo Ito plans to receive a large amount of money or other assets from the Company or specified related business entities of the Company nor has he/she received such for the past two years.
- 4) Neither Seiichiro Sano, Toshio Imabeppu nor Fumiyo Ito is the spouse, blood relative within the third degree of kinship or any equivalent person of a person in charge of business execution or officer of the Company or specified related business entities of the Company.
- 5) For the past two years, neither Seiichiro Sano, Toshio Imabeppu nor Fumiyo Ito has been a person in charge of business execution at a corporation of which the Company assumed rights and liabilities via a merger, an absorption-type company split, an incorporation-type company split or a business transfer right before such mergers, etc.

(2) Facts pertaining to the occurrence of the improper execution of duties while in office, preventive measures taken against and ways to deal with the same after their occurrence  
Not applicable

(3) Limited Liability Agreements with Outside Directors

In an attempt to secure capable personnel as Outside Directors, the Company specifies in the Articles of Incorporation that it can conclude agreements with Outside Directors to limit their liability for damages to a certain amount. In accordance with this provision, the Company concluded Limited Liability Agreements with Seiichiro Sano, Toshio Imabeppu, and Fumiyo Ito, candidates for Outside Director. If the reappointment of the candidates is approved at this Annual General Meeting of Shareholders, the Company intends to renew the said agreements with them.

An outline of the Agreement is as follows.

- In the event damages are incurred to the Company by negligence committed on the part of an Outside Director in the performance of duties, if the Outside Director has acted in good faith and is not grossly negligent in the performance of duties, the amount of liability shall be limited to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.