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Securities code: 4671  
May 31, 2024

To Our Shareholders:

Tadashi Yasuda, President Executive Officer  
**FALCO HOLDINGS Co., Ltd.**  
44-3, Shogoinrengezo-cho Sakyo-ku, Kyoto

### **Notice of the 37th Annual General Meeting of Shareholders**

Please take notice that the 37th Annual General Meeting of Shareholders of FALCO HOLDINGS Co., Ltd. (the “Company”) will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the following websites. Please access one of the following websites to review the information.

**[The Company’s website]**

<https://www.falco-hd.co.jp/stockholder/meeting.html> (in Japanese)

**[Website for posted informational materials for the general meeting of shareholders]**

<https://d.sokai.jp/4671/teiji/> (in Japanese)

**[TSE website (Listed Company Search)]**

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “FALCO HOLDINGS” in “Issue name (company name)” or the Company’s securities code “4671” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights via the internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights by 5:00 p.m. on Thursday, June 20, 2024 (Japan Standard Time).

- 1. Date and Time:** Friday, June 21, 2024 at 10:00 a.m. (Japan Standard Time)
- 2. Location:** MAIN BANQUET KACHO, 1F, THE THOUSAND KYOTO  
570 Higashi Shiokoji-cho Shimogyo-ku, Kyoto

**3. Purpose of the Meeting:**

**Matters to be reported:**

1. Business Report and Consolidated Financial Statements for the 37th Fiscal Year (from April 1, 2023 to March 31, 2024) and Audit Reports of the Financial Auditor and the Audit Committee on the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the 37th Fiscal Year (from April 1, 2023 to March 31, 2024)

**Matters to be resolved:**

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Six Directors (Excluding Directors Who Are Audit Committee Members)
- Proposal No. 3** Election of One Substitute Director Who Is an Audit Committee Member

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company recognizes that returning profits to shareholders is one of its key management issues. It is our basic policy with regard to shareholder returns to strive to secure a strong business foundation and improve return on shareholders' equity, and to provide appropriate returns of profit in accordance with enhancement of internal reserves, business performance and other factors while maintaining stable dividends. Based on this policy, we have set a consolidated dividend on equity (DOE) ratio target of 5% from the fiscal year ending March 31, 2025. After giving comprehensive consideration to the various circumstances as well as our financial position, we have decided to pay a year-end dividend of ¥35 per share as a special dividend in addition to the ordinary dividend of ¥40 per share, for a total of ¥75 per share for the current fiscal year, in order to achieve our target for shareholder returns (5% consolidated DOE ratio) at an early date. Combined with the previously provided interim dividend (¥40 per share), this will bring the annual dividend to ¥115 per share, representing an increase for the 12th consecutive year.

#### Year-end dividends

- (1) Type of dividend property  
To be paid in cash.
- (2) Allotment of dividend property to shareholders and their aggregate amount  
The Company will pay ¥75 per share of common share (ordinary dividend of ¥40 and special dividend of ¥35).  
In this event, the total dividends will be ¥800,459,700.
- (3) Effective date of dividends of surplus  
The effective date of dividends shall be June 24, 2024.

**Proposal No. 2** Election of Six Directors (Excluding Directors Who Are Audit Committee Members)

The terms of office of all six Directors (excluding Directors who are Audit Committee members; applicable to the rest of this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of six Directors.

The election of candidates for Director is carried out based on recommendations by the Nomination and Remuneration Committee, of which a majority of members are independent outside Directors.

In addition, the Audit Committee has expressed the opinion that all of the candidates are suitable for this proposal.

The candidates for Director are as follows:

Candidate No.	Name	Candidate attributes	Position in the Company	Attendance at Board of Directors meetings
1	Tadashi Yasuda	Reelection	President Executive Officer	16/16 (100%)
2	Nobumasa Matsubara	Reelection	Executive Vice President and Executive Officer	16/16 (100%)
3	Takafumi Fukui	Reelection	Director and Managing Executive Officer	16/16 (100%)
4	Yoichi Kawata	Reelection	Director and Managing Executive Officer	16/16 (100%)
5	Tetsuo Goda	Reelection	Director and Executive Officer	16/16 (100%)
6	Masaharu Takai	New election Outside Independent	–	–

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Tadashi Yasuda (August 9, 1958)  Reelection	<p>Feb. 1995      Joined FALCO biosystems Ltd. (currently the Company)</p> <p>Dec. 2005      Managing Director, General Manager of Corporate Planning Division, and General Manager of Business Development Division of the Company</p> <p>Jan. 2008      Senior Managing Director, and General Manager of Planning Management Division</p> <p>Mar. 2010      Senior Managing Director, General Manager of Strategy Business Office, and General Manager of Pharmacy Business Office</p> <p>June 2015      Executive Vice President, and General Manager of Strategy Business Office</p> <p>June 2017      President, and General Manager of Strategy Business Office</p> <p>Apr. 2019      President, and General Manager of Corporate Planning Office</p> <p>June 2021      President Chairman of FALCO Business Support Co., Ltd. (currently MediSage Co., Ltd.) (current position)</p> <p>June 2023      President Executive Officer of the Company (current position)</p>	42,600 shares
<p>Reasons for nomination as candidate for Director</p> <p>Since joining the Company, Tadashi Yasuda has had jurisdiction over accounting and corporate planning divisions and following his appointment as President in June 2017 and President Executive Officer in June 2023, he has demonstrated strong leadership and decision-making skills while overseeing the operations of the entire Group. Due to his experience and deep insight, the Company has again nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p data-bbox="331 775 544 831">Nobumasa Matsubara (February 19, 1959)</p> <p data-bbox="384 869 491 898">Reelection</p>	<p data-bbox="612 264 1166 320">Apr. 1989      Joined Kansai Medical Laboratories Ltd. (currently the Company)</p> <p data-bbox="612 331 1203 421">June 2015      Director, and General Manager of Pharmacy Business Office of the Company President of FALCO Pharmacies, Ltd.</p> <p data-bbox="612 432 1238 584">June 2017      Managing Director, General Manager of Pharmacy Business Office, General Manager of Business Development Division, and Deputy General Manager of Clinical Business Office of the Company</p> <p data-bbox="612 595 1206 685">June 2018      Managing Director, and General Manager of Pharmacy Business Office President of Tulip Drug Dispensary Co., Ltd.</p> <p data-bbox="612 696 1230 786">Apr. 2019      Representative Senior Managing Director, and General Manager of Pharmacy Business Office of the Company</p> <p data-bbox="612 797 1214 920">May 2019      Representative Senior Managing Director, General Manager of Clinical Business Office, and General Manager of Pharmacy Business Office President of FALCO biosystems Ltd.</p> <p data-bbox="612 954 1238 1144">June 2021      Representative Senior Managing Director, Assistant to President, General Manager of Management Office, and General Manager of Clinical Business Office of the Company Chairman of FALCO Pharmacies, Ltd. (current position) Chairman of Tulip Drug Dispensary Co., Ltd. President of FALCO Business Support Co., Ltd. (currently MediSage Co., Ltd.)</p> <p data-bbox="612 1245 1222 1335">June 2022      Executive Vice President of the Company Chairman of FALCO biosystems Ltd. (current position)</p> <p data-bbox="612 1346 1238 1402">June 2023      Executive Vice President and Executive Officer of the Company (current position)</p>	26,000 shares
<p data-bbox="272 1413 756 1442">Reasons for nomination as candidate for Director</p> <p data-bbox="272 1447 1430 1592">Since joining the Company, Nobumasa Matsubara has had jurisdiction over clinical sales, management, and dispensing pharmacy divisions and following his appointment as Executive Vice President in June 2022 and Executive Vice President and Executive Officer in June 2023, he has contributed to the Group's development by supervising the operations of the entire Group. Due to his experience and deep insight, the Company has again nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p style="text-align: center;">Takafumi Fukui (October 12, 1965)</p> <p style="text-align: center;">Reelection</p>	<p>Nov. 2002      Joined FALCO biosystems Ltd. (currently the Company)</p> <p>Apr. 2019      Head of Group Testing of Biomedical Department of FALCO biosystems Ltd. (Deputy General Manager)</p> <p>Apr. 2020      General Manager of Biomedical Business Department</p> <p>June 2021      Director, and Deputy General Manager of Clinical Business Office of the Company Director, and General Manager of Biomedical Business Department of FALCO biosystems Ltd.</p> <p>June 2022      Director, and General Manager of Genome Business Office of the Company Managing Director, and General Manager of Biomedical Business Department of FALCO biosystems Ltd.</p> <p>June 2023      Director and Managing Executive Officer, and General Manager of Genome Business Office of the Company Senior Managing Director, and General Manager of Biomedical Business Department of FALCO biosystems Ltd. (current position)</p> <p>Dec. 2023      Director and Managing Executive Officer, Corporate Planning Office, and General Manager of Genome Business Office of the Company (current position)</p>	7,300 shares
<p>Reasons for nomination as candidate for Director</p> <p>Since joining FALCO biosystems Ltd., Takafumi Fukui has had jurisdiction over the genetics business and following his appointment as Director and Managing Executive Officer, and General Manager of the Genome Business Office of the Company, as well as Senior Managing Director, and General Manager of the Biomedical Business Department of FALCO biosystems Ltd. in June 2023; and his concurrent appointment giving him jurisdiction over the Corporate Planning Office in December 2023, he has contributed to the development of the Group, particularly including the Group's genetics business. Due to his experience and deep insight, the Company has again nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	<p data-bbox="347 622 523 680">Yoichi Kawata (March 30, 1962)</p> <p data-bbox="379 719 491 741">Reelection</p>	<p data-bbox="611 264 1225 322">Nov. 1992      Joined FALCO biosystems Ltd. (currently the Company)</p> <p data-bbox="611 331 1225 421">July 2017      Executive Officer, and General Manager of Clinical Testing Department of FALCO biosystems Ltd.</p> <p data-bbox="611 430 1225 613">June 2018      Director, Deputy General Manager of Clinical Business Office, and Deputy General Manager of Business Development Office of the Company Director, and General Manager of Clinical Testing Division of FALCO biosystems Ltd.</p> <p data-bbox="611 622 1225 712">Apr. 2019      Director, Deputy General Manager of Clinical Business Office, and Deputy General Manager of Corporate Planning Office of the Company</p> <p data-bbox="611 721 1225 873">June 2021      Director, and Deputy General Manager of Clinical Business Office Managing Director, and General Manager of Clinical Testing Division of FALCO biosystems Ltd.</p> <p data-bbox="611 882 1225 1012">June 2022      Managing Director, and General Manager of Clinical Business Office of the Company President of FALCO biosystems Ltd. (current position)</p> <p data-bbox="611 1021 1225 1102">June 2023      Director and Managing Executive Officer, and General Manager of Clinical Business Office of the Company (current position)</p>	9,830 shares
<p data-bbox="272 1115 751 1137">Reasons for nomination as candidate for Director</p> <p data-bbox="272 1146 1433 1292">Since joining the Company, Yoichi Kawata has had jurisdiction over the clinical testing division and following his appointment as President of FALCO biosystems Ltd. in June 2022, and Director and Managing Executive Officer, and General Manager of the Clinical Business Office of the Company in June 2023, he has contributed to the development of the Group's clinical testing business. Due to his experience and deep insight, the Company has again nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Tetsuo Goda (February 26, 1966)  Reelection	<p>Apr. 2016      Joined FALCO biosystems Ltd.</p> <p>July 2017      Executive Officer, and General Manager of Clinical Sales Department of FALCO biosystems Ltd.</p> <p>July 2018      Managing Executive Officer, and General Manager of Clinical Sales Division</p> <p>Oct. 2018      Deputy General Manager of Clinical Business Office and Business Development Office of the Company (Administrative Officer)</p> <p>June 2019      Director, and Deputy General Manager of Clinical Business Office Director, and General Manager of Clinical Sales Division of FALCO biosystems Ltd.</p> <p>July 2020      Director, Deputy General Manager of Clinical Business Office, and Deputy General Manager of Corporate Planning Office of the Company</p> <p>June 2021      Director, General Manager of Business Development Office, and Deputy General Manager of Clinical Business Office Managing Director, and General Manager of Clinical Sales Division of FALCO biosystems Ltd.</p> <p>June 2022      Director, General Manager of ICT Business Office, and Deputy General Manager of Clinical Business Office of the Company Senior Managing Director of FALCO biosystems Ltd. (current position) President of FALCO Business Support Co., Ltd. (currently MediSage Co., Ltd.) (current position)</p> <p>June 2023      Director and Executive Officer, and General Manager of ICT Business Office of the Company (current position)</p>	6,600 shares
<p>Reasons for nomination as candidate for Director</p> <p>Since joining FALCO biosystems Ltd., Tetsuo Goda has had jurisdiction over the clinical sales division and following his appointment as Senior Managing Director of FALCO biosystems Ltd. in June 2022, he has contributed to the development of the Group's clinical testing business. Additionally, following his appointment to supervise the operations of the ICT business and as President of FALCO Business Support Co., Ltd. (currently MediSage Co., Ltd.) in June 2022, and as Director and Executive Officer, and General Manager of the ICT Business Office in June 2023, he has contributed to the development of the Group's ICT business. Due to his experience and deep insight, the Company has again nominated him as a candidate for Director.</p>			



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Masaharu Takai (May 1, 1965)  New election Outside Independent	Oct. 1993	0 shares
		Joined Kyoto Office of Chuo Audit Corporation (later MISUZU Audit Corporation)	
Apr. 1997	Registered as a certified public accountant		
July 2004	Partner of ChuoAoyama Audit Corporation (later MISUZU Audit Corporation)		
Mar. 2007	Partner of Kyoto Audit Corporation (currently PricewaterhouseCoopers Japan LLC)		
July 2019	Vice Chairman of the Japanese Institute of Certified Public Accountants Keiji Chapter (current position)		
July 2023	Established Masaharu Takai Certified Public Accountant Office, Representative (current position)		
<p>Reasons for nomination as candidate for outside Director and summary of expected roles</p> <p>Masaharu Takai has considerable knowledge, extensive experience, and deep insight on corporate accounting from his many years as a certified public accountant, and the Company has nominated him as a candidate for outside Director so that he will leverage these abilities in the management of the Company.</p> <p>Although he has never been involved in the management of a company in the past, the Company judges he will appropriately fulfill his duties in this role based on the above reasons.</p> <p>If elected, the Company expects that he will leverage his knowledge, as mentioned above, to supervise the execution of duties by directors and provide advice from an expert perspective, particularly concerning corporate accounting, and to contribute to and oversee matters such as the selection of candidates for director and other officers of the Company and the determination of officer remuneration from an objective and unbiased standpoint as a member of the Nomination and Remuneration Committee.</p>			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
  2. Masaharu Takai is a candidate for outside Director.
  3. If the election of Masaharu Takai is approved, the Company plans to enter into an agreement with him to limit his liability for damages in accordance with the Company's articles of incorporation and the provisions of Article 427, paragraph (1) of the Companies Act. The maximum amount of liability under this agreement will be five million yen, which is the scope of liability stipulated in said articles of incorporation, or the minimum liability amount provided for under laws and regulations, whichever is higher. However, this limit will be applicable only when the performance of duties giving rise to such liability is recognized to have been carried out in good faith and with no gross negligence.
  4. The Company has entered into a directors and officers liability insurance contract with an insurance company, stipulated in Article 430-3, paragraph (1) of the Companies Act. If an insured person, including directors of the Company, receives a claim for damages resulting from an action (or non-action) that is part of their duties as an officer of the Company, then the amount of damages and legal costs borne by the insured person in relation to this claim shall be covered by this contract. (However, there are certain exemptions, such as damages resulting from an action in which the insured person knowingly violated a law or regulation will not be covered.) If each candidate is elected as a director, they will become an insured person under said insurance contract. Furthermore, the Company plans to renew said insurance contract with the same content at the next time of renewal.
  5. Masaharu Takai satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and if his election is approved, the Company plans to designate him as an independent officer.

**Proposal No. 3** Election of One Substitute Director Who Is an Audit Committee Member

At the 36th Annual General Meeting of Shareholders held on June 23, 2023, Etsuko Nagashima was elected as a substitute Director who is an Audit Committee Member. However, to prepare for a contingency in which the Company does not have the number of directors who are Audit Committee Members required by laws and regulations, the Company proposes to elect one additional substitute Director who is an Audit Committee Member. If this proposal is approved, the order in which the two substitute Directors who are Audit Committee Members will assume office will be as follows: Etsuko Nagashima will assume office first, followed by Kinya Naito assuming office second.

If said substitute Directors who is an Audit Committee Member assumes office as Director who is an Audit Committee Member, his term of office will expire when the term of office of the retiring Director who is an Audit Committee Members expires.

The election of a substitute Director who is an Audit Committee Member is carried out based on recommendations by the Nomination and Remuneration Committee, of which a majority of members are independent outside Directors.

Said election of a substitute Director who is an Audit Committee Member can be nullified by resolution of the Board of Directors if the consent of the Audit Committee has been obtained, provided that it is before said substitute assumes office.

In addition, the consent of the Audit Committee has been obtained for this proposal.

The candidate for substitute director who is an Audit Committee member is as follows:

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Kinya Naito (November 24, 1955)	Apr. 1986 Registered as an attorney-at-law (joined Osaka Bar Association) Joined Kamakura Law Office Apr. 1990 Established Koderu & Naito Law Office Mar. 1999 Established Naito Law Office Feb. 2004 Established Mizuho Partners Law Office Apr. 2012 Vice-President of Osaka Bar Association Apr. 2014 Part-time Auditor of OSAKA UNIVERSITY June 2016 Outside Director of the Company (current position) Outside Auditor of Joshin Denki Co., Ltd. Mar. 2017 Member of Osaka City Development Review Board Committee Apr. 2017 Established Naito Law Office, Representative (current position) June 2017 Outside Director of Joshin Denki Co., Ltd. (current position) Apr. 2019 Personnel Observation Committee Member of Osaka Prefectural Government Jan. 2020 Chairman of Osaka City Development Review Board Committee	3,400 shares

Reasons for nomination as candidate for substitute outside Director who is an Audit Committee Member and summary of expected roles

As an attorney-at-law, Kinya Naito has thorough knowledge of corporate law, and following his appointment as an Outside Director of the Company in June 2016, he has carried out his duties appropriately. He also has experience as an outside director of other companies, and due to this abundant experience, specialist knowledge, and deep insight, the Company has nominated him as a candidate for substitute outside Director who is an Audit Committee Member.

Although he has never been involved in the management of a company in the past, except as an outside Director, the Company judges he will appropriately fulfill his duties as an outside Director who is an Audit Committee Member based on the above reasons. If he assumes office as an outside Director who is an Audit Committee Member, the Company expects that he will leverage his knowledge, as mentioned above, to supervise the execution of duties by directors and provide advice from an expert perspective, particularly concerning corporate law, and to contribute to and oversee matters such as the selection of candidates for director and other officers of the Company and the determination of officer remuneration from an objective and unbiased standpoint as a member of the Nomination and Remuneration Committee.

- Notes:
1. There is no special interest between Kinya Naito and the Company.
  2. Kinya Naito is a candidate for substitute outside Director who is an Audit Committee Member.

3. Kinya Naito is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been eight years.
4. The Company has entered into a limited liability agreement with Kinya Naito, pursuant to its articles of incorporation and the provisions of Article 427, paragraph (1) of the Companies Act. The maximum amount of liability under this agreement is five million yen, which is the scope of liability stipulated in the articles of incorporation, or the minimum liability amount provided for under laws and regulations, whichever is higher. However, this limit will be applicable only when the performance of duties giving rise to such liability is recognized to have been carried out in good faith and with no gross negligence. If appointed to serve as an outside Director who is an Audit Committee Member, the Company plans to conclude such a limited liability agreement with him.
5. The Company has entered into a directors and officers liability insurance contract with an insurance company, stipulated in Article 430-3, paragraph (1) of the Companies Act. If an insured person, including directors of the Company, receives a claim for damages resulting from an action (or non-action) that is part of their duties as an officer of the Company, then the amount of damages and legal costs borne by the insured person in relation to this claim shall be covered by this contract. (However, there are certain exemptions, such as damages resulting from an action in which the insured person knowingly violated a law or regulation will not be covered.) If Kinya Naito is appointed to serve as an outside Director who is an Audit Committee Member, he will become an insured person under said insurance contract.
6. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Kinya Naito has been designated as an independent officer. If he is appointed to serve as an outside Director who is an Audit Committee Member, the Company plans to designate him as an independent officer.

**(Reference)**

If Proposal No. 2 is approved as originally proposed, the structure of the Board of Directors and the major skills, experience, and knowledge of each Director shall be as indicated below.

	Management experience	Marketing	Understanding of medical industry	Understanding of ICT	Finance and accounting	Legal, governance and risk management
Tadashi Yasuda	●	●	●	●	●	●
Nobumasa Matsubara	●	●	●	●		●
Takafumi Fukui	●		●			
Yoichi Kawata	●		●			
Tetsuo Goda	●	●	●	●		
Masaharu Takai					●	
Masahiro Ida	●		●		●	●
Takehiko Katsuyama					●	
Keiko Kousaka						●