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Securities Code: 2374

Date of sending by postal mail: June 6, 2024

To our shareholders:

Kazutoshi Toma, CEO, President  
**SAINT-CARE HOLDING CORPORATION**  
2-8-7 Kyobashi, Chuo-ku, Tokyo

## Notice of the 42nd Annual General Meeting of Shareholders

We are pleased to announce the 42nd Annual General Meeting of Shareholders of SAINT-CARE HOLDING CORPORATION (the “Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (items subject to measures for electronic provision) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

<https://www.saint-care.com/> (in Japanese)

(From the above website, select “Investor Relations,” and then “General shareholders’ meeting.”)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/2374/teiji/> (in Japanese)

If you are unable to attend the general shareholders’ meeting, you may exercise your voting rights via the Internet or in writing (by mail). Please read the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by **6:00 p.m. on Wednesday, June 26, 2024 (JST)**.

On the day of the General Meeting of Shareholders, a live webcast of the meeting will be available on the Internet, so please consider viewing it.

- 1. Date and Time:** Thursday, June 27, 2024, at 10:00 a.m. (JST)
- 2. Venue:** TKP Garden City PREMIUM Kyobashi “Hall 22B,” 22F, Kyobashi Edogrand 2-2-1 Kyobashi, Chuo-ku, Tokyo
- 3. Purpose of the Meeting**

### **Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 42nd fiscal year (from April 1, 2023 to March 31, 2024) and results of audits by the Accounting Auditors and the Audit & Supervisory Board of the Consolidated Financial Statements
2. The Non-consolidated Financial Statements for the 42nd fiscal year (from April 1, 2023 to March 31, 2024)

### **Matters to be resolved:**

- Proposal No. 1** Appropriation of Surplus  
**Proposal No. 2** Amendment to the Articles of Incorporation  
**Proposal No. 3** Election of Nine Directors

#### 4. Information on Exercise of Voting Rights

Exercising Voting Rights via the Internet, Etc. Please review “Information About Exercising Your Voting Rights via the Internet, Etc.” (in Japanese only) and enter your approval or disapproval of the proposal by 6:00 p.m. on Wednesday, June 26, 2024 (JST).

Exercising Voting Rights in Writing Please indicate your vote of approval or disapproval of each proposal on the enclosed voting form, and return the completed voting form to the Company by 6:00 p.m. on Wednesday, June 26, 2024 (JST).

- ◎ Shareholders who have made a request for delivery of the documents will receive documents stating the items subject to measures for electronic provision. Certain details have not been included in these documents in accordance with laws, regulations and the Company’s Articles of Incorporation. Such details include “5. Status of Stock Acquisition Rights, Etc.,” “6. System to Ensure the Properness of Operations” and “7. Overview of Operational Status of System to Ensure the Properness of Operations” in the Business Report; “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements; and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements.

The Accounting Auditors and Audit & Supervisory Board Members have audited the relevant documents, including the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements, which are listed in the said documents.

- ◎ If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the aforementioned websites.

The Company’s website: <https://www.saint-care.com/> (in Japanese)

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1 Appropriation of Surplus

The Company considers it one of its significant policies to continue to increase dividends along with awareness of the dividend payout ratio while securing the internal reserves necessary to reinforce the management structure based on consolidated business performance, which is the result of the Group's management.

The Company has given consideration to the return of profit reflecting the business performance of the 42nd fiscal year, and it proposes to pay year-end dividends for the 42nd fiscal year as follows:

#### Year-end dividends

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥25 per common share of the Company.

In this event, the total dividends will be ¥617,977,125.

(3) Effective date of dividends of surplus

The effective date of dividends will be June 28, 2024.

#### [Reference] Trends in Dividend per Share and Consolidated Dividend Payout Ratio

	39th fiscal year (Ended March 2021)	40th fiscal year (Ended March 2022)	41st fiscal year (Ended March 2023)	42nd fiscal year (Ended March 2024)
Annual dividend (Yen)	16	20	24	25
Consolidated dividend payout ratio (%)	26.8	27.2	34.9	30.8

**Proposal No. 2**      Amendment to the Articles of Incorporation

1. Reasons for the proposal

- (1) The term of office of Directors will be changed from two years to one year in order to clarify their management responsibility, build a management structure that can respond quickly to changes in the business environment, and increase opportunities to win the confidence of shareholders.
- (2) To enable the implementation of flexible capital and dividend policies, the Company proposes the new establishment of Article 46 (Decision-making Body for Dividends of Surplus, Etc.) and Article 47 (Record Date of Dividends of Surplus) as stipulated in the proposed amendments, thereby enabling the dividends of surplus, etc. through resolutions of the Board of Directors in accordance with the provisions of Article 459, Paragraph 1 of the Companies Act. Additionally, to avoid redundancy, the current Article 8 (Acquisition of Treasury Shares), Article 47 (Year-end Dividends), and Article 48 (Interim Dividends) will be deleted. Consequently, there will be changes in the numbering due to the addition and deletion of articles.

2. Details of the proposed amendments

Details of the proposed amendments are as follows.

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Acquisition of Treasury Shares)</u>  <u>Article 8</u>  <u>In accordance with the provisions of Article 165, Paragraph 2 of the Companies Act, the Company may acquire treasury shares via market transaction, etc. by resolution of the Board of Directors.</u></p> <p><u>Article 9 - Article 20 (Omitted)</u>                      (Term of Office of Directors)</p> <p><u>Article 21</u>                      (i) The term of office of Directors shall be until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year ending within <u>two years</u> after their election.                      (ii) The term of office of Directors elected to increase the number or fill vacancies shall expire at the end of the term of office of the Directors currently in office.</p> <p><u>Article 22 - Article 46 (Omitted)</u>  <u>(Year-end Dividends)</u>  <u>Article 47</u>  <u>The Company shall, by resolution of the General Meeting of Shareholders, pay cash dividends of surplus (hereinafter referred to as “year-end dividends”) to the shareholders or registered share pledgees appearing or recorded in the final shareholder registry as of March 31 of each year.</u></p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>Article 8 - Article 19 (No change)</u>                      (Term of Office of Directors)</p> <p><u>Article 20</u>                      (i) The term of office of Directors shall be until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year ending within <u>one year</u> after their election.                      (ii) The term of office of Directors elected to increase the number or fill vacancies shall expire at the end of the term of office of the Directors currently in office.</p> <p><u>Article 21 - Article 45 (No change)</u></p> <p style="text-align: center;">(Deleted)</p> <p><u>(Decision-making Body for Dividends of Surplus, Etc.)</u>  <u>Article 46</u>  <u>The Company may determine the matters provided in each item of Article 459, Paragraph 1 of the Companies Act, including dividends of surplus, etc., by resolution of the Board of Directors, except as otherwise provided by laws and regulations.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">(Newly established)</p> <p><u>(Interim Dividends)</u>  <u>Article 48</u>  <u>The Company may, by resolution of the Board of Directors, pay dividends of surplus (hereinafter referred to as “interim dividends”) as stipulated in Article 454, Paragraph 5 of the Companies Act to the shareholders or registered share pledgees appearing or recorded in the final shareholder registry as of September 30 of each year.</u>  <u>Article 49 (Omitted)</u></p>	<p><u>(Record Date of Dividends of Surplus)</u>  <u>Article 47</u>  <u>(i) The record date for year-end dividends shall be March 31 of each year.</u>  <u>(ii) The record date for any interim dividends shall be September 30 of each year.</u>  <u>(iii) In addition to the dividends described in the preceding two paragraphs, the Company may provide dividends of surplus by setting a record date.</u></p> <p style="text-align: center;">(Deleted)</p> <p><u>Article 48 (No change)</u></p>

**Proposal No. 3** Election of Nine Directors



At the conclusion of this meeting, the terms of office of all 11 Directors will expire.


The Company proposes to reduce the number of Directors by two and elect nine Directors (including three outside Directors) to facilitate strategic and flexible decision-making by the Board of Directors.

The candidates for Director are as follows:


[Reference] List of candidates

Candidate No.	Name	Gender	Current position and responsibility in the Company	Candidate attributes
1	Yoshiharu Murakami	Male	Chairman	Reelection
2	Kazutoshi Toma	Male	CEO, President	Reelection
3	Ryoichi Tamura	Male	Senior Managing Director, General Manager of Quality Planning Division	Reelection
4	Hajime Takii	Male	Managing Director, General Manager of Administration Division	Reelection
5	Kunimasa Hamaoka	Male	Director, General Manager of Business Planning Division	Reelection
6	Makoto Tsuchiya	Male	Director, in charge of Corporate Planning Office	Reelection
7	Kimiaki Yamaguchi	Male	Outside Director	Reelection Outside Independent
8	Norika Yuasa	Female	Outside Director	Reelection Outside Independent
9	Tomoya Shiraishi	Male	Outside Director	Reelection Outside Independent

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
1	<p>Yoshiharu Murakami (August 14, 1953)</p>  <p><u>Reelection</u></p>	<p>Mar. 1983 CEO, President of the Company at the time of its founding</p> <p>Feb. 1996 Representative Director of Murakami Planning Co., Ltd. at the time of its founding (current position)</p> <p>Apr. 2007 Chairman of the Company</p> <p>Feb. 2008 Chairman and CEO, President</p> <p>May 2010 Outside Director of ECONECOL HOLDINGS Inc. (currently ENVIPRO HOLDINGS Inc.)</p> <p>Apr. 2012 Chairman of the Company (current position)</p> <p>Dec. 2021 Outside Director of Takayoshi, Inc. (currently Takayoshi Holdings, Inc.) (current position)</p> <p>Nov. 2022 Representative Director of 3 CARE Holdings Co., Ltd. (current position)</p>	<p>Common shares: 2,807,710 shares</p>
		<p>Reasons for nomination as candidate for Director</p> <p>Yoshiharu Murakami has been managing the Group for many years since the establishment of the Company in 1983 with the ideal of creating a welfare society. The Company judges that he represents the philosophy of the Group and is essential to the sustainable enhancement of corporate value, and therefore nominates him for continued service as Director.</p>	
2	<p>Kazutoshi Toma (August 26, 1972)</p>  <p><u>Reelection</u></p>	<p>Apr. 1997 Joined the Company</p> <p>Oct. 2006 CEO, President of SAINT-CARE TOKYO CORPORATION</p> <p>July 2014 CEO, President of SAINT-CARE CHIBA CORPORATION</p> <p>Mar. 2017 Executive Officer, Deputy General Manager of Business Support Division of the Company</p> <p>June 2018 Director, Deputy General Manager of Business Support Division</p> <p>July 2018 Director, General Manager of Business Support Division</p> <p>Apr. 2020 CEO, President (current position)</p>	<p>Common shares: 31,897 shares</p>
		<p>Reasons for nomination as candidate for Director</p> <p>After serving as Representative Director at the Company's long-term care subsidiaries, Kazutoshi Toma was appointed as the Company's Executive Officer in 2017 and Director in 2018, and he implemented a wide range of measures for the execution of business of the entire group. He was appointed President in April 2020, and the Company judges that he is essential to the sustainable enhancement of corporate value of the Group for the future, and therefore nominates him for continued service as Director.</p>	


Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
3	<p>Ryoichi Tamura (September 7, 1953)</p>  <p>Reelection</p>	<p>Apr. 1976    Joined Chikura Town Hall</p> <p>Apr. 1996    Joined the Company</p> <p>Apr. 2002    General Manager of Health Care Department</p> <p>June 2002    Director, General Manager of Health Care Department</p> <p>June 2008    Managing Director, General Manager of Health Care Department</p> <p>Apr. 2011    Managing Director, General Manager of Business Support Division and General Manager of Quality Control Department</p> <p>Apr. 2013    Managing Director, General Manager of Quality Planning Division and General Manager of Quality Control Department</p> <p>Apr. 2014    Managing Director, General Manager of Quality Planning Division</p> <p>Oct. 2015    Managing Director, General Manager of Business Support Division</p> <p>July 2018    Managing Director, General Manager of Quality Planning Division and General Manager of Community Comprehensive Care Promotion Office</p> <p>June 2020    Senior Managing Director, General Manager of Quality Planning Division (current position)</p> <p>Reasons for nomination as candidate for Director</p> <p>Ryoichi Tamura has used his experience while in charge of the business department and utilized his high sense of insight into the long-term care insurance system to contribute to management since his appointment as Director in 2002. The Company judges that he is essential to the sustainable enhancement of corporate value of the Group, and therefore nominates him for continued service as Director.</p>	<p>Common shares: 78,500 shares</p>





Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
4	<p>Hajime Takii (January 1, 1966)</p>  <p><u>Reelection</u></p>	<p>Apr. 1988    Joined Wakita &amp; Co., LTD.</p> <p>Oct. 1989    Joined Akane Securities Corporation (currently Monex, Inc.)</p> <p>Jan. 1996    Joined the Company</p> <p>Apr. 2002    General Manager of Health Care Department, Chiba</p> <p>Oct. 2006    CEO, President of SAINT-CARE CHIBA CORPORATION</p> <p>Jan. 2009    General Manager of Corporate Planning Department of the Company</p> <p>July 2009    Executive Officer, General Manager of Corporate Planning Department</p> <p>June 2012    Director, General Manager of Corporate Planning Division and General Manager of Corporate Planning Department</p> <p>Apr. 2014    Director, General Manager of Administration Division</p> <p>Apr. 2015    Director, General Manager of Administration Division and General Manager of Legal Review Office</p> <p>June 2020    Managing Director, General Manager of Administration Division (current position)</p> <p>Reasons for nomination as candidate for Director</p> <p>Since his appointment as Director in 2012, Hajime Takii has supervised the Corporate Planning Department and Administration Department and has worked on strengthening the managing system of the Group to contribute to management. The Company judges that he is essential to the sustainable enhancement of corporate value of the Group, and therefore nominates him for continued service as Director.</p>	<p>Common shares: 51,228 shares</p>

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
5	<p>Kunimasa Hamaoka (April 5, 1966)</p>  <p><u>Reelection</u></p>	<p>Apr. 2014 Business Development Director and Professional Service Senior Manager of Myriad Japan Inc.</p> <p>Apr. 2017 Joined the Company. General Manager of Business Development Department, Business Planning Division of the Company</p> <p>July 2018 Executive Officer, Deputy General Manager of Business Planning Division and General Manager of Business Development Department</p> <p>Apr. 2019 Chairman and CEO, President of Care Design Institute Inc.</p> <p>Apr. 2019 Executive Officer, General Manager of Business Planning Division and General Manager of Business Development Department of the Company</p> <p>Apr. 2020 Executive Officer, General Manager of Business Planning Division and General Manager of Group ICT Management Department</p> <p>June 2020 Director, General Manager of Business Planning Division and General Manager of Group ICT Management Department</p> <p>June 2020 CEO, President of Care Design Institute Inc. (current position)</p> <p>July 2021 Director, General Manager of Business Planning Division of the Company (current position)</p> <p>Reasons for nomination as candidate for Director</p> <p>As part of the Business Planning Division, Kunimasa Hamaoka has been involved in the promotion of new business in the Group and has been responsible for the department overseeing and promoting ICT for all operations of the Group since April 2020. The Company judges that he is essential to the sustainable enhancement of corporate value of the Group, and therefore nominates him for continued service as Director.</p>	<p>Common shares: 6,471 shares</p>

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
6	<p>Makoto Tsuchiya (August 24, 1962)</p>  <p>Reelection</p>	<p>Apr. 2006 Representative Director of Relo Holdings, Inc. (currently Relo Group, Inc.)</p> <p>June 2011 Representative Director of UNION CITY SERVICE CO., LTD.</p> <p>June 2011 Representative Director of Union mediate Corporation</p> <p>June 2018 Chairman and CEO of Care Design Institute Inc.</p> <p>Oct. 2019 Joined the Company. Executive Officer, Deputy General Manager of Administration Division of the Company</p> <p>June 2020 Director, in charge of Corporate Planning Office</p> <p>July 2021 Director, General Manager of Corporate Planning Office</p> <p>Apr. 2022 Director, in charge of Corporate Planning Office (current position)</p> <p>Reasons for nomination as candidate for Director</p> <p>Makoto Tsuchiya has a wide range of experience and knowledge as a business owner, and since his appointment as Director in June 2020, he has supervised the Corporate Planning Department and has worked hard on strengthening the managing system of the Group. The Company judges that he is essential to the sustainable enhancement of corporate value of the Group, and therefore nominates him for continued service as Director.</p>	<p>Common shares: 7,790 shares</p>

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
7	<p>Kimiaki Yamaguchi (March 30, 1950)</p>  <p>Reelection</p> <p>Outside</p> <p>Independent</p>	<p>Apr. 1973    Joined The Dai-ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>Aug. 1991    General Manager of Investment Bank Division, Tokyo Branch, Kidder Peabody &amp; Co.</p> <p>Feb. 1995    General Manager of Investment Bank Division, Tokyo Branch, Morgan Grenfell Japan Ltd.</p> <p>June 2003    Senior Managing Director, in charge of Business and Customer Development at GE Consumer Finance K.K. (currently Shinsei Financial Co., Ltd.)</p> <p>Feb. 2005    Representative Director and Senior Managing Director, Chief Sales Officer at APLUS Co., Ltd.</p> <p>June 2011    Representative Executive Officer and Vice President at The Tokyo Star Bank, Limited</p> <p>Feb. 2016    Special Advisor at American Express International, Inc.</p> <p>June 2016    Director of Accordia Golf Co., Ltd.</p> <p>June 2016    Outside Director of the Company (current position)</p> <p>July 2016    Director of Planning and Development at Toyoko Inn Co., Ltd.</p> <p>June 2020    Director and Chairman of One Asia Securities Co., Ltd.</p> <p>June 2020    Director and Chairman of GLOME Holdings, Inc. (currently Director)</p>	<p>Common shares: 5,300 shares</p>
		<p>Reasons for nomination as candidate for outside Director and summary of expected role</p> <p>Kimiaki Yamaguchi has used his long-term experience in finance and high level of insight into management to provide useful advice and opinions on the Group's management, contributing to the adequacy and appropriateness of decisions by the Board of Directors. He also serves as chair of the Governance Committee (reorganized as the Sustainability Committee in February 2024), providing supervision and support related to the Company's management issues, including improving governance. The Company nominates him for continued service as outside Director because we expect his continued contribution in the above areas.</p>	

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
8	<p data-bbox="331 398 512 465">Norika Yuasa (August 18, 1974)</p>  <p data-bbox="363 745 475 779">Reelection</p> <p data-bbox="379 819 459 853">Outside</p> <p data-bbox="357 891 481 925">Independent</p>	<p data-bbox="579 286 1233 689"> Sept. 2003 Registered as an attorney at law  Aug. 2011 Registered as an attorney at law in New York State  Sept. 2017 Lecturer of Waseda Law School  Jan. 2019 Partner of Miura &amp; Partners (current position)  June 2019 Director (External) of KOSÉ Corporation (current position)  June 2021 Outside Audit &amp; Supervisory Board Member of TOKYO ELECTRON DEVICE LIMITED (current position)  June 2021 Outside Director of the Company (current position) </p> <p data-bbox="579 707 1445 1032"> Reasons for nomination as candidate for outside Director and summary of expected role  Norika Yuasa has a wealth of knowledge and experience as a lawyer, and has provided appropriate suggestions and advice on the Company's corporate governance system and management from the perspective of strengthening the supervisory and decision-making functions of the Board of Directors. In addition, as the chair of the Remuneration Committee, she has contributed to enhancing the transparency of the remuneration process for Directors. She has never been involved in management except as an outside Director. However, the Company nominates her for continued service as outside Director because we expect her continued contribution in those areas. </p>	<p data-bbox="1283 461 1449 528">Common shares: 0 shares</p>

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
9	<p>Tomoya Shiraishi (October 2, 1963)</p>  <p>Reelection</p> <p>Outside</p> <p>Independent</p>	<p>Apr. 1986      Joined Japan Associated Finance Co., Ltd. (currently JAFCO Group Co., Ltd.)</p> <p>Dec. 1998      General Manager of Business Investment Department II of Business Investment Division</p> <p>Apr. 2000      General Manager of Business Investment Division</p> <p>July 2005      Representative Director of Permira Advisers KK</p> <p>Nov. 2012      Representative Director of Social Investment Partners</p> <p>Apr. 2014      Representative Director of Phronesis Partners Co., Ltd. (current position)</p> <p>June 2021      Outside Director of the Company (current position)</p> <p>Sep. 2023      Outside Director of ENVIPRO HOLDINGS Inc. (current position)</p> <p>Reasons for nomination as candidate for outside Director and summary of expected role</p> <p>Tomoya Shiraishi has experience in corporate management and has been involved in management support through private equity funds. He has provided supervision and advice to Directors for the execution of duties from his expert perspective on strengthening the Company's governance structure and business strategies based on his broad experience and high level of insight. In addition, as a member of the Governance Committee (reorganized as the Sustainability Committee in February 2024), the Nominating Committee, and the Remuneration Committee, he provides appropriate and useful advice and suggestions from an objective and expert perspective. The Company nominates him for continued service as outside Director because we expect his continued contribution in the above areas.</p>	Common shares: 0 shares

- Notes:
1. Norika Yuasa is a partner of Miura & Partners, which has dealings with the Company in disputes and labor matters. In the fiscal year ended March 31, 2024, the transaction amount was ¥7 million, which is within the Company's criteria for determining independence. There is no special interest between any of the other candidates and the Company.
  2. Kimiaki Yamaguchi, Norika Yuasa and Tomoya Shiraishi are candidates for outside Director. The Company has submitted notification to the Tokyo Stock Exchange that each candidate has been designated as an independent officer as provided for by the aforementioned exchange.
  3. Kimiaki Yamaguchi is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been eight years. Norika Yuasa and Tomoya Shiraishi are currently outside Directors of the Company, and at the conclusion of this meeting, their tenure will have been three years.
  4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Kimiaki Yamaguchi, Norika Yuasa and Tomoya Shiraishi to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under these agreements is the amount provided for by Article 425, paragraph (1) of the same Act. If the reelection of each candidate is approved under this proposal, the Company plans to renew these agreements with them.
  5. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. Details of this insurance policy are summarized in the Business Report (in Japanese only). If the election of each candidate for Director is approved, they will be included as the insured under the said insurance policy.
  6. The name of Norika Yuasa in the family register is Norika Kunii.
  7. The number of the Company's shares owned by each candidate for Director is current as of March 31, 2024.

**Reference**

**Skill Matrix (Experience and Skills)**

	Name	Attribute	Corporate management	Long-term care, welfare and medical care	Quality of service	IT	Finance and financial accounting	Risk management	International experience
Director	Yoshiharu Murakami		✓	✓	✓			✓	
	Kazutoshi Toma		✓	✓	✓			✓	
	Ryoichi Tamura			✓	✓			✓	
	Hajime Takii			✓	✓		✓	✓	
	Kunimasa Hamaoka		✓			✓			✓
	Makoto Tsuchiya		✓				✓		
	Kimiaki Yamaguchi	Outside / independent	✓				✓	✓	✓
	Norika Yuasa	Outside / independent						✓	✓
	Tomoya Shiraishi	Outside / independent	✓			✓	✓	✓	✓
Audit & Supervisory Board Member	Kazuaki Shimada	Outside / independent	✓	✓				✓	
	Noboru Saito	Outside / independent						✓	
	Tetsuo Shirakura	Outside / independent						✓	
	Shuichi Ikeya	Outside / independent					✓	✓	

## Criteria for determining independence of outside officers

Assuming the criteria for independence set forth by the Tokyo Stock Exchange are met, the Company determines independence from the standpoint of whether or not the officer can provide useful monitoring of the Company's business from an independent perspective.

- (i) Not a major business partner of the Company (defined as those who received payments from the Group equivalent to 2% or more of their consolidated revenue in the most recent fiscal year) or a person who executes the business thereof
- (ii) Not a major business partner of the Company (defined as those who paid to the Group 2% or more of the consolidated net sales of the Group in the most recent fiscal year or who provided loans to the Company in the amount of 2% or more of the consolidated total assets of the Company as of the end of the most recent fiscal year) or a person who executes the business thereof
- (iii) Not a consultant, accounting expert, or legal expert who receives a large amount of cash or other assets (¥10 million or more per year on average for the past three years) from the Company other than remuneration for directors and other officers (if the entity receiving such assets is a corporation, partnership, or other organization, this refers to an individual belonging to such organization)
- (iv) Not an individual who has recently fallen under category (i), (ii) or (iii)
- (v) Not an individual who has fallen under categories a. through c. below at any time within 10 years prior to assuming office
  - a. A director who does or does not execute the business of the Company's parent company
  - b. A corporate auditor of the Company's parent company (only if designating outside Audit & Supervisory Board Members as independent officers)
  - c. A person who executes the business of an affiliated company of the Company
- (vi) Not a close relative of a. through h. (excluding immaterial persons) below
  - a. Individuals listed in (i) to (v) above
  - b. An accounting advisor (including employees who should perform their duties if the accounting advisor is a corporation; the same applies below) of the Company (only if designating outside Audit & Supervisory Board Members as independent officers)
  - c. A person who executes the business of a subsidiary of the Company
  - d. A director or accounting advisor who is not a person who executes the business of a subsidiary of the Company (only if designating outside Audit & Supervisory Board Members as independent officers)
  - e. A director who does or does not execute the business of the Company's parent company
  - f. A corporate auditor of the Company's parent company (only if designating outside Audit & Supervisory Board Members as independent officers)
  - g. A person who executes the business of an affiliated company of the Company
  - h. A person who has recently fallen under the categories b. through d. above or a person who executes the business of the Company (including directors who do not execute the business when designating outside Audit & Supervisory Board Members as independent officers)