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Securities Code: 6564

June 10, 2024

Start date of measures for electronic provision: June 6, 2024

To Our Shareholders:

Keiko Kato, President and Representative Director  
**MIDAC HOLDINGS CO., LTD.**  
2163, Aritamaminami-machi, Chuo-ku, Hamamatsu-shi,  
Shizuoka

## Notice of the 60th Annual General Meeting of Shareholders

We are pleased to announce the 60th Annual General Meeting of Shareholders of MIDAC HOLDINGS CO., LTD. (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. (matters for which measures for providing information in electronic format are to be taken) 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.midac.jp/> (in Japanese)

(From the above website, select “Investor Relations,” “Shares,” and then “General Meeting of Shareholders.”)

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

<https://d.sokai.jp/6564/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 “MIDAC HOLDINGS” in “Issue name (company name)” or the Company’s securities code “6564” 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, you can exercise your voting rights in writing or via the Internet, etc. after reviewing the Reference Documents for the General Meeting of Shareholders below. Please either indicate your approval or disapproval of the proposals on the Voting Rights Exercise Form sent out with this notice and send it back or access the website designated by the Company for exercising voting rights indicated on the Voting Rights Exercise Form to exercise your voting rights by using the Internet, etc. by no later than 5:00 p.m. on Wednesday, June 26, 2024 (JST).

1. **Date and Time:** Thursday, June 27, 2024 at 10:00 a.m. (JST) (Reception will open at 9:30 a.m.)
2. **Venue:** Okura Act City Hotel Hamamatsu 4F Banquet room “Heian”  
111-2, Itaya-machi, Chuo-ku, Hamamatsu-shi, Shizuoka
3. **Meeting Agenda:**
  - Items to be reported:**
    1. The Business Report, the Consolidated Financial Statements and the Audit Results of Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee for the Company’s 60th Fiscal Year (April 1, 2023 to March 31, 2024)
    2. The Non-consolidated Financial Statements for the Company’s 60th Fiscal Year (April 1, 2023 to March 31, 2024)
  - Items to be resolved:**
    - Proposal No. 1** Election of Five Directors (Excluding Audit and Supervisory Committee Members)
    - Proposal No. 2** Election of One Director Who Is an Audit and Supervisory Committee Member
4. **Resolutions Concerning the Convocation**
  - (1) When exercising voting rights in writing (via postal mail), if neither approval nor disapproval of each proposal is indicated on the voting form, we will assume that you indicated your approval of the proposal.
  - (2) Please note that your online vote will prevail should you exercise your voting rights both in writing (via postal mail) and via the Internet, etc. If you exercise your voting rights more than once via the Internet, etc., only the last vote shall be deemed effective.
  - (3) If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company to attend the meeting. Please note, however, that it is necessary to submit a document proving the authority of proxy.

[Points to Note]

- When attending the meeting in person, please hand in the Voting Rights Exercise Form sent out with this notice to the reception desk at the meeting venue. Please note that admission to the venue is scheduled to begin at 9:30 a.m., and shareholders will not be allowed entry before that time.
  - Please also bring with you the Notice of the Annual General Meeting of Shareholders to save resources.
  - For this general meeting of shareholders, we have delivered paper-based documents stating matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.
  - In the event of any corrections to matters subject to measures for electronic provision, a notification to that effect, and the corrected and pre-corrected versions of these matters will be made available on the Company’s aforementioned website, the website for posted informational materials for the general meeting of shareholders and the TSE website.
  - Please be aware that there will be no gifts for shareholders who attend the meeting.
- We would appreciate your understanding and cooperation.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Election of Five Directors (Excluding Audit and Supervisory Committee Members)

The terms of office of all the Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies to the rest of this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of five Directors. With regard to this proposal, the Audit and Supervisory Committee of the Company has judged that all of the Director candidates are well qualified for the position.

The candidates for Director are as follows:

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	Keiko Kato (June 1, 1970)	Jan. 2001 Registered as a certified public tax accountant Aug. 2006 Director of MIDAC HOLDINGS CO., LTD. Apr. 2010 Director of the Company June 2016 Director of MIDAC HAMANA CO., LTD. (currently, MIDAC CO., LTD.) Apr. 2019 President and Representative Director of the Company (current position) Sept. 2021 President and Representative Director of MIDAC CO., LTD. (current position)	683,395
(Reasons for nomination as candidate for Director) Ms. Kato is currently President and Representative Director of the Company in charge of the Safety Management Office and Internal Audit Office, and is responsible for the overall management of the MIDAC Group. With years of experience as General Manager of the Administration Department and excellent knowledge to appropriately and fairly carry out the Company's accounting, financial, and general affairs operations, she is adequately exercising her role in making decisions on important matters and supervising the execution of duties by each Director. The Company has therefore judged that she is qualified for the position of Director of the Company and proposes her re-election as a Director.			
2	Hiroyuki Kumagai (January 16, 1960)	Mar. 1980 Joined Kojima Cleaning Co., Ltd. (currently, the Company) Sept. 1984 Director July 2004 Senior Managing Director of MIDAC HOLDINGS CO., LTD. Apr. 2010 Senior Managing Director of the Company (current position) Dec. 2015 President and Representative Director of MIDAC HAMANA CO., LTD. (currently, MIDAC CO., LTD.) Sept. 2021 Senior Managing Director of MIDAC CO., LTD. (current position)	1,190,966
(Reasons for nomination as candidate for Director) Mr. Kumagai has many years of experience in overall waste disposal operation (final treatment, intermediate treatment, and collection and transportation) and is currently a Director in charge of the Sales Management Department and the Collection and Transportation Management Department. He has significantly contributed to the enhanced performance of the Company. The Company has therefore judged that he is qualified for the position of Director of the Company and proposes his re-election as a Director.			

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	Yasuho Takeda (July 29, 1967)	May 2004 Apr. 2006 Apr. 2010 Apr. 2022 Apr. 2023	Joined the Company Director of MIDAC HOLDINGS CO., LTD. Director of the Company (current position) Director of MIDAC CO., LTD. (current position) General Manager of Shinagawa Office of the Company (current position)	378,068
		(Reasons for nomination as candidate for Director) Mr. Takeda was in charge of the sales sector for many years and also has experience in the management sector. Currently, he serves as a Director in charge of the Business Development Department and is committed to winning and developing new contracts. The Company believes that his broad knowledge and negotiating skills are necessary for the Company's significant growth, and has therefore judged that he is qualified for the position of Director of the Company and proposes his re-election as a Director.		
4	Hiroaki Takada (April 9, 1968)	Dec. 2006 June 2007 Apr. 2010 Apr. 2022	Joined MIDAC HOLDINGS CO., LTD. Director Director of the Company (current position) Director of MIDAC CO., LTD. (current position)	381,162
		(Reasons for nomination as candidate for Director) Mr. Takada has many years of experience in corporate planning and currently serves as a Director and the General Manager of the Planning Department. He has a track record of taking the initiative in formulation and management of the medium-term management plan, along with M&A and other matters, and has a good grasp of the Company's overall organization. The Company has therefore judged that he is qualified for the position of Director of the Company and proposes his re-election as a Director.		
5	Kiyohiko Suzuki (September 7, 1973)	Feb. 2000 Oct. 2006 Apr. 2008 June 2019 Apr. 2022	Joined the Company Director of the Company General Manager of Sales Department Director and Plant Manager of MIDAC FUJINOMIYA CO., LTD. Director of the Company (current position) Director of MIDAC CO., LTD. (current position)	160,197
		(Reasons for nomination as candidate for Director) Mr. Suzuki has many years of experience in overall waste disposal operation (final treatment and intermediate treatment) and currently serves as a Director and the General Manager of the Operations Management Department. Given his extensive track record in waste treatment, the Company believes that he is the right person to promote the Company's sustained growth, and has therefore judged that he is qualified for the position of Director of the Company and proposes his re-election as a Director.		

- Notes:
1. Position and responsibility in the Company, and significant concurrent positions outside the Company held by the five candidates who are currently Directors of the Company are as described in the Business Report (page 15) (available in Japanese only) included in the Notice of the 60th Annual General Meeting of Shareholders.
  2. There is no special interest between any of the candidates and the Company.
  3. The number of the Company's shares owned by each candidate includes their shares in the MIDAC Group Directors' Shareholding Association and indicates the number of shares as of the end of the fiscal year under review (March 31, 2024).
  4. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act, which covers legal compensation for damages and litigation costs to be borne by the insured persons. If the election of each candidate is approved, they will be included as an insured person under the insurance agreement. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
  5. In the past, the Company established MIDAC HOLDINGS CO., LTD. having the same name as the Company on July 28, 2004, which was merged with the then MIDAC CO., LTD. (currently MIDAC HOLDINGS CO., LTD.) on April 1, 2010, and dissolved.
  6. The Company changed its trade name from MIDAC CO., LTD. to MIDAC HOLDINGS CO., LTD. on September 1, 2021. In addition, effective April 1, 2022, the Company conducted a company split and reorganized the Group to have the newly established MIDAC LINER CO., LTD. take over the Company's collection and transportation business

(collection and transport of general waste), while having the wholly consolidated subsidiaries MIDAC CO., LTD. and SANKO CO., LTD. take over the Company's waste treatment operations (collection and transport of industrial waste).

**Proposal No. 2** Election of One Director Who Is an Audit and Supervisory Committee Member

The term of office of one Director, Hatsuo Hyoyama, who is an Audit and Supervisory Committee Member, will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of one Director who is an Audit and Supervisory Committee Member. The Company has obtained approval for this proposal from the Audit and Supervisory Committee.

The candidate for Director who is an Audit and Supervisory 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
Hatsuo Hyoyama (January 23, 1951)	June 2005 Managing Director of Hamamatsu Shinkin Bank (currently Hamamatsu Iwata Shinkin Bank)	246
	June 2015 Director of Shizuoka Prefecture Western Region Shinkin Economic Research Institute	
	June 2018 Director of Shinkin Economic Research Institute	
	July 2021 Vice President of KOSEI GAKUEN and President of Hamamatsu Gakuin University	
	June 2022 Outside Director who is an Audit and Supervisory Committee Member of the Company (current position)	
	July 2022 President of KOSEI GAKUEN (current position)	

(Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and outline of expected roles)

Mr. Hyoyama was engaged in management as a managing director of a leading Shinkin bank, and was involved in making decisions on lending to corporations for many years. Subsequently, he gained experience in information gathering, investigation, and research on local economies as a director of an economic research institute. Thus, he has a wide range of expertise and experience in corporate management. Furthermore, he is also engaged in the field of education as the President of KOSEI GAKUEN. The Company has therefore judged that he is capable of providing objective opinions from a neutral standpoint and fulfilling duties as an Audit and Supervisory Committee Member of the Company, and proposes his election as an outside Director who is an Audit and Supervisory Committee Member.

- Notes:
1. Position and responsibility in the Company, and significant concurrent positions outside the Company held by the candidate who is currently a Director who is an Audit and Supervisory Committee Member of the Company are as described in the Business Report (page 15) (available in Japanese only) included in the Notice of the 60th Annual General Meeting of Shareholders.
  2. There is no special interest between the candidate and the Company.
  3. Hatsuo Hyoyama is a candidate for outside Director.  
The term of office for Hatsuo Hyoyama as an outside Director who is an Audit and Supervisory Committee Member is two years.
  4. The Company has entered into an agreement with Hatsuo Hyoyama, outside Director who is an Audit and Supervisory Committee Member, to limit his liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, paragraph 1 of the said Act.  
The maximum amount of liability for damages defined in the agreement is the minimum liability amount provided for under Article 425, paragraph 1 of the said Act. If the re-election of Hatsuo Hyoyama is approved, the Company plans to continue the said agreement with him.
  5. The Company has designated Hatsuo Hyoyama as an independent officer as defined by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and notified these exchanges to that effect. If the re-election of Hatsuo Hyoyama is approved, the Company plans to continue to designate him as an independent officer.
  6. The number of the Company's shares owned by the candidate includes his shares in the MIDAC Group Directors' Shareholding Association and indicates the number of shares as of the end of the fiscal year under review (March 31, 2024).
  7. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act, which covers legal compensation for damages and litigation costs to be borne by the insured persons. If the election of the candidate is approved, he will be included as an insured person under the insurance agreement. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

[Reference] Composition of the Board of Directors

The Company elects Director candidates based on judging elements, such as industrial experience, expertise, personal traits and diversity, in accordance with the procedure set out in the officers' regulations. The Company elects outside Directors who are Audit and Supervisory Committee Members in consideration of knowledge on judicial matters, accounting, tax, etc. The Skills Matrix of Directors is as follows.

Position	Name	◇ Female □ Male	Management	Finance/ Accounting/ Taxation	Legal affairs	Sales & marketing	Technology development	IR	Risk
Representative Director	Keiko Kato	◇	●	●	●			●	●
Senior Managing Director	Hiroyuki Kumagai	□	●			●	●		●
Director	Yasuho Takeda	□	●			●	●		●
Director	Hiroaki Takada	□	●	●				●	●
Director	Kiyohiko Suzuki	□	●			●	●		●
Director Audit and Supervisory Committee Member	Yoshitake Kawakami	□				●	●		●
Director Audit and Supervisory Committee Member	Shinji Ishikawa	□	●		●				
Director Audit and Supervisory Committee Member	Tetsuya Okugawa	□	●	●	●				
Director Audit and Supervisory Committee Member	Hatsuo Hyoyama	□	●	●					