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(Stock Exchange Code 3034)

June 11, 2024

(Commencement date of measures for electronic provision: June 3, 2024)

To Shareholders with Voting Rights:

Takashi Nakamura President and Representative Director Qol Holdings Co., Ltd. Head Office: 37F, Shiroyama Trust Tower, 4-3-1, Toranomon, Minato-ku, Tokyo

NOTICE OF THE 32ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially invited to attend the 32nd Annual General Meeting of Shareholders of Qol Holdings Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below. In convening this year's Annual General Meeting of Shareholders, the Company has taken measures for electronic provision and posted the matters to be provided electronically on the following websites:

The Company's website: https://www.qolhd.co.jp/eng/ir/stock/meeting.html

Note: In addition to the above, those matters are posted on the following website:

Tokyo Stock Exchange website: https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show.

Please access the website above, enter the Company's name or its stock exchange code, and click on "Search." Then, click on "Basic Information" and select "Documents for Public Inspection/PR Information" to view the information.

If you are unable to attend the meeting, you may exercise your voting rights by means of the Internet, or by mail. Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders that are included in the matters to be provided electronically, by entering your approval or disapproval for the agenda items either on the website designated by the Company (https://evote.tr.mufg.jp/) or on the enclosed Voting Rights Exercise Form. Please exercise your voting rights via the Internet or mail the form so that it reaches us no later than 6:00 p.m. Japan time on Wednesday, June 26, 2024.

Date and Time: Thursday, June 27, 2024 at 10:00 a.m. Japan time (the venue will open at 9:00

a.m.)

Place: Conference room at Qol Group located at

10F, Front Place Nihonbashi, 2-14-1, Nihonbashi, Chuo-ku, Tokyo

Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the

Company's 32nd Fiscal Year (April 1, 2023 - March 31, 2024) and results

of audits by the Accounting Auditor and the Audit & Supervisory

Committee of the Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 32nd Fiscal Year

(April 1, 2023 - March 31, 2024)

Proposals to be resolved:

Proposal 1: Election of 8 Directors (Excluding Directors Who Are Audit & Supervisory

Committee Members)

Proposal 2: Award of Retirement Allowance to Retiring Chairman and Director and Founder

The paper copy sent to shareholders who have requested it does not include the matters listed below, in accordance with the provisions of applicable laws and regulations, and the Articles of Incorporation of the Company. As such, the paper copy consists of excerpts from the documents that were audited by the Audit & Supervisory Committee and the Accounting Auditor in preparing the Audit Report.

- The Status of the Accounting Auditor, System for Ensuring Appropriate Operation, and Outline of the Status of Implementation of the System for Ensuring Appropriate Operation, which are part of the Business Report
- Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements, which are part of the Consolidated Financial Statements
- Statement of Changes in Equity and Notes to Non-consolidated Financial Statements, which are part of the Non-consolidated Financial Statements

Should the matters to be provided electronically require revisions, the revised versions will be posted on the websites mentioned above.

Souvenirs are not available at the meeting. We appreciate your kind understanding.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of 8 Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all 8 Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 8 Directors (excluding Directors who are Audit & Supervisory Committee Members) (7 reappointments and 1 new appointment) is proposed.

The candidates for Director (excluding Directors who are Audit & Supervisory Committee Members) are as follows:

No.		Name		Positions and responsibilities at the Company	Term of office served as Director:	Attendance at Board of Directors meetings
1	Reappointment	Takashi Nakamura	Male	President and Representative Director	21 years	100% (17/17 meetings)
2	Reappointment	Takayoshi Ishii	Male	Representative and Senior Executive Director	7 years	100% (17/17 meetings)
3	Reappointment	Kiyonobu Fukumitsu	Male	Representative and Executive Director	15 years	100% (17/17 meetings)
4	Reappointment	Yukari Onchi	Female	Director	10 years	100% (17/17 meetings)
5	Reappointment	Yutaka Togashi	Male	Director	3 years and 11 months	100% (17/17 meetings)
6	New appointment	Kei Imai	Male	General Manager of Corporate Planning Dept.		_
7	Reappointment	Toshiko Kuboki	Outside Independent Female	Director	9 years	94% (16/17 meetings)
8	Reappointment	Yukiharu Yamamoto	Outside Independent Male	Director	5 years	100% (17/17 meetings)

- (Notes) 1. Term of office served as Director is as of the conclusion of this year's Annual General Meeting of Shareholders.
 - 2. Positions and responsibilities at the Company of the candidates presented above are as of this year's Annual General Meeting of Shareholders.

No.	Name (Date of birth)	Career	Number of shares of the Company held	
		April 1992 October 2001	Joined Daiichi Pharmaceutical Co., Ltd. (current DAIICHI SANKYO COMPANY, LIMITED) Joined the Company	1,641,000
1	Takashi Nakamura (January 19, 1970) 54 years old Reappointment Male Term of office served as Director: 21 years	The Company pron its judgment to Representative Emanagement, he knowledge in the	Assumed the post of Director Chief of President's Office Chief of Development Headquarters Assumed the post of Executive Director Assumed the post of Executive Vice President and Representative Director Assumed the post of President and Representative Director (to present) inating him as a candidate for Director and the expected role] roposes Mr. Takashi Nakamura as a candidate for Director based that, with his wealth of experience at the Group as President and Director since 2016, and his ability and insight into corporate is expected to continue utilizing his wealth of experience and e Company's management. special interest between Mr. Takashi Nakamura and the Company.	Attendance at Board of Directors meetings: 100% (17/17 meetings)
2	Takayoshi Ishii (October 26, 1961) 62 years old Reappointment Male Term of office served as Director: 7 years	The Company prits judgment that and implementing	Joined Shionogi & Co., Ltd. Joined the Company Deputy Chief of Corporate Strategy Headquarters General Manager of Corporate Planning Department Assumed the post of Corporate Officer Chief of Corporate Strategy Headquarters Chief of Corporate Planning Headquarters Assumed the post of Senior Corporate Officer Assumed the post of Director Chief of President's Office Assumed the post of Executive Director Chief of Corporate Strategy Headquarters Assumed the post of Representative and Executive Director Assumed the post of Representative and Senior Executive Director (to present) inating him as a candidate for Director and the expected role] roposes Mr. Takayoshi Ishii as a candidate for Director based on t, with his wealth of experience and track record in formulating ag business strategy in the Company's corporate planning and s, he is expected to continue utilizing his professional experience	Attendance at Board of Directors meetings: 100% (17/17 meetings)

No.	Name (Date of birth)	Career su	Number of shares of the Company held	
		April 1991	Joined The Dai-Ichi Kangyo Bank, Limited (current Mizuho Financial Group, Inc.) Joined the Company	63,400
3	Kiyonobu Fukumitsu (May 16, 1968) 56 years old Reappointment Male Term of office served as Director: 15 years	The Company probased on its judger Company's mana corporate manage management statu	Assumed the post of Corporate Officer Assumed the post of Senior Corporate Officer Chief of Management Headquarters Assumed the post of Director Chief of Corporate Strategy Headquarters and General Manager of Business Strategy Chief of Corporate Strategy Headquarters Assumed the post of Executive Director General Manager of Business Management Chief of Business Management Headquarters Assumed the post of Representative and Executive Director (to present) Director, Public Interest Incorporated Association Shiba	Attendance at Board of Directors meetings: 100% (17/17 meetings)
		June 1987	special interest between Mr. Kiyonobu Fukumitsu and the Company. Registered on list of pharmacists	33,600
4	Yukari Onchi (July 26, 1962) 61 years old Reappointment Female Term of office served as Director: 10 years	The Company projudgment that, wire of dispensing phate Director, and her continue utilizing management.	Joined Tokyo Ekisaikai Hospital Joined the Company Assumed the post of Corporate Officer General Manager of Internal Audit Office Assumed the post of Senior Corporate Officer Chief of Pharmacy Support Headquarters Chief of Pharmacy Second Support Headquarters Assumed the post of Director (to present) In charge of Education, Pharmacy Business Management (current Pharmacy Business Management Headquarters) Specially appointed professor, School of Pharmacy, Aichi Gakuin University Part-time Lecturer, School of Pharmacy, Aichi Gakuin University Deputy Chief of Pharmacy Business Management Headquarters, in charge of Education of the Company General Manager of Education Promoting Dept. Part-time Lecturer, School of Pharmacy, Aichi Gakuin University nating him as a candidate for Director and the expected role] poses Ms. Yukari Onchi as a candidate for Director based on its th her wealth of experience and track record in the management rmacies which constitute the Company's business platform as high level of expertise as a pharmacist, she is expected to her professional experience and knowledge in the Company's	Attendance at Board of Directors meetings: 100% (17/17 meetings)

No.	Name (Date of birth)	Career s	Number of shares of the Company held	
		April 1994 August 2000 April 2007	Joined Kinki Nippon Tourist Co., Ltd. (current KNT-CT Holdings Co., Ltd.) Joined the Company General Manager of Administration Department	24,054
5	Yutaka Togashi (April 22, 1973) 51 years old Reappointment Male Term of office served as Director: 3 years and 11 months	April 2012 April 2014 April 2015 April 2017 May 2018 October 2018 October 2019 July 2020	Assumed the post of Corporate Officer Chief of Business Management Headquarters Deputy Chief of Management Headquarters and General Manager of HR & Personnel Development Department Chief of Management Headquarters Assumed the post of Director, Qol Bunkatsu Junbi Co., Ltd. (current Qol Co., Ltd.) General Manager in charge of Business Management of the Company Chief of Management Headquarters, Qol Co., Ltd. Assumed the post of Executive Director, Qol Co., Ltd. Assumed the post of Director of the Company (to present) Chief of Human Resources Headquarters, in charge of Public Relations inating him as a candidate for Director and the expected role	Attendance at Board of Directors meetings: 100% (17/17 meetings)
	ii n d ii e a	The Company prits judgment that, management and dispensing pharm involvement in mexpected to contiacquired in the Company prices.	oposes Mr. Yutaka Togashi as a candidate for Director based on with his wealth of experience and track record in the administration as Director of a subsidiary which operates nacies that constitute the Company's business platform, and his nanagement and administration across the entire Group, he is nue to utilize the professional experience and knowledge he has ompany's management. Special interest between Mr. Yutaka Togashi and the Company.	

No.	Name (Date of birth)	Career summary, positions, and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
		April 2002 Joined the Company June 2002 Registered on list of pharmacists	6,992
6	Kei Imai (July 3, 1978) 45 years old New appointment Male Term of office served as Director: —	July 2012 General Manager of Hokkaido and Tohoku Pharmacy Headquarters, Hokkaido Pharmacy Department August 2016 General Manager of Hospitown Concept Promotion Department October 2018 General Manager of Affiliate Company Management Group, President's Office September 2020 General Manager of Corporate Planning Department (to present) [Reason for nominating him as a candidate for Director and the expected role] The Company proposes Mr. Kei Imai as a candidate for Director based on its judgment that, with his wealth of experience in pharmacy operations and high level of expertise as a pharmacist, and with his experience and track record in formulating and implementing business strategy in the Company's corporate planning and strategy divisions, he is expected to utilize his professional experience and knowledge in formulating and implementing the Company's medium- and long-term strategy. (Notes) 1. There is no special interest between Mr. Kei Imai and the Company. 2. The number of shares of the Company held by Mr. Kei Imai is the number of shares of his equity interest in the Qol Group Employee Stock Ownership Association as of the end of the current fiscal year (March 31, 2024).	Attendance at Board of Directors meetings: —

No.	Name (Date of birth)	Career	Number of shares of the Company held	
		April 1987 April 1993	Registered as Lawyer Joined Yamasaki & Partners Established Ono and Kuboki Law Office	3,000
7	Toshiko Kuboki (February 26, 1960) 64 years old Reappointment Outside Independent Female Term of office served as Director: 9 years	August 2003 April 2012 June 2015 June 2016 June 2019 April 2023 June 2023 [Reason for nom The Company proposed on its judg supervising the residence of the knowledge in cocases as a lawyer (Notes) 1. There is no sport of the provision with the Exclession and consolidated there is no provisions Articles of In approved, the	Established Kuboki Law Office and assumed the post of Head (to present) Assumed the post of Visiting Professor, Graduate School of Law, Chuo University (to present) Assumed the post of Outside Director of the Company (to present) Assumed the post of Outside Audit & Supervisory Board Member, Citizen Holdings Co., Ltd. (current Citizen Watch Co., Ltd.) Assumed the post of Outside Director, Citizen Watch Co., Ltd. (to present) Assumed the post of Vice President, Tokyo Medical and Dental University (to present) Assumed the post of Outside Director (Audit & Supervisory Committee Member), Asahi Yukizai Corporation (to present) inating him as a candidate for Director and the expected role] roposes Ms. Toshiko Kuboki as a candidate for Outside Director ment that she is expected to continue fulfilling the role of management from an objective and professional standpoint rusiness execution, as she has a wealth of expertise and practical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in medical roporate legal affairs as well as abundant experience in me	Attendance at Board of Directors meetings: 94% (16/17 meetings)

No.	Name (Date of birth)	Career s	Number of shares of the Company held	
		June 1996 October 2000	Registered as Certified Tax Accountant Established Yamamoto Certified Tax Accountant Office Assumed the post of Head, Yamamoto Certified Tax Accountant Office (to present)	4,800
8	Yukiharu Yamamoto (January 21, 1968) 56 years old Reappointment Outside Independent Male Term of office served as Director: 5 years	The Company productor based or supervising the mindependent of bifinance and tax a specialized tax copharmacies. (Notes) 1. There is no sp. 2. Mr. Yukiharu on the provisi him with the I relationship b Office where Yamamoto se. 4. The Company his liability for based on proving the Articles of approved, the	Yamamoto is a candidate for Outside Director. Yamamoto meets the requirements for Independent Director based ons of the Tokyo Stock Exchange, and the Company has registered Exchange as an Independent Director. There is no business etween the Company and Yamamoto Certified Tax Accountant Mr. Yamamoto serves as the Head, and United Co., Ltd. where Mr. rves as Representative Director. The has concluded an agreement with Mr. Yukiharu Yamamoto to limit or damages under Article 423, Paragraph 1 of the Companies Act, risions of Article 427, Paragraph 1 of the said Act and Article 30 of Incorporation of the Company. If reelection of Mr. Yamamoto is Company will continue such agreement with him. The maximum liability pursuant to the agreement is the amount stipulated by laws	Attendance at Board of Directors meetings: 100% (17/17 meetings)

A matter concerning all candidates (8) for Directors (excluding Directors who are Audit & Supervisory Committee Members)

• Directors and officers liability insurance contract

The Company has entered into a directors and officers liability insurance contract provided for by Article 430-3, Paragraph 1 of the Companies Act (hereinafter referred to as "D&O insurance") with an insurance company, with its Directors, and Officers of its subsidiaries as the insured parties. The contract covers damages, etc. incurred in the event that the Directors, etc. are held liable for damages arising from their work (However, those that fall under the exemption clauses stipulated in the insurance contract will not be covered.). The entire amount of D&O insurance premium is paid by the Company.

If the candidates are elected as Directors and assume the post, each one of the Directors will be insured under the D&O insurance. The contract period of the D&O insurance is one year, and the Company will renew it with a resolution of the Board of Directors before the expiration of that period.

Proposal 2: Award of Retirement Allowance to Retiring Chairman and Director and Founder

To reward Chairman and Director and the founder of the Company, Mr. Masaru Nakamura—who will retire at the conclusion of this General Meeting of Shareholders as his term of office will expire—for his achievements and services in leading the development of the Group from its inception to the present day, the Company proposes to pay him a retirement allowance within a reasonable amount in line with the Company's internal regulations.

Mr. Nakamura established the Company in October 1992 at the age of 50 to contribute to improving citizens' quality of lives, and over the course of 31 years was instrumental to the expansion of the Group's business as a manager from the Company's listing in April 2006 to its current listing on the Prime Market of the Tokyo Stock Exchange. Under his leadership, the Company has grown the scale of its Pharmacy Business to nearly 1,000 stores nationwide, and has constructed a sound management foundation by expanding its business domain in Medical-Related Business as well as Pharmaceutical Manufacturing Business.

In addition, Mr. Nakamura has been involved in a host of social contribution activities, including support for the disabled, and established the industry's first special subsidiary company. He has always served as a guiding light for the Company, contributing not only to its economic value, but also to enhancing its social value.

In consideration of the aforementioned accomplishments and service, this proposal was decided by the Board of Directors after deliberation by the Nomination and Compensation Committee, and the Company believes that the award is appropriate. Matters including the specific amount, timing, and method of award are at the discretion of the Board of Directors.

A career summary of the retiring Director is as follows:

Name	Career summary				
	April 1961	Joined Nakagawayasu Co., Ltd. (current Alfresa Corporation)			
	October 1992	Established the Company and assumed the post of President and Representative Director			
	May 2012	Assumed the post of Chairman, Nippon Pharmacy Association			
	April 2013	Assumed the post of Professor, the Institute for Social Medicine at Tokyo University of Pharmacy and Life Sciences			
Masaru Nakamura	May 2015	Assumed the post of Visiting Professor, Yokohama University of Pharmacy			
	June 2016	Assumed the post of Chairman and Representative Director of the Company			
	May 2020	Assumed the post of Honorary Chairman, Nippon Pharmacy Association (to present)			
	July 2020	Assumed the post of Chairman and Director of the Company (to present)			
	November 2022	Assumed the post of specially appointed professor in MBT, Nara			
		Medical University (to present)			

Skill Matrix of Directors following this General Meeting of Shareholders

If all candidates listed in this convocation notice are elected as originally proposed, the expertise and experience expected of each Director are as follows.

Name	Corporate management	Finance & Accounting	Sales	Business strategy and Marketing	PMD Act	Legal affairs and Compliance	HR and Labor	Personnel development and Training	Qualifications
Takashi	_								
Nakamura	•								
Takayoshi									
Ishii	•		•	•					
Kiyonobu				_					
Fukumitsu				•					
Yukari									DI :
Onchi									Pharmacist
Yutaka									
Togashi									
Kei									Pharmacist
Imai									Pharmacist
Toshiko									
Kuboki						•			Lawyer
Yukiharu									Certified Tax
Yamamoto		•							Accountant
Yasutoshi									Certified
Mori		•							Tax Accountant
Motoyuki		_							Certified
Miyazaki		•							Public Accountant
Kazuo									Certified
Ishii		•							Public
181111						1			Accountant

Note: The above list does not represent all the knowledge and experience of each person.

Definition and reason for selection of each skill

Skill	Definition of the skill	Reason for selection
Corporate management	Possess knowledge, experience, and capabilities related to managing companies and other entities and to organizational operation.	Knowledge, experience, and capabilities related to overall corporate management are needed to develop and execute medium-to-long-term growth strategies.
Finance & Accounting	Possess knowledge, experience, and capabilities related to financial strategies, accounting, and tax affairs.	Knowledge, experience, and capabilities related to finance and accounting are needed to achieve high capital efficiency over the medium to long term.
Sales	Possess knowledge, experience, and capabilities related to sales at the Company and other retail businesses.	Knowledge, experience, and capabilities related to sales are needed to quickly understand patients' needs.
Business strategy and Marketing	Possess knowledge, experience, and capabilities related to marketing at the Company and other retail businesses.	Knowledge, experience, and capabilities related to business strategies and marketing are needed to develop and execute medium-to-long-term growth strategies down to the smallest detail.
PMD Act	Possess knowledge and experience related to PMD Act.	Knowledge and experience related to the PMD Act are needed to comply with the laws governing the dispensing pharmacy business.
Legal affairs and Compliance	Possess knowledge, experience, and capabilities related to laws, compliance, and risk management.	Knowledge, experience, and capabilities related to laws, compliance, and risk management are needed to create an appropriate governance structure.
HR and Labor	Possess knowledge, experience, and capabilities related to hiring, cultivating, and utilizing diverse human resources, as well as to labor management.	Knowledge, experience, and capabilities related to human resources and labor management are needed to help employees with diverse skills and experience continue to thrive.
Personnel development and Training	Possess knowledge, experience, and capabilities related to personnel development and training.	Knowledge, experience, and capabilities related to personnel development and training are needed to share the values of employees with diverse skills and experience and help them acquire even greater expertise.

Policy to Determine Distribution of Surplus

The Company's basic dividend policy is to maintain a steady return of profits to shareholders while also retaining profits in order to pursue future business initiatives and reinforce corporate operations.

Under this policy, the Company has decided to pay an ordinary year-end dividend of 15 yen per share for the fiscal year ended March 31, 2024. Regarding distribution of profits in the fiscal year ending March 31, 2025, taking into account the expansion of the Company's scale of business as a comprehensive healthcare company, we plan to raise the ordinary interim dividend by 2 yen per share to 17 yen per share as an expression of gratitude to our shareholders for the Group's future development.

- (1) Type of Dividend Property Cash
- (2) Matters Regarding Appropriation of Dividend Property to Shareholders and Total Amount of Dividend Payment

¥15 per share of common stock of the Company Total Amount of Dividend Payment: ¥565,538,640

(3) Effective Date of the Appropriation of Dividends from Surplus June 12, 2024