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(Securities Code: 7688)
June 9, 2021

Dear Shareholders:

Isamu Aoki
President and Representative Director
Miahelsa Corporation
3-10, Kawadacho, Shinjuku-ku, Tokyo, Japan

NOTICE OF THE 37th ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

We are pleased to inform you that the 37th Annual General Meeting of Shareholders of Miahelsa Corporation (the “Company”) will be held as follows.

In order to prevent the spread of COVID-19, we strongly encourage you to refrain from attending the meeting, if at all possible, and exercise your voting rights in writing or via the Internet.

If you exercise voting rights in writing or via the Internet, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your vote by 6:00 p.m. Japan time on Thursday, June 24, 2021.

- 1. Date and Time:** Friday, June 25, 2021, 10:00 a.m. Japan time
2. Place: Banquet Hall 9A, 9F, TKP Ichigaya Conference Center, TKP Ichigaya Building
8 Ichigaya-Hachimancho, Shinjuku-ku, Tokyo, Japan

- 3. Meeting Agenda:**
(Matters to be reported)
1. The Business Report, Consolidated Financial Statements for the Company’s 37th Fiscal Year (April 1, 2020 - March 31, 2021) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 37th Fiscal Year (April 1, 2020 - March 31, 2021)

(Matters to be resolved)

- Proposal 1:** Appropriation of Surplus
Proposal 2: Approval of Share Transfer Plan
Proposal 3: Partial Amendments to the Articles of Incorporation
Proposal 4: Election of Eight (8) Directors

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END

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Of the documents to be provided with this Notice, “Matters related to Accounting Auditor,” “Corporate Structure and Policy ,” “Consolidated Statements of Changes in Net Assets,” “Notes to Consolidated Financial Statements,” “Statements of Changes in Net Assets,” and “Notes to Non-consolidated Financial Statements” are posted on the Company’s website in accordance with laws and regulations and Article 18 of the Articles of Incorporation of the Company, and therefore are not included in the attached documents of this Notice. Accordingly, the attached documents of this Notice are part of the documents audited by the Auditors and the Accounting Auditor in preparing their respective audit reports.
- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements require revisions, the revised information will be posted on the Company’s website.

The Company’s website (<https://www.merhalsa.jp/ir/meeting/>)

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company regards the distribution of profits to shareholders as an important management issue and our basic policy is to maintain the sustainable and stable distribution of dividends, while taking into account retained earnings for future business expansion and the strengthening of our corporate structure, in order to secure our growth potential.

The Company would like to propose the following as a year-end dividend for the fiscal year ended March 31, 2021 based on the consideration of the business performance of this fiscal year and outlook for the future. Accordingly, the annual shareholder dividend, including the interim dividend, for the fiscal year ended March 31, 2021 will be ¥25.00 per share.

Matters regarding the year-end dividend

(1) Type of property for dividend

Cash

(2) Matters regarding the appropriation of property for dividend to shareholders and its total amount
15 yen per share of the common stock of the Company Total: ¥37,104,000

(3) Effective date of distribution of surplus

June 28, 2021

Proposal 2: Approval of Share Transfer Plan

At the meeting of the Board of Directors held on May 14, 2021, the Company resolved to establish “Miahelsa Holdings Corporation” (the “Holding Company”) as a pure holding company (wholly owning parent company) by the method of sole share transfer (the “Share Transfer”) with the Company as a wholly owned subsidiary resulting from the share transfer, on the (planned) date of October 1, 2021, after formulating a share transfer plan (the “Share Transfer Plan”) in relation to the Share Transfer.

In this Proposal, the Company requests shareholders’ approval for the Share Transfer Plan, with the reasons for conducting the Share Transfer, details of the Share Transfer Plan, and other information as follows.

1. Reasons for conducting share transfer, objectives, and other information

(1) Background to the Share Transfer

As indicated by the phrase “a declining birthrate and an aging society,” the economic environment surrounding the Group is projected to be such that senior citizens of age 65 or older make up approximately 30% of the total population by the year 2025, and increase further to approximately 37% of the population by 2040.

In addition, the number of children has been declining in line with the falling birth rate, but as the number of families where both parents work while raising children is increasing and the population is increasingly concentrated in the Greater Tokyo Area, there has been an increasing number of young children waiting for day care places in the area. As such, there has been strong demand for childcare services, which has been manifested in ways including the government significantly increasing its budget for resolving this issue.

At present, the Ministry of Health, Labour and Welfare is focusing on enhancing medical care, nursing care, livelihood support, and accommodation for the elderly as it promotes “the Integrated Community Care System” as a measure for responding to the demands of an aging society. As the Group looks to achieve its mission of “solving the issues of a declining birthrate and an aging society and stimulating and bringing light to local communities,” its policy will be to promote urban-development that embodies “the Integrated Community Care System” and achieve business growth. As a means to achieve this aim, the Company will utilize this market environment and take responsibility for developing “the Integrated Community Care System” through coordination among its Medicine, Care, and Child Care businesses.

In order to achieve this mission and ensure that the Group continues to grow sustainably in future, the Company believes it must further strengthen existing businesses, while at the same time creating new business opportunities in view of the possibility of alliances with other companies. In addition, the Company believes that developing the next generation of human resources to take responsibility for Group management will be essential, and it will do so by giving these personnel management experience at operating subsidiaries. For these reasons, the Company has decided to transition to a pure holding company structure.

(2) Objectives of transitioning to pure holding company structure

1) Acceleration of strategic alliances and creation of new business opportunities

The Company believes that transitioning to a pure holding company structure will enable it to flexibly and quickly enter into strategic alliances with other companies, including via M&A, and create new business opportunities.

2) Separation of Group management and supervision from execution of business operations

The Company believes that transitioning to a pure holding company structure will clarify the division of roles, as the pure holding company will take responsibility for Group management and supervision and operating companies will take responsibility for the execution of business operations. The Company believes that this will contribute to further strengthening corporate governance systems while also making the execution of business operations faster and more efficient.

3) Development of human resources for Group management

The Company believes that it will be able to quickly develop valuable human resources to serve as the next generation of Group managers by allowing its personnel to accumulate experience not just in existing businesses and specific divisions, but also in operating companies held by the Holding Company. In turn, the Company believes this will contribute to the sustainable enhancement of the corporate value of the Group.

After the transition to a pure holding company, the newly established Holding Company will act as a

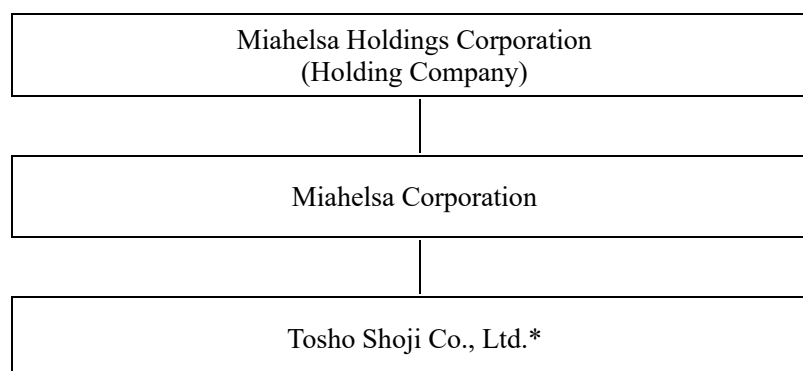
parent company to formulate management strategies and allocate management resources for the Group as a whole, while also taking on the function of overseeing the business management of each Group company. In addition, the Holding Company will target sustainable growth, including clarifying the mission of each Group company, enhancing the management efficiency of the Group as a whole through the pursuit of synergies, and creating new business opportunities by expanding transactions with parties outside the Group. Following the transition to a pure holding company structure, the Group will also maintain its policy of prioritizing the strengthening of its financial position and the creation of stable business foundations.

(3) Procedures for transitioning to pure holding company structure

The Company intends to transition to a holding company structure with the method shown below.

<< Establishment of the Holding Company through the Share Transfer >>

On October 1, 2021, the Company will become a wholly owned subsidiary of the Holding Company through the establishment of the Holding Company by the Share Transfer.



* Tosho Shoji Co., Ltd. will be the disappearing company in a merger with Miahelsa Corporation, with an effective date of January 1, 2022.

(4) Delisting of the Company's shares and listing of the Holding Company

The Company intends to apply to list the shares of the newly established Holding Company on the Tokyo Stock Exchange JASDAQ market (technical listing), with a planned listing date of October 1, 2021. In addition, the Company will become a wholly owned subsidiary of the Holding Company as a result of the Share Transfer, and therefore it intends to delist its shares on September 29, 2021, prior to the listing of the Holding Company.

Furthermore, the date of delisting will be determined pursuant to the regulations of the Tokyo Stock Exchange, so it is subject to change.

2. Outline of details of Share Transfer Plan

The details of the Share Transfer Plan are provided in the following “Share Transfer Plan (Copy).”

Share Transfer Plan (Copy)

Miahelsa Corporation (“Party A”) hereby creates a share transfer plan (the “Plan”) in carrying out a share transfer for the purpose of establishing a wholly owning parent company incorporated in the share transfer (“Party B”), whereby Party A will be a wholly owned subsidiary resulting from the share transfer, by the method of sole share transfer, as follows.

(Share transfer)

Article 1. In accordance with the provisions of the Plan, Party A will conduct a share transfer (the “Share Transfer”) in which Party B will acquire all issued shares of Party A on the date of establishment of Party B (as defined in Article 8; hereinafter, the same applies), by the method of sole share transfer.

(Purpose, trade name, location of head office, total number of authorized shares, and other matters to be determined in the Articles of Incorporation of Party B)

Article 2. 1. The purpose, trade name, location of the head office, and total number of authorized shares of Party B will be as follows.

(1) Purpose

The purpose of Party B will be as described in Article 2 of Attachment 1 “ARTICLES OF INCORPORATION OF MIAHELSA HOLDINGS CORPORATION.”

(2) Trade name

The trade name of Party B shall be “*Miaherusa Hoorudingusu Kabushiki Kaisha*,” which shall be expressed in English as “Miahelsa Holdings Corporation.”

(3) Location of the head office

The head office of Party B will be located in Shinjuku-ku, Tokyo.

(4) Total number of authorized shares

The total number of authorized shares of Party B will be 9,800,000 shares.

2. Matters to be stipulated in the Articles of Incorporation of Party B other than those set forth in the preceding paragraph will be as described in Attachment 1 “ARTICLES OF INCORPORATION OF MIAHELSA HOLDINGS CORPORATION.”

(Officers of Party B)

Article 3. 1. The Directors (excluding persons who are Audit and Supervisory Committee Members) of Party B at the time of its establishment will be as follows.

| | |
|------------------|--------------------|
| Director | Isamu Aoki |
| Director | Fumie Aoki |
| Director | Shigeru Aoki |
| Director | Masahiko Takahashi |
| Outside Director | Kozo Umezu |
| Outside Director | Takashi Minagawa |

2. The Directors who are Audit and Supervisory Committee Members of Party B at the time of its establishment will be as follows.

| | |
|---|-----------------|
| Director (Audit and Supervisory Committee Member) | Masahiro Adachi |
| Outside Director (Audit and Supervisory Committee Member) | Norio Tohyama |
| Outside Director (Audit and Supervisory Committee Member) | Masao Hara |

3. The Accounting Auditor of Party B at the time of its establishment will be as follows.
KPMG AZSA LLC

(Shares of Party B to be delivered in the Share Transfer and the allotment thereof)

Article 4. 1. Upon the Share Transfer, Party B will deliver to persons who are shareholders of Party A immediately prior to its acquisition of all issued shares of Party A in the Share Transfer (the “Record Time”) a number of common shares of Party B equivalent to the total number of common shares issued by Party A as of the Record Time, in place of shares of the common stock of Party A held.

2. Upon the Share Transfer, Party B will allot and deliver one (1) share of common stock of Party B to shareholders of Party A at the Record Time who are eligible for the allotment pursuant to the

provisions of the preceding paragraph, for each share of common stock of Party A held.

(Treatment of treasury shares)

Article 5. By resolution at a meeting of the Board of Directors to be held by the day before the effective date of the Share Transfer, Party A will cancel all treasury shares that it holds (including treasury shares acquired via the acquisition of shares for which appraisal rights are exercised by opposing shareholders when the Share Transfer is conducted, as provided for in Article 806, Paragraph 1 of the Companies Act), immediately before the Record Time.

(Capital and reserves of Party B at the time of establishment)

Article 6. The capital and reserves of Party B at the time of establishment will be as follows.

- | | |
|-------------------------------|---|
| (1) Capital | 300,000,000 yen |
| (2) Legal capital surplus | 0 yen |
| (3) Legal retained earnings | 0 yen |
| (4) Amount of capital surplus | The amount obtained by subtracting the amounts in the above items (1) and (2) from the amount of changes in shareholder equity, as set forth in Article 52, Paragraph 1 of the Regulation on Corporate Accounting |

(Share options to be delivered in the Share Transfer and the allotment thereof)

Article 7. 1. Upon the Share Transfer, Party B will deliver to persons who are holders of each series of share option issued by Party A listed in Column 1 of items 1) through 4) in the following table, as listed or recorded in the share option register of Party A at the Record Time, a number of each series of share option of Party B listed in Column 2 equivalent to the total number of the above share options at the Record Time, in place of each series of share options of Party A held.

| | Column 1 | | Column 2 | |
|----|---|--------------|--|--------------|
| | Name | Details | Name | Details |
| 1) | Miahelsa Corporation Series 1 Share Options (Share-based remuneration-type stock options) | Attachment 2 | Miahelsa Holdings Corporation Series 1 Share Options (Share-based remuneration-type stock options) | Attachment 3 |
| 2) | Miahelsa Corporation Series 2 Share Options (Share-based remuneration-type stock options) | Attachment 4 | Miahelsa Holdings Corporation Series 2 Share Options (Share-based remuneration-type stock options) | Attachment 5 |
| 3) | Miahelsa Corporation Series 4 Share Options (Share-based remuneration-type stock options) | Attachment 6 | Miahelsa Holdings Corporation Series 4 Share Options (Share-based remuneration-type stock options) | Attachment 7 |
| 4) | Miahelsa Corporation Series 5 Share Options (Share-based remuneration-type stock options) | Attachment 8 | Miahelsa Holdings Corporation Series 5 Share Options (Share-based remuneration-type stock options) | Attachment 9 |

2. Upon the Share Transfer, Party B will allot to persons who are holders of the share options of Party A at the Record Time, and who are eligible for allotment pursuant to the provisions of the preceding paragraph, one (1) share option of the series listed in Column 2 of the table in the preceding paragraph per share option held of each series of Party A listed in Column 1 of items 1) through 4).

(Date of establishment of Party B)

Article 8. The date of registration of the establishment of Party B (the “Party B Establishment Date”) will be October 1, 2021; provided, however, that when necessary for procedures related to the Share Transfer or other reasons, this date may be changed by resolution of the Board of Directors of Party A.

(General Meeting of Shareholders to approve the Plan)

- Article 9. 1. Party A will convene an Annual General Meeting of Shareholders on June 25, 2021, where it will seek a resolution concerning approval for the Plan and other matters required for the Share Transfer.
2. When necessary for procedures related to the Share Transfer or other reasons, the date of the General Meeting of Shareholders provided for in the preceding paragraph may be changed by resolution of the Board of Directors of Party A.

(Listing of shares and shareholder register administrator)

- Article 10. 1. Party B intends to list the common shares that it issues on the JASDAQ Standard market operated by Tokyo Stock Exchange, Inc. on the Party B Establishment Date.
2. The shareholder register administrator of Party B will be Mizuho Trust & Banking Co., Ltd.

(Changes to the terms of the Share Transfer and cancellation of the Share Transfer)

- Article 11. The terms of the Share Transfer may be changed, or the Share Transfer canceled, by resolution of the Board of Directors of Party A, in the event that, during the period from when the Plan is created until the Party B Establishment Date, there are significant changes to the property or management conditions of Party A owing to a natural disaster or other reasons, or if circumstances arise whereby there is a significant hindrance to the execution of the Share Transfer.

(Effectiveness of the Plan)

- Article 12. The Plan will lose its effectiveness if any of the following items applies.
- (1) If approval for the Plan cannot be obtained at the General Meeting of Shareholders of Party A
- (2) If the approval, etc. for the Share Transfer from government agencies provided for in laws and regulations (including notifications submitted to related government agencies, etc. becoming effective, etc.) cannot be obtained, or terms, restrictions, etc. are attached to related approvals, etc. that present a significant hindrance to the execution of the Share Transfer

May 14, 2021

3-10 Kawada-cho, Shinjuku-ku, Tokyo, Japan
Miahelsa Corporation
Isamu Aoki, President and Representative Director

ARTICLES OF INCORPORATION OF MIAHELSA HOLDINGS CORPORATION

CHAPTER I GENERAL PROVISIONS

Article 1 (Trade Name)

The Company shall be called “*Miaherusa Hoorudingusu Kabushiki Kaisha*,” which shall be expressed in English as “Miahelsa Holdings Corporation.”

Article 2 (Purpose)

The purpose of the Company shall be to engage in the following businesses:

- (1) To manage the business activities of a company engaged in the operation of pharmaceutical business, childcare business, nursing care business, and food business, as well as various businesses incidental or related thereto by holding shares or equity in such company, and to provide support and guidance for the management of such company;
- (2) To be entrusted with all or part of operations such as management, planning, and public relations activities, by a company in which the Company holds shares or equity; and
- (3) To engage in any other lawful businesses incidental or related to the preceding items.

Article 3 (Location of Head Office)

The Company shall have its head office in Shinjuku-ku, Tokyo.

Article 4 (Organs)

In addition to the General Meeting of Shareholders and Directors, the Company shall have the following organs:

- (1) Board of Directors;
- (2) Audit and Supervisory Committee; and
- (3) Accounting Auditors.

Article 5 (Method of Public Notice)

Public notices of the Company shall be given by way of an electronic public notice; provided, however, that if it is impossible to give a public notice by way of an electronic public notice due to an accident or any other unavoidable circumstances, a public notice shall be given by publication in the *Nihon Keizai Shimbun*.

CHAPTER II SHARES

Article 6 (Total Number of Authorized Shares)

The total number of shares authorized to be issued by the Company shall be nine million eight hundred thousand (9,800,000).

Article 7 (Number of Shares Constituting One Unit)

The number of shares constituting one unit of shares of the Company shall be one hundred (100).

Article 8 (Rights Concerning Shares Less Than One Unit)

Shareholders of the Company may not exercise any rights concerning shares of less than one unit other than those prescribed below:

- (1) The rights listed in the items of Article 189, paragraph (2) of the Companies Act;
- (2) The right to make a demand under the provisions of Article 166, paragraph (1) of the Companies Act; and
- (3) The right to receive an allotment of shares for subscription and an allotment of share options for subscription in proportion to the number of shares held by the relevant shareholder.

Article 9 (Acquisition of Own Shares)

Pursuant to the provision of Article 165, paragraph (2) of the Companies Act, the Company may acquire its own shares by a resolution of the Board of Directors.

Article 10 (Administrator of Shareholder Register)

1. The Company shall have an Administrator of Shareholder Register.

2. The Administrator of Shareholder Register and its business handling office shall be determined by a resolution of the Board of Directors and public notice thereof shall be given.
3. The preparation and keeping of the Shareholder Register and the Share Option Register of the Company and any other administrative affairs relating to the Shareholder Register and the Share Option Register shall be entrusted to the Administrator of Shareholder Register and shall not be handled by the Company.

Article 11 (Share Handling Regulations)

The types of share to be issued by the Company, the entries or records in the Shareholder Register and the Share Option Register, and other handling and fees with respect to shares and share options shall be governed by, in addition to the provisions of the applicable laws and regulations or these Articles of Incorporation, the Share Handling Regulations established by the Board of Directors.

CHAPTER III GENERAL MEETING OF SHAREHOLDERS

Article 12 (Convocation)

Ordinary General Meetings of Shareholders shall be convened within three (3) months after the end of each fiscal year, and Extraordinary General Meetings of Shareholders shall be convened whenever necessary.

Article 13 (Record Date for Ordinary General Meeting of Shareholders)

The record date for exercising voting rights at an Ordinary General Meeting of Shareholders of the Company shall be March 31 of each year.

Article 14 (Convener and Chairperson)

1. The President & Director shall convene and chair General Meetings of Shareholders.
2. If the President & Director is unable to do so, another Director shall convene and chair General Meetings of Shareholders in the order previously determined by the Board of Directors.

Article 15 (Voting by Proxy)

1. A shareholder may exercise his/her voting rights through a proxy who shall be another shareholder having voting rights of the Company.
2. In the case of the preceding paragraph, the shareholder or proxy shall submit a document evidencing the power as proxy to the Company for each General Meeting of Shareholders.

Article 16 (Method of Adopting a Resolution)

1. Except as otherwise provided by the applicable laws and regulations or these Articles of Incorporation, resolutions of General Meetings of Shareholders shall be adopted upon being passed by a majority of the voting rights of the shareholders present who are entitled to exercise their voting rights.
2. Except as otherwise provided by these Articles of Incorporation, a resolution set forth in Article 309, paragraph (2) of the Companies Act shall be adopted upon being passed by at least two-thirds (2/3) of the voting rights of the shareholders present at a General Meeting of Shareholders where shareholders holding at least one-third (1/3) of the voting rights of shareholders who are entitled to exercise their voting rights are present.

Article 17 (Minutes)

The substance of the proceedings of the General Meetings of Shareholders and the results thereof, as well as other matters prescribed in the applicable laws and regulations, shall be written or recorded in the minutes of General Meetings of Shareholders.

Article 18 (Online Disclosure and Deemed Provision of Reference Documents for General Meeting of Shareholders)

In convening a General Meeting of Shareholders, the Company may deem that information required to be stated or indicated in reference documents for the General Meeting of Shareholders, business reports, non-consolidated financial statements, and consolidated financial statements has been provided to the shareholders by disclosing such information via the Internet in accordance with the applicable Ordinance of the Ministry of Justice.

CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS

Article 19 (Number of Directors)

1. The number of Directors of the Company (excluding persons who are Audit and Supervisory Committee Members) shall not exceed ten (10).
2. The number of Directors who are Audit and Supervisory Committee Members of the Company shall not exceed five (5).

Article 20 (Election of Directors)

1. Directors shall be elected by a resolution of a General Meeting of Shareholders by distinguishing Directors who are Audit and Supervisory Committee Members from other Directors.
2. A resolution for the election of a Director shall be adopted upon being passed by a majority of the voting rights of the shareholders present at a General Meeting of Shareholders where shareholders holding at least one-third (1/3) of the voting rights of shareholders who are entitled to exercise their voting rights are present.
3. Directors shall not be elected by cumulative voting.

Article 21 (Term of Office of Directors)

1. The term of office of Directors (excluding persons who are Audit and Supervisory Committee Members) shall be until the conclusion of the Ordinary General Meeting of Shareholders held with respect to the last fiscal year ending within one (1) year after their election.
2. The term of office of Directors who are Audit and Supervisory Committee Members shall be until the conclusion of the Ordinary General Meeting of Shareholders held with respect to the last fiscal year ending within two (2) years after their election.
3. The term of office of a Director who is an Audit and Supervisory Committee Member elected as a substitute for a Director who is an Audit and Supervisory Committee Member who resigned before the expiration of his/her term of office shall be until the expiration of the term of office of the resigned Director.
4. The effective term of a resolution for the election of Substitute Audit and Supervisory Committee Members elected pursuant to Article 329, paragraph (3) of the Companies Act shall be until the commencement of the Ordinary General Meeting of Shareholders held with respect to the last fiscal year ending within two (2) years after their election.

Article 22 (Representative Directors and Directors with Special Titles)

1. Representative Directors shall be appointed by a resolution of the Board of Directors.
2. The Board of Directors may, by a resolution, appoint one (1) Chairman of the Board of Directors (*torishimariyakukaicho*), one (1) President & Director (*torishimariyaku shacho*), and a small number of Vice President & Directors (*torishimariyaku fukushacho*), Senior Managing Directors (*senmu torishimariyaku*), and Executive Managing Directors (*jyomu torishimariyaku*).

Article 23 (Exemption of Liability of Directors)

1. In accordance with the provision of Article 426, paragraph (1) of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Directors (including former Directors) from compensatory liability arising due to neglect of their duties to the extent permitted by the applicable laws and regulations.
2. In accordance with the provision of Article 427, paragraph (1) of the Companies Act, the Company may enter into contracts with Directors (excluding persons who are Executive Directors, etc.) which limit the compensatory liability arising due to neglect of their duties; provided, however, that the limit amount of liability pursuant to such contracts shall be the amount prescribed by the applicable laws and regulations.

Article 24 (Convener and Chairperson of Meetings of the Board of Directors)

1. Except as otherwise provided by the applicable laws and regulations, the President & Director shall convene and chair Meetings of the Board of Directors.

2. If the President & Director is unable to do so or in the absence of the President & Director, another Director shall convene and chair Meetings of the Board of Directors in the order previously determined by the Board of Directors.

Article 25 (Notice of Convocation of Meetings of the Board of Directors)

1. A notice of convocation of a Meeting of the Board of Directors shall be given to each Director at least three (3) days prior to the date of the meeting; provided, however, that such notice period may be shortened in case of emergency.
2. The convocation procedures set forth in the preceding paragraph may be omitted with the consent of all Directors.

Article 26 (Method of Adopting a Resolution of the Board of Directors)

A resolution of the Board of Directors shall be adopted upon being passed by a majority of the Directors present at a meeting where a majority of the Directors who are entitled to take part in the resolution are present.

Article 27 (Omission of Resolution of the Board of Directors)

The Company shall deem that a resolution of the Board of Directors has been passed when all the requirements of Article 370 of the Companies Act have been fulfilled.

Article 28 (Delegation to Directors)

Pursuant to the provision of Article 399-13, paragraph (6) of the Companies Act, the Company may, by a resolution of the Board of Directors, delegate to Directors all or part of the decision-making on the execution of important operations (excluding the matters listed in the items of paragraph (5) of the same Article).

Article 29 (Minutes of Meetings of the Board of Directors)

The substance of the proceedings of the Meetings of the Board of Directors and the results thereof, as well as other matters prescribed in the applicable laws and regulations, shall be written or recorded in the minutes of Meetings of the Board of Directors, and the Directors present shall affix their names and seals or electronic signatures thereto.

Article 30 (Regulations of the Board of Directors)

Matters concerning the Board of Directors shall be governed by, in addition to the provisions of the applicable laws and regulations or these Articles of Incorporation, the Regulations of the Board of Directors established by the Board of Directors.

Article 31 (Remuneration, Etc. of Directors)

Directors' remuneration and bonuses and other financial benefits that the Directors receive from the Company as consideration for the execution of their duties (hereinafter referred to as the "Remuneration, Etc.") shall be determined by a resolution of a General Meeting of Shareholders by distinguishing Directors who are Audit and Supervisory Committee Members from other Directors.

CHAPTER V AUDIT AND SUPERVISORY COMMITTEE

Article 32 (Full-time Audit and Supervisory Committee Members)

Full-time Audit and Supervisory Committee Members may be appointed by a resolution of the Audit and Supervisory Committee.

Article 33 (Notice of Convocation of Meetings of the Audit and Supervisory Committee)

1. A notice of convocation of a Meeting of the Audit and Supervisory Committee shall be given by a Full-time Audit and Supervisory Committee Member to each Audit and Supervisory Committee Member at least three (3) days prior to the date of the meeting; provided, however, that such notice period may be shortened in case of emergency.
2. The convocation procedures set forth in the preceding paragraph may be omitted with the consent of all Audit and Supervisory Committee Members.

Article 34 (Method of Adopting a Resolution by the Audit and Supervisory Committee)

Except as otherwise provided by the applicable laws and regulations, a resolution of the Audit and Supervisory Committee shall be adopted upon being passed by a majority of the Audit and

Supervisory Committee Members present at a meeting where a majority of the Audit and Supervisory Committee Members entitled to take part in the resolution are present.

Article 35 (Minutes of Meetings of the Audit and Supervisory Committee)

The substance of the proceedings of the Meetings of the Audit and Supervisory Committee and the results thereof, as well as other matters prescribed in the applicable laws and regulations, shall be written or recorded in the minutes of Meetings of the Audit and Supervisory Committee, and the Audit and Supervisory Committee Members present shall affix their names and seals or electronic signatures thereto.

Article 36 (Regulations of the Audit and Supervisory Committee)

Matters concerning the Audit and Supervisory Committee shall be governed by, in addition to the provisions of the applicable laws and regulations or these Articles of Incorporation, the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee.

CHAPTER VI ACCOUNTING AUDITORS

Article 37 (Method of Election)

Accounting Auditors shall be elected at a General Meeting of Shareholders.

Article 38 (Term of Office)

1. The term of office of Accounting Auditors shall be until the conclusion of the Ordinary General Meeting of Shareholders held with respect to the last fiscal year ending within one (1) year after their election.
2. Unless otherwise resolved at the Ordinary General Meeting of Shareholders set forth in the preceding paragraph, the Accounting Auditors shall be deemed to have been re-elected at such Ordinary General Meeting of Shareholders.

Article 39 (Remuneration, Etc.)

Remuneration, Etc. for Accounting Auditors shall be determined by the Representative Director with the consent of the Audit and Supervisory Committee.

Article 40 (Limited Liability Agreements with Accounting Auditors)

In accordance with the provision of Article 427, paragraph (1) of the Companies Act, the Company may enter into contracts with Accounting Auditors which limit the compensatory liability under Article 423, paragraph (1) of the said Act; provided, however, that the limit amount of compensatory liability pursuant to such contracts shall be the amount prescribed by the applicable laws and regulations.

CHAPTER VII ACCOUNTS

Article 41 (Fiscal Year)

The fiscal year of the Company shall commence on April 1 of each year and end on March 31 of the following year.

Article 42 (Record Date for Dividends of Retained Earnings)

1. The record date for year-end dividends of the Company shall be March 31 of each year.
2. The Company may provide dividends of retained earnings setting any other record date in addition to the record date set forth in the preceding paragraph.

Article 43 (Interim Dividends)

The Company may, by a resolution of the Board of Directors, provide interim dividends setting September 30 of each year as the record date.

Article 44 (Prescriptive Period of Dividends)

In the event that dividend asset is cash and it remains unreceived after three (3) full years have elapsed from the commencement date of payment thereof, the Company shall be relieved of its obligation to pay such dividends.

SUPPLEMENTARY PROVISIONS

Article 1 (First Fiscal Year)

Notwithstanding the provision of Article 41, the first fiscal year of the Company shall be from the date of incorporation of the Company until March 31, 2022.

Article 2 (Remuneration)

Notwithstanding the provision of Article 31, the amounts of Remuneration, Etc. for Directors of the Company during the period from the date of incorporation of the Company to the time of the first Ordinary General Meeting of Shareholders of the Company shall be as follows respectively:

(1) Remuneration, Etc. for Directors who are not Audit and Supervisory Committee Members:

The total amount of Remuneration, Etc. shall not exceed 250 million yen per year.

(2) Remuneration, Etc. for Directors who are Audit and Supervisory Committee Members:

The total amount of Remuneration, Etc. shall not exceed 25 million yen per year.

Article 3 (Deletion of Supplementary Provisions)

These Supplementary Provisions shall be deleted at the conclusion of the Company's first Ordinary General Meeting of Shareholders.

End

3. Outline of matters provided for in each item of Article 206 of the Regulation for Enforcement of the Companies Act

(1) Matters related to the appropriateness of the consideration for the share transfer

1) Matters related to the total number of shares for consideration and the allotment thereof

a. Share transfer ratio

One (1) share of the common stock of the Holding Company to be established will be allotted and delivered per share of common stock of the Company held, to persons who are shareholders of the Company immediately prior to the Holding Company's acquisition of all issued shares of the Company via the Share Transfer.

b. Number of shares constituting one unit of stock

The Holding Company will adopt a share unit system, and the number of shares constituting one unit of stock will be 100 shares.

c. Grounds for calculation of the share transfer ratio

In the Share Transfer, a single wholly owning parent company will be established by sole share transfer by the Company, and there will be no difference between the composition of shareholders of the Company and the composition of shareholders of the Holding Company at the time of the Share Transfer. Accordingly, the Company's greatest priority has been to not harm the interests of shareholders, and as such it has decided to allot one (1) share of the Holding Company's common stock per share of the Company's common stock held by shareholders.

d. Result of calculation, method of calculation, and grounds for calculation by third-party institution

As described in the above item c., the Share Transfer is a sole share transfer by the Company, and therefore no calculation will be performed by a third-party institution.

e. Number of new shares to be delivered in the Share Transfer (planned)

2,473,600 shares of common stock

f. Treatment of share options and bonds with share options in the Share Transfer

With regard to share options issued by the Company, the policy of the wholly owning parent company will be to allot and deliver to the holders of share options of the Company share options of the Holding Company equivalent thereto in place of share options of the Company held. Furthermore, the Company has not issued any bonds with share options, and therefore there are no related applicable matters.

g. Money to be delivered in the share transfer

There will be no payment of money in the share transfer.

2) Matters related to the appropriateness of the amounts of capital and reserves

The amounts of capital and reserves of the Holding Company have been determined within the range permitted by laws and regulations, and the Company has judged these amounts to be appropriate in light of the purpose of the Holding Company, its size, capital measures, etc.

(2) Events significantly impacting the status of the property of the Company after the final day of the last fiscal year of the Company

No applicable matters.

4. Matters related to persons who will be Directors who are not Audit and Supervisory Committee Members of the Holding Company

Candidates for Directors who are not Audit and Supervisory Committee Members of the Holding Company are as follows.

| Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | (1) Number of shares of the Company held (2) Number of shares of the Holding Company to be allotted |
|---|---|---|
| Isamu Aoki (March 21, 1946) | <p>April 1968 Established Kyushoku Fukyu Kai Co., Ltd. (currently Miahelsa Corporation)</p> <p>September 1984 Established Japan Life Science Research Institute Co., Ltd. (currently Miahelsa Corporation), Representative Director (to present)</p> <p>November 2010 Board Chair, Nonprofit Organization Comprehensive Community Care Forum</p> | (1) 684,000 (2) 684,000 |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Since the foundation of Miahelsa Corporation in 1968, Mr. Isamu Aoki has exhibited his great ability for the growth of the Company with a wealth of experience, wide-ranging insights, and strong leadership. The Company judges that he is indispensable in order to vigorously push forward the improvement of corporate value and thus nominates him as a candidate for Director of the Holding Company.</p> | | |

| Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | (1) Number of shares of the Company held (2) Number of shares of the Holding Company to be allotted |
|--|---|---|
| Fumie Aoki (February 7, 1952) | <p>September 1975 Joined Kyushoku Fukyu Kai Co., Ltd. (currently Miahelsa Corporation)</p> <p>May 1991 Auditor, Kyushoku Fukyu Kai Co., Ltd.</p> <p>September 1999 General Manager, Nursing Care Business Department, Japan Life Science Research Institute Co., Ltd. (currently Miahelsa Corporation)</p> <p>January 2000 Director and General Manager, Nursing Care Business Department</p> <p>May 2001 Director, Kyushoku Fukyu Kai Co., Ltd. (currently Miahelsa Corporation)</p> <p>April 2009 Director and Vice President, the Company (to present)</p> <p>April 2014 General Manager, Administration Headquarters</p> <p>April 2015 General Manager, Management Strategy Headquarters</p> <p>May 2017 In charge of Nursing Care Business Headquarters and overseas business (to present)</p> <p>June 2018 Board Chair, Nonprofit Organization Comprehensive Community Care Forum (to present)</p> <p>[Responsibilities at Miahelsa Corporation] In charge of Nursing Care Business Headquarters and overseas business</p> <p>[Significant concurrent positions] Board Chair, Nonprofit Organization Comprehensive Community Care Forum</p> | (1) 60,000 (2) 60,000 |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Since her assumption of office as Director of Miahelsa Corporation in 2000, Ms. Fumie Aoki has long engaged in the management of Miahelsa Corporation and contributed to the improvement of corporate value. With her wealth of experience and industry knowledge, she has adequately played a role in important decision making of the business execution of Miahelsa Corporation and supervision of the performance of duties by Directors. The Company thus nominates her as a candidate for Director of the Holding Company.</p> | | |

| Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | (1) Number of shares of the Company held (2) Number of shares of the Holding Company to be allotted |
|--|---|---|
| Shigeru Aoki (November 18, 1953) | <p>April 1976 Joined Japanese National Food Co., Ltd. (currently Nikkokustrust Co., Ltd.)</p> <p>September 1976 Joined Kyushoku Fukyu Kai Co., Ltd. (currently Miahelsa Corporation)</p> <p>April 1981 Senior Managing Director, Kyushoku Fukyu Kai Co., Ltd.</p> <p>July 1990 Established Japan Vision Consulting Co. Ltd. (currently Japan Vision Co. Ltd.), Representative Director</p> <p>April 2014 General Manager, Management Strategy Headquarters, Japan Life Science Research Institute Co., Ltd. (currently Miahelsa Corporation)</p> <p>June 2014 Director and General Manager, Management Strategy Headquarters (retired as Director in October 2014)</p> <p>April 2017 General Manager, Childcare Business Headquarters</p> <p>May 2017 General Manager, Management Planning Headquarters</p> <p>June 2017 Director and General Manager, Management Planning Headquarters (to present)</p> | (1) 3,000 (2) 3,000 |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Shigeru Aoki has contributed to the business expansion and overall management of Miahelsa Corporation with his wealth of experience and wide-ranging insights and strong leadership as General Manager of the Management Planning Headquarters of Miahelsa Corporation. The Company judges that he is an appropriate talent for planning/promoting of management strategy at the Holding Company, and thus nominates him as a candidate for Director of the Holding Company.</p> | | |
| Masahiko Takahashi (January 29, 1957) | <p>April 1980 Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation)</p> <p>January 2005 General Manager, Kanagawa Branch, Matsushita Electric Industrial Co., Ltd.</p> <p>October 2009 General Manager, Head Office Risk Management Office, Panasonic Corporation</p> <p>January 2013 General Manager, Tokyo Secretary Office, Panasonic Corporation</p> <p>February 2015 Seconded to Japan Life Science Research Institute Co., Ltd. (currently Miahelsa Corporation); General Manager, General Affairs Department, Administration Headquarters</p> <p>June 2016 General Manager, Administration Headquarters</p> <p>November 2016 Director and General Manager, Administration Headquarters (to present)</p> | (1) 1,000 (2) 1,000 |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Masahiko Takahashi has significantly contributed to the establishment of company-wide compliance systems, exhibiting his excellent ability to deliver as General Manager of the Administration Headquarters of Miahelsa Corporation. The Company judges that he is an appropriate talent for the improvement of corporate value at the Holding Company, and thus nominates him as a candidate for Director of the Holding Company.</p> | | |

| Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | | (1) Number of shares of the Company held (2) Number of shares of the Holding Company to be allotted |
|---|--|--|---|
| Kozo Umezu (April 30, 1940) | <p>April 1965 Joined Industrial Bank of Japan, Ltd. (currently Mizuho Financial Group, Inc.)</p> <p>February 1996 Managing Director, Industrial Bank of Japan, Ltd.</p> <p>June 1996 President and Representative Director, IBJ NW Asset Management Co., Ltd. (currently Asset Management One Co., Ltd.)</p> <p>June 2008 Chairperson and Representative Director, NU Intellectual Property Financial Services Co., Ltd.</p> <p>June 2015 Advisor, Japan Life Science Research Institute Co., Ltd. (currently Miahelsa Corporation)</p> <p>June 2016 Outside Director (to present)</p> | | <p>(1) 1,000</p> <p>(2) 1,000</p> |
| <p>[Reasons for selection as a candidate for Outside Director]</p> <p>Mr. Kozo Umezu has a high level of knowledge of corporate management as a business executive. In addition to leveraging this experience, the Company expects him to supervise and support the management from an independent standpoint for the improvement of the corporate value of the Holding Company, and thus nominates him as a candidate for Outside Director of the Holding Company.</p> | | | |
| Takashi Minagawa (June 16, 1952) | <p>April 1976 Joined Ministry of Health and Welfare (currently Ministry of Health, Labour and Welfare)</p> <p>August 2005 Director, Social Insurance Operation Center</p> <p>August 2007 Director, National Hospital Organization</p> <p>October 2011 Managing Director, CIO, Pension Fund Association</p> <p>April 2013 Executive Director, Nippon Pharmacy Association</p> <p>June 2016 Outside Director, JP-HOLDINGS, INC.</p> | | <p>(1) 2,000</p> <p>(2) 2,000</p> |
| <p>[Reasons for selection as a candidate for Outside Director]</p> <p>Mr. Takashi Minagawa possesses professional knowledge on the business area of the Holding Company, such as expertise gained from his services at the Ministry of Health, Labour and Welfare, etc., and also has experience of corporate management, having served as a director etc., at multiple corporations. Leveraging this experience, the Company expects him to supervise and support the management for the improvement of corporate value as an Outside Director, and thus nominates him as a candidate for Outside Director of the Holding Company.</p> | | | |

- (Notes)1. The number of shares of the Company held is the status as of March 31, 2021. Shares of the Holding Company will be allotted based on the share transfer ratio immediately prior to the time at which it acquires all of the issued shares of the Company.
- There are no special interests between each candidate and the Company. Furthermore, the Company does not expect there to be any special interests between each candidate and the Holding Company.
 - Messrs. Kozo Umezu and Takashi Minagawa are candidates for Outside Director.
 - Mr. Kozo Umezu is currently Outside Director of the Company and his term of office as Outside Director will be five years at the conclusion of this General Meeting of Shareholders.
 - The Company has designated Mr. Kozo Umezu as an independent officer stipulated by the rules of the Tokyo Stock Exchange and reported him as such to the Exchange. If his reelection is approved, the Company plans to continue to designate him as an independent officer. If the election of Mr. Takashi Minagawa is approved, the Company also plans to report him as an independent officer stipulated by the rules of the Exchange. If both Director candidates take office as Outside Directors

- of the Holding Company when the company is established, the Company plans to newly designate both Director candidates as Outside Directors serving as independent officers and report as such to the Exchange.
6. The Company has entered into an agreement with Mr. Kozo Umezu to limit his liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. If his reelection is approved, the Company plans to continue the agreement with him. If the election of Mr. Takashi Minagawa is approved, the Company also plans to enter into the same agreement with him. If both Director candidates take office as Outside Directors of the Holding Company when the company is established, the Company plans to continue the same contract with both Director candidates.
 7. If the Holding Company is established, the said company plans to enter into a directors and officers (D&O) liability insurance with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which will cover damage to be borne by the insured that may arise due to insured persons assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. The candidates will be included as insured persons under the insurance policy.

5. Matters related to persons who will be Directors who are Audit and Supervisory Committee Members of the Holding Company

Candidates for Directors who are Audit and Supervisory Committee Members of the Holding Company are as follows.

| Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | (1) Number of shares of the Company held (2) Number of shares of the holding company to be allotted |
|---|---|---|
| Masahiro Adachi (January 16, 1956) | <p>April 1979 Joined Kyushoku Fukyu Kai Co., Ltd. (currently Miahelsa Corporation)</p> <p>May 1991 Director</p> <p>October 1992 Director, Japan Life Science Research Institute Co., Ltd. (currently Miahelsa Corporation)</p> <p>May 2001 Executive Managing Director, Kyushoku Fukyu Kai Co., Ltd. (currently Miahelsa Corporation)</p> <p>June 2004 Retired as Director</p> <p>June 2006 Director</p> <p>June 2015 Full-time Auditor (to present)</p> | <p>(1) 5,000 (2) 5,000</p> |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Masahiro Adachi possesses a wealth of business and management experience at Miahelsa Corporation and has contributed to the reinforcement of the governance of Miahelsa Corporation as Full-time Auditor. The Company judges that he is able to appropriately execute a management supervision function as an Audit and Supervisory Committee Member of the Holding Company based on such experience and his high level of knowledge, and thus nominates him as a candidate for Director serving as Audit and Supervisory Committee Member.</p> | | |
| Norio Tohyama (March 23, 1964) | <p>October 1987 Joined Ota Showa Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>January 1995 Joined Tohyama Kimihito Tax Accountant Office</p> <p>August 2010 Established Tohyama Norio Tax Accountant Office, Representative (to present)</p> <p>April 2016 Auditor, Japan Life Science Research Institute Co., Ltd. (currently Miahelsa Corporation) (to present)</p> | <p>(1) 0 (2) 0</p> |
| <p>[Reasons for selection as a candidate for Outside Director]</p> <p>Mr. Norio Tohyama is a certified public accountant and tax accountant who possesses thorough knowledge about finance/accounting and auditing. The Company thus judges that he is able to appropriately execute a management supervision function as an Audit and Supervisory Committee Member of the Holding Company, and nominates him as a candidate for Director serving as Audit and Supervisory Committee Member.</p> | | |

| Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | (1) Number of shares of the Company held (2) Number of shares of the holding company to be allotted |
|--|--|---|
| Masao Hara (November 30, 1973) | <div>October 2001</div> <div>April 2006</div> <div>June 2018</div> <div>Joined NAKAJIMA TRANSACTIONAL LAW OFFICE</div> <div>Partner (to present)</div> <div>Auditor, Japan Life Science Research Institute Co., Ltd. (currently Miahelsa Corporation) (to present)</div> | |
| <div>[Reasons for selection as a candidate for Outside Director]</div> <div>Mr. Masao Hara is a lawyer who is well versed in corporate legal affairs and possesses thorough knowledge as an expert. The Company thus judges that he is able to appropriately execute a management supervision function as an Audit and Supervisory Committee Member of the Holding Company, and nominates him as a candidate for Director serving as Audit and Supervisory Committee Member.</div> | | <div>(1) 0</div> <div>(2) 0</div> |

- (Notes)1. The number of shares of the Company held is the status as of March 31, 2021. Shares of the Holding Company will be allotted based on the share transfer ratio immediately prior to the time at which it acquires all of the issued shares of the Company.
2. There are no special interests between each candidate and the Company. Furthermore, the Company does not expect there to be any special interests between each candidate and the Holding Company.
3. Messrs. Norio Tohyama and Masao Hara are candidates for Outside Directors serving as Audit and Supervisory Committee Members.
4. Mr. Norio Tohyama is currently Outside Auditor of the Company and his term of office as Outside Auditor will be five years at the conclusion of this General Meeting of Shareholders.
5. Mr. Masao Hara is currently Outside Auditor of the Company and his term of office as Outside Auditor will be three years at the conclusion of this General Meeting of Shareholders.
6. The Company has designated Messrs. Norio Tohyama and Masao Hara as independent officers stipulated by the rules of the Tokyo Stock Exchange and reported them as such to the Exchange. If both Director candidates take office as Outside Directors of the Holding Company when the company is established, the Company plans to newly designate both Director candidates as Outside Directors serving as independent officers and report as such to the Exchange.
7. The Company has entered into an agreement with Messrs. Norio Tohyama and Masao Hara to limit their liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. If both Director candidates take office as Outside Directors of the Holding Company when the company is established, the Company plans to continue the same contract with both Director candidates.
8. If the Holding Company is established, the said company plans to enter into a directors and officers (D&O) liability insurance with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which will cover damage to be borne by the insured that may arise due to insured persons assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. The candidates will be included as insured persons under the insurance policy.

6. Matters related to the Accounting Auditor of the Holding Company
The Accounting Auditor of the Holding Company will be as follows.

| | | |
|-------------------------------|---------------------------|--|
| Name | KPMG AZSA LLC | |
| Offices | Main office | 1-2 Tsukudo-cho, Shinjuku-ku, Tokyo |
| | Secondary offices | Sapporo Office, Sendai Office, Hokuriku Office, Kita-Kanto Office, Yokohama Office, Nagoya Office, Kyoto Office, Osaka Office, Kobe Office, Hiroshima Office, Fukuoka Office |
| History | July 1969 | Asahi & Co. established |
| | July 1985 | Asahi Shinwa & Co. established |
| | October 1993 | Merged with Inoue Saito Eiwa Audit Corporation (established April 5, 1978) and changed name to Asahi & Co. |
| | January 2004 | Merged with AZSA & Co. (established February 26, 2003) and changed name to KPMG AZSA & Co. |
| | July 2010 | Became limited liability company and changed name to KPMG AZSA LLC |
| Outline (as of March 2021) | Capital | 3,000 million yen |
| | Employees | |
| | CPAs | 3,102 (28 Representative Partners and 511 Partners) |
| | Passed the CPA exam, etc. | 988 |
| | Professionals | 1,219 (34 Specified Partners, including 1 Representative Partner) |
| | Administration staff | 746 |
| | Total | 6,055 |
| Clients | | |
| | Audit engagements | 3,663 |

(Note) KPMG AZSA LLC has been selected as the candidate for Accounting Auditor of the Holding Company because the Company has judged that it is appropriately qualified after comprehensively considering factors such as the appropriateness related to the Company's own audits, as well as operational capabilities, including KPMG AZSA LLC's size and experience, its independence, and its internal management systems.

Proposal 3: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

In order to respond to the diversification of the business in the future, business objects are to be added and modified in the current Article 2 (Objects) of the Articles of Incorporation.

2. Details of the amendments

Details of the amendment are as follows.

(Amended parts are underlined.)

| Current | Proposed amendment |
|--|--|
| (Purpose) Article 2 The purpose of the Company shall be to engage in the following businesses: (1) to (9) (Omitted) (Newly established) <u>(10) to (11) (Omitted)</u> <u>(12) In-Home Long-Term Care Service Business</u> not covered by the Long-Term Care Insurance Act <u>(13) to (27) (Omitted)</u> <u>(Newly established)</u> <u>(28) to (37) (Omitted)</u> | (Purpose) Article 2 (Same as current) (1) to (9) (Same as current) <u>(10) Fee-Based Homes for the Elderly Business pursuant to the Act on Social Welfare for the Elderly</u> <u>(11) to (12) (Same as current)</u> <u>(13) Private Long-Term Care Service Business</u> not covered by the Long-Term Care Insurance Act <u>(14) to (28) (Same as current)</u> <u>(29) Services for regional base of child care support pursuant to the provisions of the Child Welfare Act</u> <u>(30) to (39) (Same as current)</u> |

Proposal 4: Election of Eight (8) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests the election of eight (8) Directors below, including two (2) Outside Directors.

The candidates for Director are as follows. Prior to the selection of the candidates, the Company has received a report from the Nomination and Remuneration Committee, an advisory body to the Board of Directors of the Company, noting that each candidate meets the selection criteria for Directors stipulated by the Committee.

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | | Number of shares of the Company held |
|-----|--|---|---|--|
| 1 | Isamu Aoki (March 21, 1946) | April 1968 | Established Kyushoku Fukyu Kai Co., Ltd. (currently the Company) | 684,000 |
| | | September 1984 | Established the Company, Representative Director (to present) | |
| | | November 2010 | Board Chair, Nonprofit Organization Comprehensive Community Care Forum | |
| | <p>[Reasons for selection as a candidate for Director]</p> <p>Since the foundation of Miahelsa Corporation in 1968, Mr. Isamu Aoki has exhibited his great ability for the growth of the Company with a wealth of experience, wide-ranging insights, and strong leadership. The Company judges that he is indispensable in order to vigorously push forward the further improvement of corporate value and thus renominates him as a candidate for Director.</p> | | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|---|----------------------------------|--|--|
| 2 | Fumie Aoki (February 7, 1952) | <p>September 1975 Joined Kyushoku Fukyu Kai Co., Ltd. (currently the Company)</p> <p>May 1991 Auditor, Kyushoku Fukyu Kai Co., Ltd.</p> <p>September 1999 General Manager, Nursing Care Business Department, the Company</p> <p>January 2000 Director and General Manager, Nursing Care Business Department</p> <p>May 2001 Director, Kyushoku Fukyu Kai Co., Ltd. (currently the Company)</p> <p>April 2009 Director and Vice President, the Company (to present)</p> <p>April 2014 General Manager, Administration Headquarters</p> <p>April 2015 General Manager, Management Strategy Headquarters</p> <p>May 2017 In charge of Nursing Care Business Headquarters and overseas business (to present)</p> <p>June 2018 Board Chair, Nonprofit Organization Comprehensive Community Care Forum (to present)</p> <p>[Responsibilities at the Company] In charge of Nursing Care Business Headquarters and overseas business</p> <p>[Significant concurrent positions] Board Chair, Nonprofit Organization Comprehensive Community Care Forum</p> | 60,000 |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Since her assumption of office as Director in 2000, Ms. Fumie Aoki has long engaged in the management of the Company and contributed to the improvement of corporate value. With her wealth of experience and industry knowledge, she has adequately played a role in important decision making of the business execution of the Company and supervision of the performance of duties by Directors. The Company thus renominates her as a candidate for Director.</p> | | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | | Number of shares of the Company held |
|--|-------------------------------------|---|---|--|
| 3 | Shigeru Aoki (November 18, 1953) | April 1976 | Joined Japanese National Food Co., Ltd. (currently Nikkokustrust Co., Ltd.) | 3,000 |
| | | September 1976 | Joined Kyushoku Fukyu Kai Co., Ltd. (currently the Company) | |
| | | April 1981 | Senior Managing Director, Kyushoku Fukyu Kai Co., Ltd. | |
| | | July 1990 | Established Japan Vision Consulting Co. Ltd. (currently Japan Vision Co. Ltd.), Representative Director | |
| | | April 2014 | General Manager, Management Strategy Headquarters, the Company | |
| | | June 2014 | Director and General Manager, Management Strategy Headquarters (retired as Director in October 2014) | |
| | | April 2017 | General Manager, Childcare Business Headquarters | |
| | | May 2017 | General Manager, Management Planning Headquarters | |
| | | June 2017 | Director and General Manager, Management Planning Headquarters (to present) | |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Shigeru Aoki has contributed to the business expansion and overall management of the Company with his wealth of experience and wide-ranging insights and strong leadership as General Manager of the Management Planning Headquarters. The Company judges that he is an appropriate talent for planning/promoting of management strategy at the Company, and thus renominates him as a candidate for Director.</p> | | | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | | Number of shares of the Company held |
|-----|--|--|---|--|
| 4 | Hideaki Sekine (April 3, 1974) | July 2002 | Joined the Company | 3,000 |
| | | April 2012 | General Manager, Nursing Care Business Department | |
| | | April 2014 | General Manager, Nursing Care Business Headquarters | |
| | | June 2014 | Director and General Manager, Nursing Care Business Headquarters | |
| | | May 2017 | Director and General Manager, Childcare Business Headquarters (to present) | |
| | | [Significant concurrent positions] Representative Director, Tosho Shoji Co., Ltd. | | |
| | [Reasons for selection as a candidate for Director] Mr. Hideaki Sekine has contributed to the expansion of the child business and overall management with his wealth of experience and wide-ranging insights and strong leadership as General Manager of Childcare Business Headquarters. As he additionally has a concurrent position as representative director of a subsidiary company, the Company judges that he is an appropriate talent for promotion of the growth strategy of the Company, and thus renominates him as a candidate for Director. | | | |
| 5 | Shoichi Saito (December 4, 1957) | September 1980 | Joined Kyushoku Fukyu Kai Co., Ltd. (currently the Company) | 2,000 |
| | | October 1995 | Seconded to the Company | |
| | | April 2004 | Transferred to the Company; General Manager, Administration Headquarters | |
| | | June 2004 | Director and General Manager, Administration Headquarters | |
| | | November 2012 | Director and General Manager, Childcare Business Headquarters | |
| | | April 2017 | Director and General Manager, Food Business Headquarters (to present) | |
| | [Reasons for selection as a candidate for Director] Mr. Shoichi Saito has contributed to the expansion of the food business and overall management with his wealth of experience and wide-ranging insights and strong leadership as General Manager of the Food Business Headquarters. The Company judges that he is an appropriate talent for promotion of the growth strategy of the Company, and thus renominates him as a candidate for Director. | | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | | Number of shares of the Company held |
|--|--|---|---|--|
| 6 | Masahiko Takahashi (January 29, 1957) | April 1980 | Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation) | 1,000 |
| | | January 2005 | General Manager, Kanagawa Branch, Matsushita Electric Industrial Co., Ltd. | |
| | | October 2009 | General Manager, Head Office Risk Management Office, Panasonic Corporation | |
| | | January 2013 | General Manager, Tokyo Secretary Office, Panasonic Corporation | |
| | | February 2015 | Seconded to the Company; General Manager, General Affairs Department, Administration Headquarters | |
| | | June 2016 | General Manager, Administration Headquarters | |
| | | November 2016 | Director and General Manager, Administration Headquarters (to present) | |
| [Reasons for selection as a candidate for Director] Mr. Masahiko Takahashi has significantly contributed to the establishment of company-wide compliance systems exhibiting his excellent ability to deliver as General Manager of the Administration Headquarters. The Company judges that he is an appropriate talent for the further improvement of corporate value at the Company, and thus renominates him as a candidate for Director. | | | | |
| 7 | Kozo Umezu (April 30, 1940) | April 1965 | Joined Industrial Bank of Japan, Ltd. (currently Mizuho Financial Group, Inc.) | 1,000 |
| | | February 1996 | Managing Director, Industrial Bank of Japan, Ltd. | |
| | | June 1996 | President and Representative Director, IBJ NW Asset Management Co., Ltd. (currently Asset Management One Co., Ltd.) | |
| | | June 2008 | Chairperson and Representative Director, NU Intellectual Property Financial Services Co., Ltd. | |
| | | June 2015 | Advisor, the Company | |
| | | June 2016 | Outside Director (to present) | |
| [Reasons for selection as a candidate for Outside Director] Mr. Kozo Umezu has a high level of knowledge of corporate management as a business executive. In addition to leveraging this experience, the Company expects him to supervise and support the management from an independent standpoint for the improvement of the corporate value of the Company, and thus renominates him as a candidate for Outside Director. | | | | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | | Number of shares of the Company held |
|-----|---|---|---|--|
| 8 | <div>New</div> Takashi Minagawa (June 16, 1952) | April 1976 | Joined Ministry of Health and Welfare (currently Ministry of Health, Labour and Welfare) | 2,000 |
| | | August 2005 | Director, Social Insurance Operation Center | |
| | | August 2007 | Director, National Hospital Organization | |
| | | October 2011 | Managing Director, CIO, Pension Fund Association | |
| | | April 2013 | Executive Director, Nippon Pharmacy Association | |
| | | June 2016 | Outside Director, JP-HOLDINGS, INC. | |
| | [Reasons for selection as a candidate for Outside Director] Mr. Takashi Minagawa possesses professional knowledge on the business area of the Company, such as expertise gained from his services at the Ministry of Health, Labour and Welfare, etc., and also has experience of corporate management, having served as a director etc., at multiple corporations. Leveraging this experience, the Company expects him to supervise and support the management for the improvement of corporate value as an Outside Director, and thus nominates him as a candidate for Outside Director. | | | |

(Notes) 1. Special interests between each candidate and the Company:

- (1) Mr. Hideaki Sekine concurrently serves as Representative Director of Tosho Shoji Co., Ltd. which is the Company's subsidiary. The Company has business transactions such as loan of funds etc., with the said company.
- (2) There are no special transactions between other candidates and the Company.
2. The Company has entered into an agreement with Mr. Kozo Umezu to limit his liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. If his reelection is approved, the Company also plans to continue the agreement with him. If the election of Mr. Takashi Minagawa is approved, the Company plans to enter into the same agreement with him to limit his liability.
3. Messrs. Kozo Umezu and Takashi Minagawa are candidates for Outside Director.
4. The Company has designated Mr. Kozo Umezu as an independent officer stipulated by the rules of the Tokyo Stock Exchange and reported him as such to the Exchange. If his reelection is approved, the Company plans to continue to designate him as an independent officer and report as such to the Exchange. If the election of Mr. Takashi Minagawa is approved, the Company also plans to designate him as an independent officer stipulated by the rules of the Exchange and report as such to the Exchange.
5. Messrs. Kozo Umezu and Takashi Minagawa are not executives or officers of a specified associated service provider of the Company, and have never been executives or officers of a specified associated service provider of the Company for the past ten years.
6. The term of office of Mr. Kozo Umezu as Outside Director of the Company will be five years at the conclusion of this General Meeting of Shareholders.
7. The Company has entered into a directors and officers (D&O) liability insurance with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which will cover damage to be borne by the insured that may arise due to insured persons assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. The candidates will be included as insured persons under the insurance policy.

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