

To Our Shareholders

Masayuki Akiyama, President & COO
Pharmarise Holdings Corporation
1-38-1 Chuo, Nakano-ku, Tokyo

Notice of Convocation of Extraordinary General Meeting of Shareholders

We would like to take this opportunity to express our gratitude for your continued support of our operations.

Pharmarise Holdings Corporation (hereinafter “the Company”) will hold its Extraordinary General Meeting of Shareholders as described below.

In convening this shareholders’ meeting, the Company has taken measures for electronic provision of information, and posted matters to be provided electronically as “Notice of Convocation of the Extraordinary General Meeting of Shareholders” on the following website on the Internet.

The Company’s website: https://www.pharmarise.com/ir/share_holder.php

In addition to the above, the information is also posted on the following website on the Internet.

TSE website: <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

To view information regarding the convocation of the shareholders’ meeting, please visit the website above, enter/search the name of the Company or its securities code, and choose “Basic information,” “Documents for public inspection / PR information.”

We respectfully request that you exercise your voting rights, either by submitting your voting rights exercise form or via the Internet.

When exercising your voting rights in writing or via the Internet, please exercise your voting rights by 6:00 p.m. (JST) on Friday, January 26, 2024.

Details

1. Date and Time Monday, January 29, 2024 at 10:00 a.m. (JST)
2. Venue 8F, Sumitomo Nakano Sakaue Building, 1-38-1, Chuo, Nakano-ku, Tokyo
Pharmarise Holdings Corporation, Head Office, Large Conference Room
(Note that the venue of this meeting is different from the previous shareholders’ meeting. Refer to the attached map.)
3. Meeting Agenda
Proposals
Proposal 1: Election of One (1) Director
Proposal 2: Election of One (1) Audit & Supervisory Board Member

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- When attending the meeting, please submit the enclosed voting rights exercise form at the reception desk to register your attendance.
 - If there are any changes to the matters concerning the measures for the electronic provision, we will post the corrections on each website.

Reference Documents for the Extraordinary General Meeting of Shareholders

Proposals and Reference Issues

Proposal 1: Election of One (1) Director

To further strengthen the management system of the Company, we ask shareholders to appoint one (1) Outside Director. The candidate for Outside Director is as follows.

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of shares of the Company held
Ai Aizawa (April 15, 1967) <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="background-color: #cccccc; padding: 2px 5px;">New appointment</div> <div style="background-color: #cccccc; padding: 2px 5px;">Outside</div> </div> <div style="background-color: #cccccc; padding: 2px 5px; text-align: center;">Independent Officer</div>	April 1996 Registered as a lawyer (belongs to the Daini Tokyo Bar Association) Joined Hamada Law Office September 2005 Became Chairman of specified non-profit organization Mirai Kodomo Land December 2007 Opened Aizawa Law Office June 2011 Became a member of Nerima Ward Administrative Evaluation Committee April 2012 Became a member of the Fairness Committee of Nishi-Tokyo City, Ryusen Association, and Tama Rokuto Science Museum Association May 2012 Became Cabinet Office Reemployment Surveillance Inspector (part-time) April 2013 Became a member of the Nishi-Tokyo City Community-Based Services Management Committee April 2014 Became Chofu City Ombudsman April 2015 Became a member of the Nerima Ward Administrative Reform Promotion Council (to present) June 2019 Became Director of social welfare corporation Oizumi Kikumi-kai (to present) May 2020 Became a councilor of the Housing Finance Promotion Association (to present) April 2022 Became a member of the Tokyo Family Court Family Mediation Committee (to present) October 2022 Became a member of the Kokubunji City Political Ethics Review Board (to present)	– shares
(Reason for appointment and expected roles) Ms. Ai Aizawa has extensive experience as a lawyer and specialized knowledge regarding legal matters in general. The Company has determined that she will be able to contribute to effectively strengthening the decision-making and supervisory functions of its Board of Directors from the perspective of promoting its sustainable growth and enhancing its corporate value over the medium to long term and therefore, proposes the appointment of Ms. Aizawa as an Outside Director.		

(Notes) 1. There are no special interests between Ms. Ai Aizawa, the candidate for Director, and the Company.

2. Ms. Ai Aizawa, the candidate for Director, is the candidate for Outside Director.

3. If Ms. Ai Aizawa, the candidate for Director, is appointed as Director, the Company plans to register her as an independent officer with the Tokyo Stock Exchange.

4. The Company has entered into a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If any shareholders or third parties file a claim for damages and the insured are ordered to pay the damages and court costs, etc., the damages and costs will be covered by the insurance. If the candidate is elected, she will be included in the insured of the insurance contract.

Proposal 2: Election of One (1) Audit & Supervisory Board Member

Mr. Yoshio Odaka, Audit & Supervisory Board Member, will step down at the conclusion of this general meeting. Therefore, in order to maintain the continuity of audit work, the Company proposes the appointment of one (1) Audit & Supervisory Board Member to fill the vacancy.

Since Mr. Makoto Miura will be appointed as a substitute for Mr. Yoshio Odaka, his term of office will continue until the expiration of the term of office of the retired Audit & Supervisory Board Member, as stipulated in the Company's Articles of Incorporation.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company	Number of shares of the Company held
<p>Makoto Miura (August 8, 1953)</p> <p style="background-color: #cccccc; padding: 2px; display: inline-block;">New appointment</p>	April 1972 Joined The Mitsubishi Bank, Ltd. (now MUFG Bank, Ltd.)	8,400 shares
	March 2006 Seconded to the Company as Assistant to General Manger of the General Affairs Department	
	August 2006 Transferred to the Company	
	November 2006 Became Assistant to General Manger of Business Administration Department and Section Chief of Planning Section, Business Administration Department of the Company	
	March 2007 Became General Manger of General Affairs Department of the Company	
	April 2008 Became Chief of General Headquarters of the Company	
	August 2008 Became Director and Chief of General Headquarters of the Company	
	September 2009 Became Director of Pharmarise Co., Ltd.	
	September 2009 Became Director and General Manager of Store Operations Department of Pharmarise Co., Ltd.	
	April 2011 Became Representative Director of Hokkaido Pharmarise Corporation	
	October 2011 Became Executive Officer of the Company	
	June 2013 Became General Manager of Affiliated Companies Administration Department of the Company	
	June 2014 Became Director and Chief of Business Headquarters of Pharmarise Co., Ltd.	
	January 2018 Became Director and General Manager of Administration Department, Business Division of Pharmarise Co., Ltd.	
	March 2019 Became Section Chief of Administration Section, Administration Department of Pharmarise Co., Ltd.	
March 2020 Became Section Chief of General Affairs Section, Administration Department of the Company		
September 2023 Became Section Chief in charge of General Affairs Section, Administration Department of the Company (to present)		

(Reason for appointment)

Mr. Makoto Miura joined the Company in August 2006 and as since served as Director of various group companies. Since he has long familiarity with the Group's businesses, in addition to his extensive management experience, the Company can expect that he will contribute to improving the supervisory functions of the Audit & Supervisory Board and the Board of Directors and has determined that he will be able to appropriately execute his duties as an Audit & Supervisory Board Member. Therefore, the Company proposes the appointment of Mr. Makoto Miura as an Audit & Supervisory Board Member as a substitute for Mr. Yoshio Odaka.

- (Notes) 1. There are no special interests between Mr. Makoto Miura, the candidate for Audit & Supervisory Board Member, and the Company.
2. The Company has entered into a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If any shareholders or third parties file a claim for damages and the insured are ordered to pay the damages and court costs, etc., the damages and costs will be covered by the insurance. If the candidate is elected, he will be included in the insured of the insurance contract.