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Securities code: 6062
September 6, 2022

To Shareholders with Voting Rights:

Takahiko Shimomura
Chairman and President
Charm Care Corporation
3-6-32 Nakanoshima, Kita-ku,
Osaka, Japan

**NOTICE OF
THE 38th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 38th Annual General Meeting of Shareholders of Charm Care Corporation (the “Company”) will be held as described below.

If you will not be attending the meeting on the day, you may exercise your voting rights in any of the following manners. Please review the Reference Documents for the General Meeting of Shareholders provided below and exercise your voting rights.

[Exercise of voting rights in writing]

Please indicate your votes for or against each of the proposals on the enclosed Voting Rights Exercise Form, and return the form to us by 5:30 p.m. Japan time, Tuesday, September 27, 2022.

[Exercise of voting rights via the Internet, etc.]

Please access the website designated by us for exercising voting rights (<https://www.web54.net>), follow the guidance on screen, and enter your votes for or against each of the proposals by 5:30 p.m. Japan time, Tuesday, September 27, 2022.

When exercising your voting rights via the Internet, etc., please refer to the “Guidance for Exercise of Voting Rights via the Internet, etc.” on page 3.

In light of the current state of COVID-19, to ensure shareholders’ safety and prevent the spread of the infection, we request that, whenever possible, you exercise your voting rights in writing or via the Internet, etc. in advance. We also recommend that shareholders who are unwell, have underlying conditions, are of advanced age, or who are pregnant, kindly refrain from attending the meeting in person.

Shareholders who do attend in person will be required to wear a mask and asked to cooperate with other measures such as body temperature measurement and sanitization of hands. We may also refuse entry to any person who we suspect may have been infected with the virus, such as displaying signs of a fever or being unwell.

- 1. Date and Time:** Wednesday, September 28, 2022 at 10:00 a.m. Japan time
(Reception will start at 9:30 a.m.)
- 2. Place:** Conference Room, 4F Shin Daibiru
1-2-1 Dojimahama, Kita-ku, Osaka, Japan
(Please refer to the Map of Shareholder’s Meeting Venue (Japanese version only) at the back of this notice.)
- 3. Meeting Agenda:**
Matters to be reported: 1. The Business Report and Consolidated Financial Statements for the Company’s 38th Fiscal Year (July 1, 2021 – June 30, 2022) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 38th Fiscal Year (July 1, 2021 – June 30, 2022)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Seven (7) Directors

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk. Please also bring this Notice with you to save resources.
 - Reception is scheduled to start at 9:30 a.m. Since it is expected to become quite busy shortly before the meeting start time, please try to arrive early.
 - In consideration of fairness between those shareholders attending the General Meeting of Shareholders in person and those who are unable to attend, there will be no souvenirs for attending shareholders. We appreciate your understanding.
 - Online disclosure
Pursuant to laws and regulations and Article 14 of the Company's Articles of Incorporation, the following items have been posted on the Company's website and are therefore not included in the attachments to this Notice of Annual General Meeting of Shareholders. Accordingly, the attachments to this Notice form part of the materials subjected to audits by Audit & Supervisory Board Members and the Accounting Auditor in the preparation of their audit reports.
 - Notes to Consolidated Financial Statements
 - Notes to Non-consolidated Financial Statements
 - Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website.

Company website: <https://www.charmcc.jp/corp/>

Notice Regarding COVID-19

- Shareholders who are unwell, have underlying conditions, are of advanced age, or are pregnant are advised to refrain from attending the meeting.
- Shareholders who attend the General Meeting of Shareholders in person will be asked to wear a mask and to cooperate with body temperature measurement and use of alcohol-based sanitizer.
- Please be aware that shareholders who have a high temperature, appear to be unwell, or otherwise show signs of possible infection may be refused entry.
- The staff running the General Meeting of Shareholders will be wearing masks, and some staff may also wear gloves.
- Seating will be limited as we intend to reduce the number of seats available to ensure sufficient space between seats. Ventilation openings will also be kept open to keep the room well ventilated.
- From the perspective of keeping the meeting short as an infection prevention measure, some parts of the explanation of matters to be reported, including the audit reports, will be truncated. Shareholders are requested to review this Notice in advance of the meeting.

Guidance for Exercise of Voting Rights via the Internet, etc.

How to read the QR code “Smart Exercise[®]”

You can log in to the voting website without entering the voting code and password.

- 1 議決権行使書用紙右下に記載のQRコードを読み取ってください。



※「QRコード」は株式会社デンソーウェブの登録商標です。

- 2 以降は画面の案内に従って賛否をご入力ください。



「スマート行使[®]」での議決権行使は1回に限り可能です。

議決権行使後に行使内容を変更する場合は、お手数ですがパソコン向けサイトへアクセスし、議決権行使書用紙に記載の「議決権行使コード」・「パスワード」を入力してログイン、再度議決権行使をお願いいたします。
※QRコードを再度読み取っていただくと、パソコン向けサイトへ遷移できます。

Any inquiries about how to operate your PC, smartphone or mobile phone when exercising voting rights via the Internet should be directed to the contact details set out to the right.

How to enter the voting code and password

Voting website <https://www.web54.net>

- 1 議決権行使ウェブサイトへアクセスしてください。



「次へすすむ」をクリック

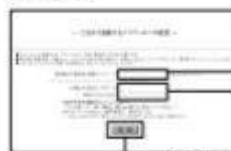
- 2 議決権行使書用紙に記載された「議決権行使コード」をご入力ください。



「議決権行使コード」を入力

「ログイン」をクリック

- 3 議決権行使書用紙に記載された「パスワード」をご入力ください。



「パスワード」を入力

実際にご使用になる新しいパスワードを設定してください

「登録」をクリック

- 4 以降は画面の案内に従って賛否をご入力ください。

※操作画面はイメージです。

Dedicated telephone number of Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited

Telephone number: **0120-652-031** (toll free only within Japan)

(Business hours 9:00 to 21:00)

If you exercise your voting rights both by the Voting Rights Exercise Form and via the Internet, etc., we will treat the vote exercised via the Internet, etc. as valid.

If you exercise your voting rights multiple times via the Internet, etc., we will treat the last vote exercised as valid.

Institutional investors may use the electronic voting rights exercise platform for institutional investors operated by ICJ, Inc.

The voting website will be unavailable for use due to maintenance work from 5:00 a.m., Japan time, Saturday, September 17, 2022 until 5:00 a.m., Japan time, Tuesday, September 20, 2022.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Recognizing the enhancement of shareholder interests as an important issue, the Company's basic policy regarding distribution of profits is to conduct stable dividends upon comprehensive consideration of profit levels and payout ratio, etc. Internal reserves will be allocated to purposes that include the reinforcement of management foundations, capital investments for business expansion, and the securing and training of human resources.

Based on the above policy, the Company proposes the appropriation of surplus as follows, taking into account the Company's performance during the fiscal year under review and future business development.

Items Related to the Year-end Dividend

(1) Type of dividend property

Cash

(2) Items related to the allocation of dividend property and total amount thereof

The Company proposes a dividend of 17 yen per share of common stock of the Company.

In this case, the total amount of dividends will be 554,483,424 yen.

(3) Effective date of dividends of surplus

The Company proposes an effective date of September 29, 2022.

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for Proposal

In accordance with the enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) on September 1, 2022 and the introduction of the system for electronic provision of reference documents for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) Since being obliged to provide in the Articles of Incorporation that information contained in reference documents for general meetings of shareholders, etc. shall be provided electronically, the Company will newly establish the proposed Article 14 (Electronic Provision Measures, etc.), Paragraph 1.
- (2) To be able to limit the scope of matters to be included in a paper copy to be delivered to shareholders who have requested it to that prescribed by an Ordinance of the Ministry of Justice with respect to information contained in reference documents for general meetings of shareholders, etc. for which the electronic provision measures are taken, the Company will newly establish the proposed Article 14 (Electronic Provision Measures, etc.) Paragraph 2.
- (3) Due to the introduction of the system for electronic provision of reference documents for general meetings of shareholders, the provisions of Article 14 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders, etc.) will become unnecessary and will therefore be deleted.
- (4) The Company will establish supplementary provisions related to the effectiveness of the aforementioned provisions to be deleted. These supplementary provisions shall be deleted after the lapse of a predetermined period of time.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders, etc.)</u> <u>The Company may, in convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the Internet as prescribed by an Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>Article 14 (Electronic Provision Measures, etc.)</u> <u>The Company shall, in convening a general meeting of shareholders, provide information contained in reference documents for the general meeting of shareholders, etc. electronically.</u> <u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of those prescribed in an Ordinance of the Ministry of Justice in the paper copy to be delivered to shareholders who have requested it by the record date for voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p data-bbox="805 237 1141 271"><u>(Supplementary Provisions)</u></p> <p data-bbox="805 271 1406 488"><u>Article 14 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders, etc.) shall remain in force with respect to a general meeting of shareholders to be held on a date within six (6) months from September 1, 2022.</u></p> <p data-bbox="805 488 1406 680"><u>2. These supplementary provisions shall be deleted after the lapse of six (6) months from September 1, 2022 or the lapse of three (3) months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 3: Election of Seven (7) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Due to his resignation, Mr. Takahiro Shimomura ceased to hold the position of Director on March 31, 2022. Accordingly, the Company proposes the election of seven (7) Directors, including three (3) Outside Directors.

The candidates for Director are as follows.

No.	Name	Current positions and responsibilities at the Company	Election category, etc.
1	Takahiko Shimomura	Chairman and President In charge of Risk Management Office	[Reappointment]
2	Yukihiro Satomi	Director Managing Executive Officer In charge of HR Department, Information System Office, Administration Office, Finance and Accounting Office, and Corporate Planning Office	[Reappointment]
3	Takayuki Okumura	Director Managing Executive Officer In charge of Kinki Nursing Care Business Department, Education and Training Department, and Operations Management Office	[Reappointment]
4	Shiro Kokaji	Director Managing Executive Officer Manager, DX Promotion Office and Manager, Business Planning Office In charge of Tokyo Metropolitan Nursing Care Business Department, Real Estate Business Department, Tokyo Metropolitan Sales Department, and Kinki Sales Department	[Reappointment]
5	Tomokazu Yamazawa	Director	[Reappointment] [Outside] [Independent]
6	Kenji Nishikado	Director	[Reappointment] [Outside] [Independent]
7	Kimiko Tanaka	Director	[Reappointment] [Outside] [Independent]

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	<p>Takahiko Shimomura (June 3, 1943)</p> <p>[Reappointment]</p> <p>Attendance at the Board of Directors meetings in fiscal 2022: 23/23 (100%)</p>	<p>April 1966 Joined Okagumi Co., Ltd.</p> <p>April 1969 Joined Shimomura Construction Co., Ltd.</p> <p>June 1969 Director, Shimomura Construction Co., Ltd.</p> <p>June 1973 Representative Director, Shimomura Construction Co., Ltd.</p> <p>November 2004 Representative Director and President, the Company</p> <p>June 2008 Director and Chairman, Shimomura Construction Co., Ltd. (current position)</p> <p>July 2014 Representative Director and President, General Manager, Business Development Department, the Company</p> <p>July 2015 Representative Director and President, the Company</p> <p>July 2020 Chairman and President, the Company (current position)</p> <p>November 2021 Outside Director, wellvill Co., Ltd. (current position)</p> <hr/> <p>[Significant concurrent positions] Outside Director, wellvill Co., Ltd.</p>	5,284,300
<p>[Reasons for nomination as a candidate for Director] Mr. Takahiko Shimomura has spearheaded the Company as its founder and contributed to the enhancement of its corporate value. He also has a wealth of experience in corporate management, as well as excellent character and insight. For these reasons, the Company has renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held	
2	Yukihiro Satomi (February 21, 1957) [Reappointment] Attendance at the Board of Directors meetings in fiscal 2022: 22/23 (95.7%)	April 1980	1,300	
		August 2011		Joined The Daiwa Bank, Ltd. (currently Resona Bank, Limited)
		October 2011		Seconded to the Company, General Manager, Business Development Department
		July 2014		Director, General Manager, Business Development Department, the Company
		October 2016		Director, General Manager, Corporate Management Department, the Company
		July 2019		Director, General Manager, Administration Division, and General Manager, Corporate Management Department, the Company
		July 2022		Director, Managing Executive Officer, General Manager, Administration Division, and General Manager, Corporate Management Department, the Company
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yukihiro Satomi has experience gained over many years in a major financial institution and considerable knowledge in the administrative sector. Since joining the Company, he has used those skills to contribute to enhancing the corporate value of the Company. He also has excellent character and insight, and for these reasons, the Company has renominated him as a candidate for Director.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
3	<p>Takayuki Okumura (June 23, 1955)</p> <p>[Reappointment]</p> <p>Attendance at the Board of Directors meetings in fiscal 2022: 23/23 (100%)</p>	<p>April 1979 Joined Daimaru Co. Ltd. (currently Daimaru Matsuzakaya Department Stores Co. Ltd.)</p> <p>June 2002 Joined Message Co., Ltd. (currently Sompo Care Inc.) General Manager, Osaka District Division</p> <p>June 2002 Director, General Manager, Osaka District Division, Message Co., Ltd.</p> <p>February 2008 Director, Executive Officer, and General Manager, Nursing Care Business Division</p> <p>July 2015 Joined the Company General Manager, Nursing Care Business Department</p> <p>September 2016 Director, General Manager, Nursing Care Business Department, the Company</p> <p>October 2016 Director, Deputy General Manager, Business Division, and General Manager, Nursing Care Business Department, the Company</p> <p>June 2017 Director, General Manager, Business Division, and General Manager, Nursing Care Business Department, the Company</p> <p>July 2019 Director, Managing Executive Officer, General Manager, Business Division, and General Manager, Nursing Care Business Department, the Company</p> <p>November 2021 Representative Director and President, LIKE, Inc. (current position)</p> <p>July 2022 Director, Managing Executive Officer, the Company (current position)</p> <p>[Significant concurrent positions] Representative Director and President, LIKE, Inc.</p>	17,300
<p>[Reasons for nomination as a candidate for Director] Mr. Takayuki Okumura possesses a wealth of practical experience in the nursing care industry and experience as a director of another company in the same industry. Since joining the Company, he has used his abundant experience to take the lead as the responsible officer for the nursing care business. He also has excellent character and insight, and for these reasons, the Company has renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
4	Shiro Kokaji (February 13, 1974) [Reappointment] Attendance at the Board of Directors meetings in fiscal 2022: 23/23 (100%)	April 1999 Joined Anshin Networks Co., Ltd. June 2004 Joined the Company July 2015 General Manager, Business Development Department, the Company June 2017 Deputy General Manager, Business Division, and General Manager, Tokyo Metropolitan Business Department, the Company September 2017 Director, Deputy General Manager, Business Division, and General Manager, Tokyo Metropolitan Business Department., the Company July 2019 Director, Managing Executive Officer, Deputy General Manager, Business Division, and General Manager, Tokyo Metropolitan Business Department, the Company July 2022 Director, Managing Executive Officer, Manager, DX Promotion Office and Manager, Business Planning Office, the Company (current position)	28,020
[Reasons for nomination as a candidate for Director] Since joining the Company, Mr. Shiro Kokaji has worked primarily in the business development sector. In addition to his wealth of experience and achievements, he is also engaged in the operation and administration of assisted-living fee-charging aged care homes. He also has excellent character and insight, and for these reasons, the Company has renominated him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
5	<p>Tomokazu Yamazawa (November 26, 1947)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>Attendance at the Board of Directors meetings in fiscal 2022: 23/23 (100%)</p>	<p>April 1971 Joined Keihanshin Kyuko Railway Company</p> <p>June 1999 Deputy General Manager, Administration Division, and Manager, Public Relations Office, Hankyu Corporation</p> <p>June 2000 Director, General Manager, Administration Division, Hankyu Corporation</p> <p>April 2002 Representative Director and President, Daiichi Hankyu Hotels Co., Ltd (currently Hankyu Hanshin Hotels Co., Ltd.)</p> <p>June 2007 Director, Hankyu Hanshin Holdings, Inc.</p> <p>April 2012 Representative Director and Chairman, Hankyu Hanshin Hotels Co., Ltd.</p> <p>June 2012 Representative Director and President, Hanshin Expressway Company Limited</p> <p>April 2014 Advisor, Hankyu Hanshin Hotels Co., Ltd.</p> <p>June 2016 Advisor, Hanshin Expressway Company Limited</p> <p>June 2017 Outside Director, The Senshu Ikeda Bank, Ltd.</p> <p>September 2017 Outside Director, the Company (current position)</p> <p>June 2018 Outside Director, Senshu Ikeda Holdings, Inc. (current position) Non-executive Director, The Senshu Ikeda Bank, Ltd. (current position)</p> <p>[Significant concurrent positions] Outside Director, Senshu Ikeda Holdings, Inc. Non-executive Director, The Senshu Ikeda Bank, Ltd.</p>	-
<p>[Reasons for nomination as a candidate for Outside Director and outline of expected roles]</p> <p>Mr. Tomokazu Yamazawa has served in important positions, including as Representative Director and President of Hankyu Hanshin Hotels Co., Ltd. and Representative Director and President of Hanshin Expressway Company Limited, and has a wealth of experience and a high degree of insight in corporate management. He has also expressed valuable opinions and provided guidance to and supervision of the Company's management. The Company has renominated him as a candidate for Outside Director with the expectation that he will continue his contributions to the strengthening of business execution supervision functions, and that he will offer advice from a management perspective that takes advantage of his wealth of experience and high degree of insight in corporate management.</p> <p>The Company has designated him as an Independent Officer as stipulated by the Tokyo Stock Exchange and registered him as such with the Exchange. In the event of his re-election, the Company will continue to register him as an Independent Officer.</p> <p>He will have served as Outside Director of the Company for five (5) years at the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
6	<p>Kenji Nishikado (April 7, 1970)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>Attendance at the Board of Directors meetings in fiscal 2022: 23/23 (100%)</p>	<p>April 1993 Joined Sumitomo Bank Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>September 2009 Joined EDION Corporation. General Manager, Investor and Public Relations Department</p> <p>August 2010 Joined Green Hospital Supply, Inc. General Manager, Finance & Accounting Department</p> <p>June 2012 Director, General Manager, Finance & Accounting Department, Green Hospital Supply, Inc.</p> <p>June 2015 Managing Director, General Manager, Finance & Accounting Department, Green Hospital Supply, Inc.</p> <p>June 2016 Joined Ship Healthcare Holdings, Inc. Manager, Management Administration Office</p> <p>April 2019 Director, Ainet Systems, Inc. Director, Japan Pana-Use Co., Ltd. Director, I&C Co., Ltd. (current position)</p> <p>July 2019 Director, Nihon System Kagu Co., Ltd.</p> <p>October 2019 Director, Nihon Network Service Co., Ltd. (current position)</p> <p>September 2020 Outside Director, the Company (current position)</p> <p>June 2021 Representative Director and President, Japan Pana-Use Co., Ltd. (current position)</p> <p>June 2022 Company Auditor, Ainet Systems, Inc. (current position)</p> <p>[Significant concurrent positions] Representative Director and President, Japan Pana-Use Co., Ltd. Company Auditor, Ainet Systems, Inc. Director, I&C CO., Ltd. Director, Nihon Network Service Co., Ltd.</p>	-
<p>[Reasons for nomination as a candidate for Outside Director and outline of expected roles]</p> <p>Mr. Kenji Nishikado has a wealth of practical experience in private-sector companies and has served as a director at various companies in the Ship Healthcare Holdings Group, giving him a wealth of knowledge and experience in corporate management. He has also provided valuable opinions and recommendations that benefit the Company's management, and the Company has renominated him as a candidate for Director with the expectation that he will continue to offer advice from a management perspective that takes advantage of his wealth of knowledge and experience in corporate management.</p> <p>The Company has designated him as an Independent Officer as stipulated by the Tokyo Stock Exchange and registered him as such with the Exchange. In the event of his re-election, the Company will continue to register him as an Independent Officer.</p> <p>He will have served as Outside Director of the Company for two (2) years at the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
7	<p>Kimiko Tanaka (July 6, 1957)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>Attendance at the Board of Directors meetings in fiscal 2022: 18/18 (100%)</p> <p>* Status after assuming office on September 28, 2021</p>	<p>May 1981 Joined Japan Airlines Co., Ltd.</p> <p>January 2011 Joined CMIC HOLDINGS Co., Ltd.</p> <p>April 2012 Executive Officer, President's Secretariat, CMIC HOLDINGS Co., Ltd.</p> <p>April 2016 Joined Warehouse TERRADA Co., Ltd.</p> <p>March 2019 Outside Director, TOHO LAMAC. Co., Ltd.</p> <p>September 2019 Advisor, Takumi Sosei Co., Ltd.</p> <p>September 2020 Part-time Lecturer, Faculty of Nursing, Wayo Women's University (current position)</p> <p>September 2021 Outside Director, the Company (current position)</p> <p>November 2021 Outside Audit & Supervisory Board Member, STORAGE-OH Co., Ltd. (current position)</p> <hr/> <p>[Significant concurrent positions]</p> <p>Outside Audit & Supervisory Board Member, STORAGE-OH, Co., Ltd.</p>	-
<p>[Reasons for nomination as a candidate for Outside Director and outline of expected roles]</p> <p>Ms. Kimiko Tanaka has engaged broadly in human resources education and service quality improvement at Japan Airlines Co., Ltd. and CMIC HOLDINGS Co., Ltd. She has also served as an Outside Director for a listed company and has a wealth of experience and a high degree of insight. The Company has renominated her as a candidate for Outside Director with the expectation that she will continue to contribute to human resources education and service quality improvement at the Company and offer valuable opinions and recommendations that will benefit the Company's management.</p> <p>She has no experience of involvement in corporate management other than a past appointment as Outside Director, but for the above reasons, the Company believes that she will be able to perform her duties as Outside Director appropriately.</p> <p>The Company has designated her as an Independent Officer as stipulated by the Tokyo Stock Exchange and registered her as such with the Exchange. In the event of her re-election, the Company will continue to register her as an Independent Officer.</p> <p>She will have served as Outside Director of the Company for one (1) year at the conclusion of this General Meeting of Shareholders.</p>			

- Notes:
1. There are no special interests between the candidates and the Company.
 2. Messrs. Tomokazu Yamazawa and Kenji Nishikado and Ms. Kimiko Tanaka are candidates for Outside Director as defined in Article 2, Item 15 of the Companies Act.
 3. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Messrs. Tomokazu Yamazawa and Kenji Nishikado and Ms. Kimiko Tanaka to limit their liability for damages under Article 423, Paragraph 1 of said Act, with liability for damages under the agreement limited to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Act. If they are reappointed, the Company plans to continue the agreement with them.
 4. The Company has entered into a directors and officers liability insurance contract with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. In the event of a claim for compensation for damages arising from an act committed by the insured, which includes the Company's Directors, this insurance policy will cover any damages for which the insured would be liable (however, this excludes damages, etc. arising from an illegal act, etc. by the insured). If candidates are elected as Directors, they will continue to be the insured under this insurance policy.
The Company plans to renew this insurance policy with the same contents when it is next due for renewal.

(Reference)

Skills Matrix

The expertise and experience of Directors and Audit & Supervisory Board Members in the event that Proposal 3 is approved as proposed are as follows.

Name	Position at the Company	Outside	Independent	Expertise and experience								
				Corporate management and business strategy	Internal control and governance	New openings and real estate	Operation of nursing care facilities	Sales and marketing	Finance and accounting	Legal and compliance	HR and human resource development	DX
Takahiko Shimomura	Chairman and President			•	•	•	•	•	•	•	•	
Yukihiro Satomi	Director, Managing Executive Officer			•	•	•			•	•	•	
Takayuki Okumura	Director, Managing Executive Officer			•	•	•	•	•			•	•
Shiro Kokaji	Director, Managing Executive Officer			•		•	•	•				•
Tomokazu Yamazawa	Director	•	•	•	•			•	•	•	•	
Kenji Nishikado	Director	•	•	•	•				•	•	•	
Kimiko Tanaka	Director	•	•	•	•					•	•	
Yoshifumi Yoshikawa	Full-time Audit & Supervisory Board Member	•	•	•	•			•	•	•	•	
Hirofumi Ohshika	Audit & Supervisory Board Member			•	•				•	•		
Katashi Enomoto	Audit & Supervisory Board Member	•	•	•	•				•	•	•	•

(Note) The table above does not cover all of the expertise and knowledge possessed by each candidate.