

To Our Shareholders

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

Notice of Convocation of the 37th Ordinary 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 the 37th Ordinary 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 37th Ordinary General Meeting of Shareholders” on the following website on the Internet.

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

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/JJK020010Action.do?Show=Show>

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 Tuesday, August 29, 2023.

Details

1. Date and Time Wednesday, August 30, 2023 at 10:00 a.m. (JST)
2. Venue Belle Salle Shinjuku Grand Conference Center, 5F, Sumitomo Fudosan Shinjuku Grand Tower, 8-17-1 Nishishinjuku, Shinjuku-ku, Tokyo
3. Meeting Agenda
 - Reports
 1. Business reports and consolidated financial statements for the Company’s 37th business term (from June 1, 2022 to May 31, 2023) and audit result reports of consolidated financial statements by the accounting auditor and the Audit & Supervisory Board.
 2. Non-consolidated financial statements for the 37th business term (from June 1, 2022 to May 31, 2023)
 - Proposals
 - Proposal 1: Appropriation of Surplus
 - Proposal 2: Election of one (1) Substitute 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 Ordinary General Meeting of Shareholders

Proposals and Reference Issues

Proposal 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company defines returns of profit to shareholders as one of the key management issues and has a basic policy of making stable and constant distribution of results commensurate with business growth.

In accordance with this policy, the Company proposes that the appropriation of surplus for the 37th business term be made as follows:

Year-end dividends

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

14 yen per common share of the Company, or 131,957,630 yen in total

(3) Effective date of dividends of surplus

August 31, 2023

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

To ensure the continuity of audit work even if the number of Audit & Supervisory Board Members becomes less than the number required under laws and regulations, we ask shareholders to appoint one (1) substitute Audit & Supervisory Board Member.

The appointment of the substitute Audit & Supervisory Board Member may be invalidated by resolution of the Board of Directors if the Member has not taken office yet and the consent of the Audit & Supervisory Board is obtained.

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

The candidate for an 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
Yutaka Numata (July 26, 1963)	April 1987	Joined Yamaichi Securities Co., Ltd.
	February 1998	Joined Fuji Securities Co., Ltd. (now Mizuho Securities Co., Ltd.)
	February 2012	Joined the Company
	March 2014	Became Director of Kinugawa Chouzai Center Co., Ltd. (now Pharmarise Co., Ltd.)
	August 2015	Became General Manager of Corporate Planning Department of the Company
	October 2015	Became Director of Pharmarise & Higuchi Corporation (now Pharmarise Co., Ltd.)
	August 2016	Became Executive Officer and Chief of Corporate Strategy Headquarters of the Company
	March 2017	Became Director of MC Co., Ltd. (now Pharmarise Co., Ltd.)
	June 2017	Became Director of Mythos Co., Ltd. (to present)
	June 2018	Became Director of Medical Front Corporation (to present)
	August 2018	Became Director of the Company (to present)
	May 2020	Became Director of WEEC, Inc. (to present)

4,130 shares

(Reason for appointment)

Mr. Yutaka Numata joined the Company in February 2012 and as since served as Director of various group companies. Currently, as Director, he is producing results formulating management strategies that will help improve the Group's performance and providing management guidance to group operating companies. Mr. Yutaka Numata is familiar with the Group's business, and the Company has determined that he will properly execute the duties of the Audit & Supervisory Board Member of the Company. To ensure the continuity of audit work if the number of Audit & Supervisory Board Members becomes less than the number required under laws and regulations, the Company proposes the appointment of Mr. Numata as a substitute Audit & Supervisory Board Member.

1. There are no special interests between the candidate 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. Mr. Numata is an officer of the Company and one of the insured persons of the insurance contract. If the appointment of Mr. Numata as a substitute Audit & Supervisory Board Member is approved, he will remain one of the insured persons. The Company will renew the insurance contract without making any significant changes during his term of office.

(Reference) Table showing the expertise, knowledge, experience, abilities and other skills of Directors and Audit & Supervisory Board Members (skills matrix)

The key expertise, knowledge, experience, abilities and other skills possessed by the Company's Directors and Audit & Supervisory Board Members are as follows.

Officer		Corporate management	Sales Store development
Name	Title		
Toshimichi Ohno	Chairman & CEO	•	•
Sayoko Ohno	Vice Chairman	•	
Masayuki Akiyama	President & COO	•	•
Keiko Matsuura	Senior Managing Director	•	•
Yutaka Numata	Director		
Hiroshi Kanno	Director	•	
Hiromu Tada	Outside Director	•	
Norio Watanabe	Outside Director	•	
Ichijo Toda	Outside Director		
Yoshio Odaka	Audit & Supervisory Board Member	•	
Takayuki Enomoto	Outside Audit & Supervisory Board Member	•	
Tsuneo Sonobe	Outside Audit & Supervisory Board Member	•	

Business strategy M&A	Financial accounting	Diversity and inclusion	Personnel and labor management HR development	Legal affairs Compliance Risk management	ESG Sustainability	Dispensing pharmacy business
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