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Securities code: 6062

September 8, 2023

(Start date of electronic provision of documents: September 6, 2023)

To Shareholders with Voting Rights:

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

**NOTICE OF
THE 39th 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 39th Annual General Meeting of Shareholders of Charm Care Corporation (the “Company”) will be held as described below.

For the convocation of this General Meeting of Shareholders, the Company has taken electronic provision measures for the information contained in the Reference Documents for the General Meeting of Shareholders (matters for electronic provision), and has posted them on the company website. Please access the website below and review the materials.

The Company website:

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

(Please access the above website, select “IR INFO” then “Shareholders Meeting” from the menu, and review the materials.)

The matters for electronic provision are also posted on the Tokyo Stock Exchange (TSE) website, so you can access them there as well via the link below.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Access the above TSE website, enter the issue name “Charm Care Corporation” or the securities code “6062” and click on Search. Select “Basic Information” and then “Documents for Public Inspection/PR Information,” and check the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” in the “Filed information available for public inspection” section.)

If you will not be attending the meeting in person, you may exercise your voting rights through either of the methods below. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

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

Please access the website designated by us for exercising voting rights (<https://www.web54.net>) (in Japanese only), 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 26, 2023.

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

[Exercise of voting rights in writing]

Please indicate your votes for or against each of the proposals on the Voting Rights Exercise Form, and return the form to us by 5:30 p.m. Japan time, Tuesday, September 26, 2023.

- 1. Date and Time:** Wednesday, September 27, 2023 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 39th Fiscal Year (July 1, 2022 – June 30, 2023) 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 39th Fiscal Year (July 1, 2022 – June 30, 2023)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Seven (7) Directors
Proposal 3: Election of Three (3) Audit & Supervisory Board Members

- When attending the meeting, please submit the 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.
- If revisions are made to the matters for electronic provision, the Company will post a notice to that effect and show the revisions on the aforementioned company and Tokyo Stock Exchange websites*
- Due to revisions to the Companies Act, it has become a standard practice to review the matters for electronic provision by accessing the websites mentioned above, and to send physical copies only to shareholders who have requested hard copy delivery by the record date. However, for this General Meeting of Shareholders, we will mail hard copies containing the matters for electronic provision to all shareholders*, regardless of whether they requested physical delivery.
Please note that the following items of the matters for electronic provision* are omitted from the mailed hard copies, pursuant to laws and regulations and Article 14 Paragraph 2 of the Company's Articles of Incorporation. Therefore, the hard copies represent only part of the materials audited 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
- If you exercise your voting rights in writing and do not indicate approval/disapproval for a proposal on the voting form, it will be treated as if you approved it.
*(available only in Japanese)

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」は株式会社ダブ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 or smartphone 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

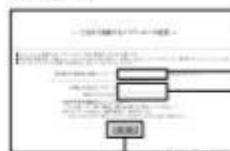
- 2 議決権行使書用紙に記載された「議決権行使コード」をご入力ください。



「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.

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 22 yen per share of common stock of the Company. In this case, the total amount of dividends will be 717,846,184 yen.

(3) Effective date of dividends of surplus

The Company proposes an effective date of September 28, 2023.

Proposal 2: 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. 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	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]
3	Yoshihiko Maeda	Executive Officer	[New appointment]
4	Shigeki Yokoyama	Executive Officer Manager, Operations Management Office	[New appointment]
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	Takahiko Shimomura (June 3, 1943) [Reappointment] Attendance at the Board of Directors meetings in fiscal 2023: 22/22 (100%)	<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> <p>In charge of: Risk Management Office</p> <p>[Significant concurrent positions] Outside Director, wellvill Co., Ltd.</p>	5,291,000
<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	Shiro Kokaji (February 13, 1974) [Reappointment] Attendance at the Board of Directors meetings in fiscal 2023: 21/22 (95.5%)	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)	30,020
		In charge of: Tokyo Metropolitan Nursing Care Business Department, Real Estate Business Department, Tokyo Metropolitan Sales Department, and Kinki Sales Department	
[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 fee-based homes for the elderly with long-term care. 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
3	Yoshihiko Maeda (February 12, 1965) [New appointment]	<p>April 1987 Joined The Daiwa Bank, Limited (now Resona Bank, Limited)</p> <p>April 2017 General Manager, Operations Reform Department, Saitama Resona Bank, Limited</p> <p>April 2019 Executive Officer, deputy in charge of Administration Division, in charge of Administration Promotion Division, deputy in charge of Securities International Administration Division, The Minato Bank, Ltd.</p> <p>April 2021 Executive Officer, in charge of Process Reform Division, Kansai Mirai Financial Group, Inc. Executive Officer, in charge of Process Reform Division, and Administration Promotion Division, The Minato Bank, Ltd.</p> <p>April 2022 Executive Officer, Manager in charge of Process Reform Division, The Minato Bank, Ltd. Executive Officer, in charge of Process Reform Division, The Kansai Mirai Bank, Limited</p> <p>April 2023 Executive Officer, the Company (current position)</p>	-
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yoshihiko Maeda has extensive experience at major financial institutions, as well as broad knowledge and experience in administrative areas including finance, accounting, human resources, general affairs, business planning, information systems, and compliance. He also possesses an excellent character and insight. For these reasons, the Company has nominated 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	Shigeki Yokoyama (May 14, 1974) [New appointment]	April 1997 Joined Anshin Networks Co., Ltd. June 2004 Joined the Company July 2019 Manager, Operations Management Office, the Company (current position) July 2021 Executive Officer, the Company (current position)	28,700
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Shigeki Yokoyama has worked primarily in the Operations Management Office since joining the Company. He has extensive knowledge about the long-term care insurance system as well as a wealth of experience and achievements, in addition to which he has also engaged in the operation and administration of fee-based homes for the elderly with long-term care. He also has an excellent character and insight. For these reasons, the Company has nominated 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
5	Tomokazu Yamazawa (November 26, 1947) [Reappointment] [Outside] [Independent] Attendance at the Board of Directors meetings in fiscal 2023: 22/22 (100%)	April 1971 Joined Keihanshin Kyuko Railway Company June 1999 Deputy General Manager, Administration Division, and Manager, Public Relations Office, Hankyu Corporation June 2000 Director, General Manager, Administration Division, Hankyu Corporation April 2002 Representative Director and President, Daiichi Hankyu Hotels Co., Ltd (currently Hankyu Hanshin Hotels Co., Ltd.) June 2007 Director, Hankyu Hanshin Holdings, Inc. April 2012 Representative Director and Chairman, Hankyu Hanshin Hotels Co., Ltd. June 2012 Representative Director and President, Hanshin Expressway Company Limited April 2014 Advisor, Hankyu Hanshin Hotels Co., Ltd. June 2016 Advisor, Hanshin Expressway Company Limited June 2017 Outside Director, The Senshu Ikeda Bank, Ltd. September 2017 Outside Director, the Company (current position) June 2018 Outside Director, Senshu Ikeda Holdings, Inc. Non-executive Director, The Senshu Ikeda Bank, Ltd. July 2023 Chairperson, Board of Trustees, Osaka University of Economics (current position)	-
		[Significant concurrent positions] Chairperson, Board of Trustees, Osaka University of Economics	
[Reasons for nomination as a candidate for Outside Director and outline of expected roles] 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. 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. He will have served as Outside Director of the Company for six (6) years at the conclusion of this General Meeting of Shareholders.			

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 2023: 22/22 (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.</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>June 2023 Audit & Supervisory Board Member, Nihon Network Service Co., Ltd. (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. Audit & Supervisory Board Member, Nihon Network Service Co., Ltd.</p>	-
<p>[Reasons for nomination as a candidate for Outside Director and outline of expected roles] 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 Outside 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. 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. He will have served as Outside Director of the Company for three (3) 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	Kimiko Tanaka (July 6, 1957) [Reappointment] [Outside] [Independent] Attendance at the Board of Directors meetings in fiscal 2023: 22/22 (100%)	May 1981 Joined Japan Airlines Co., Ltd. January 2011 Joined CMIC HOLDINGS Co., Ltd. April 2012 Executive Officer, President's Secretariat, CMIC HOLDINGS Co., Ltd. April 2016 Joined Warehouse TERRADA Co., Ltd. March 2019 Outside Director, TOHO LAMAC. Co., Ltd. September 2019 Advisor, Takumi Sosei Co., Ltd. September 2020 Part-time Lecturer, Faculty of Nursing, Wayo Women's University (current position) September 2021 Outside Director, the Company (current position) November 2021 Outside Audit & Supervisory Board Member, STORAGE-OH Co., Ltd. (current position)	-
		[Significant concurrent positions] Outside Audit & Supervisory Board Member, STORAGE-OH, Co., Ltd.	
[Reasons for nomination as a candidate for Outside Director and outline of expected roles] 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. 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. 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. She will have served as Outside Director of the Company for two (2) years at the conclusion of this General Meeting of Shareholders.			

- 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 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.
 5. The number of shares of the Company held by Mr. Shigeki Yokoyama includes shares under his own name in the Charm Care Corporation Employee Shareholders' Association.

Proposal 3: Election of Three (3) Audit & Supervisory Board Members

The terms of office of all three (3) Audit & Supervisory Board Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Audit & Supervisory Board Members, including two (2) Outside Audit & Supervisory Board Members.

The Audit & Supervisory Board has given prior consent to this Proposal.

The candidates for Audit & Supervisory Board Member are as follows.

No.	Name	Current positions at the Company	Election category, etc.
1	Toshiro Kosaka	–	[New appointment] [Outside] [Independent]
2	Hirofumi Ohshika	Audit & Supervisory Board Member	[Reappointment]
3	Katashi Enomoto	Audit & Supervisory Board Member	[Reappointment] [Outside] [Independent]

No.	Name (Date of birth)	Career summary and positions at the Company (Significant concurrent positions)	Number of shares of the Company held
1	<p>Toshiro Kosaka (October 1, 1958)</p> <p>[New appointment] [Outside] [Independent]</p>	<p>April 1982 Joined Kanebo, Ltd.</p> <p>May 2006 Transferred to Kanebo Trinity Holdings, Ltd. (now Kracie Holdings, Ltd.)</p> <p>March 2013 Managing Executive Officer, Kracie Pharma, Ltd.</p> <p>March 2015 Executive Officer, Manager, Finance & Accounting Office, Kracie Holdings, Ltd.</p> <p>March 2020 Vice President and Executive Officer, Kracie Home Products, Ltd.</p> <p>March 2021 Director and Managing Executive Officer, Kracie Holdings, Ltd.</p> <p> Director, Vice President, and Executive Officer, Kracie Home Products, Ltd.</p> <p>March 2022 Audit & Supervisory Board Member, Hoya Co., Ltd.</p> <p>March 2023 Audit & Supervisory Board Member, Hoya Holdings, Ltd. (current position)</p> <hr/> <p>[Significant concurrent positions] Audit & Supervisory Board Member, Hoya Holdings, Ltd.</p>	—
<p>[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member] Mr. Toshiro Kosaka has served in important positions such as Director and Audit & Supervisory Board Member at other companies. He has a wealth of knowledge and experience in corporate management, primarily in finance, accounting, planning, and administration. The Company has nominated him as a candidate for Outside Audit & Supervisory Board Member in the belief that he can apply this knowledge and experience in the Company's auditing system. The Company plans to designate him as an Independent Officer as stipulated by the Tokyo Stock Exchange and register him as such with the Exchange.</p>			

No.	Name (Date of birth)	Career summary and positions at the Company (Significant concurrent positions)	Number of shares of the Company held
2	<p>Hirofumi Ohshika (February 28, 1952)</p> <p>[Reappointment]</p> <p>Attendance at the Board of Directors meetings in fiscal 2023: 22/22 (100%)</p> <p>Attendance at the Audit & Supervisory Board meetings in fiscal 2023: 13/13 (100%)</p>	<p>April 1977 Joined Kanebo, Ltd.</p> <p>March 1987 Joined Daiwa Securities Co. Ltd.</p> <p>February 1996 General Manager, Osaka Public Offering Department, Daiwa Securities Co. Ltd.</p> <p>April 2007 Founder, Representative Director, E-west Consulting Co., Ltd. (current position)</p> <p>December 2007 Outside Audit & Supervisory Board Member, Dream Vision Co., Ltd.</p> <p>June 2008 External Auditor, Kuze Co., Ltd. (current position)</p> <p>October 2008 Outside Director, the Company</p> <p>September 2011 Audit & Supervisory Board Member, the Company (current position)</p> <p>August 2013 Outside Audit & Supervisory Board Member, Dawn Corp.</p> <p>September 2014 Outside Audit & Supervisory Board Member, Smartvalue Co., Ltd.</p> <p>December 2015 Outside Auditor, Jenoba Co., Ltd. (current position)</p> <p>September 2020 Outside Director, Smartvalue Co., Ltd. (current position; scheduled to resign in September 2023)</p> <p>[Significant concurrent positions] Representative Director, E-west Consulting Co., Ltd. External Auditor, Kuze Co., Ltd. Outside Auditor, Jenoba Co., Ltd.</p>	—
<p>[Reasons for nomination as a candidate for Audit & Supervisory Board Member] Mr. Hirofumi Ohshika is a certified tax accountant with considerable knowledge of finance and accounting. He also has experience as an Audit & Supervisory Board Member at other companies. The Company has renominated him as a candidate for Audit & Supervisory Board Member in the belief that he can apply this knowledge and experience in the Company's auditing system, and because he has gained an understanding of the Company's business activities through his duties as an Audit & Supervisory Board Member of the Company to date.</p>			

No.	Name (Date of birth)	Career summary and positions at the Company (Significant concurrent positions)		Number of shares of the Company held
3	Katashi Enomoto (February 23, 1956) [Reappointment] [Outside] [Independent] Attendance at the Board of Directors meetings in fiscal 2023: 22/22 (100%) Attendance at the Audit & Supervisory Board meetings in fiscal 2023: 13/13 (100%)	April 1979	Joined The Daiwa Bank, Limited (now Resona Bank, Limited)	-
		August 2010	Joined Kyoei Steel Ltd., General Manager in charge of Internal Auditing Dept.	
		June 2015	Executive Officer, Assistant to Director in charge of Accounting & Financing Dept. of Head Office, General Manager, Information System Dept., Kyoei Steel, Ltd.	
		June 2017	Director and Executive Officer, in charge of Compliance and Head Office Personnel & General Affairs Dept., Kyoei Steel, Ltd.	
		June 2018	Senior Executive Officer, in charge of Compliance and Head Office Personnel & General Affairs Dept., Kyoei Steel, Ltd.	
		June 2020	Corporate Advisor, Kyoei Steel, Ltd.	
		February 2021	Outside Audit & Supervisory Board Member, the Company (current position)	
<p>[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member]</p> <p>Mr. Katashi Enomoto has served in important positions such as Director at other companies. He has a wealth of knowledge and experience in corporate management, including accounting, personnel and general affairs, information systems, and compliance. The Company has renominated him as a candidate for Outside Audit & Supervisory Board Member in the belief that he can apply this knowledge and experience in the Company's auditing system.</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 Audit & Supervisory Board Member of the Company for two (2) years and seven (7) months 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. Toshiro Kosaka and Katashi Enomoto are candidates for Outside Audit & Supervisory Board Member as defined in Article 2, Item 16 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. Hirofumi Ohshika and Katashi Enomoto 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. Also, if the appointment of Mr. Toshiro Kosaka is approved, the Company plans to enter into an agreement with the same liability limitations.
 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 Audit & Supervisory Board Members, 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 Audit & Supervisory Board Members, they will 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.
 5. Mr. Hirofumi Ohshika is scheduled to resign as Outside Director of Smartvalue Co., Ltd. on September 26, 2023.

(Reference)

Skills Matrix

The expertise and experience of Directors and Audit & Supervisory Board Members in the event that Proposal 2 and Proposal 3 are 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			•	•	•	•	•	•	•	•	
Shiro Kokaji	Director, Managing Executive Officer			•		•	•	•				•
Yoshihiko Maeda	Director, Executive Officer			•	•				•	•	•	
Shigeki Yokoyama	Director, Executive Officer			•	•		•			•		•
Tomokazu Yamazawa	Director	•	•	•	•			•	•	•	•	
Kenji Nishikado	Director	•	•	•	•				•	•	•	
Kimiko Tanaka	Director	•	•	•	•					•	•	
Toshiro Kosaka	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.