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(Securities Code: 7129)

June 11, 2024

(Date of commencement of electronic provision measures: June 5, 2024)

Dear Shareholders:

Fumie Aoki
President and Representative
Director
Miahelsa Holdings Corporation
3-19, Nakano-cho, Ichigaya, Shinjuku-
ku, Tokyo, Japan

NOTICE OF THE 3rd 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 3rd Annual General Meeting of Shareholders of Miahelsa Holdings Corporation (the “Company”) will be held as follows.

When convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures as NOTICE OF THE 3rd ANNUAL GENERAL MEETING OF SHAREHOLDERS on the following Company website.

The Company website: https://www.merhalsa-hd.jp/ir/shareholders_meeting/

In addition to the website shown above, the Company also has posted this information on the following website on the Internet.

Tokyo Stock Exchange (TSE) website:

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

Please access the website above, input the name or securities code of the Company, and click on “Search” to find search results. Then, click on “Basic information” and “Documents for public inspection/PR information” in this order to view the information.

Shareholders not attending the meeting on the day may exercise their voting rights via the Internet or in writing.

If you exercise voting rights via the Internet or in writing, please review the Reference Documents for the General Meeting of Shareholders posted on the matters subject to the electronic provision measures, and exercise your vote by 6:00 p.m., Wednesday, June 26, 2024 (Japan time).

- 1. Date and Time:** Thursday, June 27, 2024, 10:00 a.m. Japan time
- 2. Place:** The Company’s Head Office Building located at 3-19, Nakano-cho, Ichigaya, Shinjuku-ku, Tokyo, Japan

3. Meeting Agenda:

- (Matters to be reported)** 1. The Business Report, Consolidated Financial Statements for the Company’s 3rd Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the

Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 3rd Fiscal Year
(April 1, 2023 - March 31, 2024)

(Matters to be resolved)

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members)

END

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.

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, 2023 based on the consideration of the business performance of this fiscal year and outlook for the future.

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

17 yen per share of the common stock of the Company Total: ¥42,962,723

3. Effective date of distribution of surplus

June 28, 2024

Policy and process of the election of candidates for Directors

For selection of candidates for Directors, the Company has adopted policies, based on which we select candidates who are qualified to be entrusted with management by shareholders and fully responsible for their duties. We regard such candidates as appropriate from various viewpoints including extensive experiences, expertise, track record, deep insights, and personality suitable for their duties, with consideration given to factors, such as size, balance, and diversity of the Board of Directors as a whole. Based on this policy, the Company have determined candidates at the Board of Directors meetings upon receipt of a report by the Nomination and Remuneration Committee.

System of Directors and Audit and Supervisory Committee Members after the conclusion of the 3rd Annual General Meeting of Shareholders (planned)	
Ratio of outside officers in the Directors and Audit and Supervisory Committee Members	42.9% (3 members/7 members)
Ratio of female officers in the Directors and Audit and Supervisory Committee Members	14.3% (1 member/7 members)

Skill Matrix of Directors and Audit and Supervisory Committee Members after the Conclusion of the 3rd Annual General Meeting of Shareholders

If Proposal 2 is accepted as proposed, the backgrounds of the Company's Directors and Audit and Supervisory Committee Members will be as follows. The Board of Directors and the Audit and Supervisory Committee consist of members from wide-ranging backgrounds. They have extensive knowledge and insights that are considered important to the Company from the viewpoint of corporate management.

	No.	Name	Current position and responsibilities in the Company		Attendance at Board of Directors meetings	Years in office	Experience and skills					
					Attendance at Audit and Supervisory Committee meetings		Corporate management	Industry knowledge	Accounting / tax affairs	Legal affairs / risk management	Public administration	Internal control
Candidates for Directors (Proposal 2)	1	Fumie Aoki	President and Representative Director	Reappointment	24/24 times (100.0%) –	2 years and 9 months	•	•				
	2	Isamu Aoki	Chairperson and Director	Reappointment	24/24 times (100.0%) –	2 years and 9 months	•	•				
	3	Masahiko Takahashi	Director	Reappointment	24/24 times (100.0%) –	2 years and 9 months	•		•	•		•
	4	Takashi Minagawa	Director	Reappointment Outside Independent director	24/24 times (100.0%) –	2 years and 9 months		•			•	•
Directors who are Audit and Supervisory Committee Members	–	Masahiro Adachi	Director (Audit and Supervisory Committee Member)		24/24 times (100.0%) 18/18 times (100.0%)	2 years and 9 months	•	•				•
	–	Norio Tohyama	Director (Audit and Supervisory Committee Member)	Outside Independent director	24/24 times (100.0%) 18/18 times (100.0%)	2 years and 9 months			•			•
	–	Masao Hara	Director (Audit and Supervisory Committee Member)	Outside Independent director	23/24 times (95.8%) 17/18 times (94.4%)	2 years and 9 months				•		•

*The above table does not indicate all of the skills and experience possessed by each candidate.

Proposal 2: Election of Four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders.

In this regard, the Company proposes the election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members) including one (1) Outside Director as described below, according to a report by the Nomination and Remuneration Committee. As regards this proposal, the Audit and Supervisory Committee of the Company has expressed the opinion that each candidate is appropriate as Director of the Company.

The candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Fumie Aoki (February 7, 1952)	September 1975 Joined Kyushoku Fukyu Kai Co., Ltd. (currently Miahelsa Corporation) May 1991 Auditor, Kyushoku Fukyu Kai Co., Ltd. January 2000 Director and General Manager, Nursing Care Business Department, Japan Life Science Research Institute Co., Ltd. (currently Miahelsa Corporation) May 2001 Director, Kyushoku Fukyu Kai Co., Ltd. (currently Miahelsa Corporation) April 2009 Director and Executive Vice President April 2014 General Manager, Administration Headquarters April 2015 General Manager, Management Strategy Headquarters May 2017 In charge of Nursing Care Business Headquarters and overseas business June 2018 Board Chair, Nonprofit Organization Comprehensive Community Care Forum October 2021 Director and Executive Vice President, the Company October 2021 President and Representative Director, Lifesupport Co., Ltd. June 2022 President and Representative Director, the Company (to present) June 2022 President and Representative Director, Miahelsa Corporation (to present) June 2022 Director, Lifesupport Co., Ltd. [Significant concurrent position] President and Representative Director, Miahelsa Corporation	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 the Company and supervision of the performance of duties by Directors, while also serving as representative director of the group company. 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	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</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</p> <p>October 2021 Director, the Company (to present)</p> <p>July 2023 Director and General Manager, Management Planning Headquarters, Miahelsa Corporation</p> <p>[Significant concurrent position] Director, Miahelsa Corporation</p>	1,000
<p>[Reasons for selection as a candidate for Director]</p> <p>Since his assumption of office as Director of Miahelsa Corporation in 2016, Mr. Masahiko Takahashi has long engaged in the management of Miahelsa Corporation and contributed to the improvement of corporate value. With his wealth of experience and industry knowledge, he has adequately played a role in making important decisions for the business execution of the Company and supervision of the performance of duties by Directors, while also serving as director of the group company. The Company 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	Takashi Minagawa (June 16, 1952)	April 1976	Joined Ministry of Health and Welfare (currently Ministry of Health, Labour and Welfare)	2,000
		August 2003	Deputy Director General, Secretariat of the Ministry of Health, Labour and Welfare, in charge of Vocational Ability Development, and in charge of EPA	
		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.	
		June 2021	Outside Director, Miahelsa Corporation	
		October 2021	Outside Director, the Company (to present)	
[Reasons for selection as a candidate for Outside Director] Mr. Takashi Minagawa possesses professional knowledge on the business area of the Group 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 renominates him as a candidate for Outside Director.				

- (Notes) 1. There are no special interests between each candidate and the Company.
2. The Company has entered into an agreement with Mr. Takashi Minagawa 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.
 3. Mr. Takashi Minagawa is a candidate for Outside Director.
 4. The Company has designated Mr. Takashi Minagawa 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.
 5. Mr. Takashi Minagawa is not an executive or an officer of a specified associated service provider of the Company, and has never been an executive or officer of a specified associated service provider of the Company for the past ten years.
 6. The term of office of Mr. Takashi Minagawa as Outside Director of the Company will be two years and nine months 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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