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Securities Code: 2374

Date of sending by postal mail: June 6, 2025

To our shareholders:

Kazutoshi Toma, CEO, President
SAINT-CARE HOLDING CORPORATION
2-8-7 Kyobashi, Chuo-ku, Tokyo

Notice of the 43rd Annual General Meeting of Shareholders

We are pleased to announce the 43rd Annual General Meeting of Shareholders of SAINT-CARE HOLDING CORPORATION (the “Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (items subject to measures for electronic provision) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

<https://www.saint-care.com/> (in Japanese)

(From the above website, select “Investor Relations,” and then “General shareholders’ meeting.”)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/2374/teiji/> (in Japanese)

If you are unable to attend the general shareholders’ meeting, you may exercise your voting rights via the Internet or in writing (by mail). Please read the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 6:00 p.m. on Wednesday, June 25, 2025 (JST).

On the day of the General Meeting of Shareholders, a live webcast of the meeting will be available on the Internet, so please consider viewing it.

1. Date and Time: Thursday, June 26, 2025, at 10:00 a.m. (JST)

2. Venue: TKP Garden City PREMIUM Kyobashi “Hall 22B,” 22F, Kyobashi Edogrand 2-2-1 Kyobashi, Chuo-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 43rd fiscal year (from April 1, 2024 to March 31, 2025) and results of audits by the Accounting Auditors and the Audit & Supervisory Board of the Consolidated Financial Statements
2. The Non-consolidated Financial Statements for the 43rd fiscal year (from April 1, 2024 to March 31, 2025)

Matters to be resolved:

Proposal No. 1 Appropriation of Surplus

Proposal No. 2 Election of Nine Directors

Proposal No. 3 Election of One Audit & Supervisory Board Member

4. Information on Exercise of Voting Rights

Exercising Voting Rights via the Internet, Etc. Please review “Information About Exercising Your Voting Rights via the Internet, Etc.” (in Japanese only) and enter your approval or disapproval of the proposal by 6:00 p.m. on Wednesday, June 25, 2025 (JST).

Exercising Voting Rights in Writing

Please indicate your vote of approval or disapproval of each proposal on the enclosed voting form, and return the completed voting form to the Company by 6:00 p.m. on Wednesday, June 25, 2025 (JST).

- ◎ Shareholders who have made a request for delivery of the documents will receive documents stating the items subject to measures for electronic provision. Certain details have not been included in these documents in accordance with laws, regulations and the Company’s Articles of Incorporation. Such details include “5. Status of Stock Acquisition Rights, Etc.” “6. System to Ensure the Properness of Operations” and “7. Overview of Operational Status of System to Ensure the Properness of Operations” in the Business Report; “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements; and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements.

The Accounting Auditors and Audit & Supervisory Board Members have audited the relevant documents, including the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements, which are listed in the said documents.

- ◎ If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the aforementioned websites.

The Company’s website: <https://www.saint-care.com/> (in Japanese)

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company considers it one of its significant policies to continue to increase dividends along with awareness of the dividend payout ratio while securing the internal reserves necessary to reinforce the management structure based on consolidated business performance, which is the result of the Group's management.

The Company has given consideration to the return of profit reflecting the business performance of the 43rd fiscal year, and it proposes to pay year-end dividends for the 43rd fiscal year as follows:

Year-end dividends

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥30 per common share of the Company.

In this event, the total dividends will be ¥739,182,060.

(3) Effective date of dividends of surplus

The effective date of dividends will be June 27, 2025.

[Reference] Trends in Dividend per Share and Consolidated Dividend Payout Ratio

	40th fiscal year (Ended March 2022)	41st fiscal year (Ended March 2023)	42nd fiscal year (Ended March 2024)	43rd fiscal year (Ended March 2025)
Annual dividend (Yen)	20	24	25	30
Consolidated dividend payout ratio (%)	27.2	34.9	30.8	49.7

Proposal No. 2 Election of Nine Directors

At the conclusion of this meeting, the terms of office of all nine Directors will expire.

Therefore, the Company proposes the election of nine Directors (including three outside Directors).

The candidates for Director are as follows:

[Reference] List of candidates

Candidate No.	Name	Gender	Current position and responsibility in the Company	Candidate attributes
1	Yoshiharu Murakami	Male	Chairman	<input type="checkbox"/> Reelection
2	Kazutoshi Toma	Male	CEO, President	<input type="checkbox"/> Reelection
3	Ryoichi Tamura	Male	Senior Managing Director, General Manager of Quality Planning Division	<input type="checkbox"/> Reelection
4	Hajime Takii	Male	Managing Director, General Manager of Administration Division, General Manager of Human Resources Development Department	<input type="checkbox"/> Reelection
5	Kunimasa Hamaoka	Male	Director, General Manager of Digital Strategy Division	<input type="checkbox"/> Reelection
6	Makoto Tsuchiya	Male	Director, in charge of Corporate Planning Office	<input type="checkbox"/> Reelection
7	Kimiaki Yamaguchi	Male	Outside Director	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent
8	Norika Yuasa	Female	Outside Director	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent
9	Tomoya Shiraishi	Male	Outside Director	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
1	<p>Yoshiharu Murakami (August 14, 1953)</p>  <p>Reelection</p>	<p>Mar. 1983 CEO, President of the Company at the time of its founding</p> <p>Feb. 1996 Representative Director of Murakami Planning Co., Ltd. at the time of its founding (current position)</p> <p>Apr. 2007 Chairman of the Company</p> <p>Feb. 2008 Chairman and CEO, President</p> <p>May 2010 Outside Director of ECONECOL HOLDINGS Inc. (currently ENVIPRO HOLDINGS Inc.)</p> <p>Apr. 2012 Chairman of the Company (current position)</p> <p>Dec. 2021 Outside Director of Takayoshi, Inc. (currently Takayoshi Holdings, Inc.) (current position)</p> <p>Nov. 2022 Representative Director of 3 CARE Holdings Co., Ltd. (current position)</p>	<p>Common shares: 2,812,240 shares</p>
2	<p>Kazutoshi Toma (August 26, 1972)</p>  <p>Reelection</p>	<p>Apr. 1997 Joined the Company</p> <p>Oct. 2006 CEO, President of SAINT-CARE TOKYO CORPORATION</p> <p>July 2014 CEO, President of SAINT-CARE CHIBA CORPORATION</p> <p>Mar. 2017 Executive Officer, Deputy General Manager of Business Support Division of the Company</p> <p>June 2018 Director, Deputy General Manager of Business Support Division</p> <p>July 2018 Director, General Manager of Business Support Division</p> <p>Apr. 2020 CEO, President (current position)</p>	<p>Common shares: 36,658 shares</p>
		<p>Reasons for nomination as candidate for Director</p> <p>Yoshiharu Murakami has been managing the Group for many years since the establishment of the Company in 1983 with the ideal of creating a welfare society. The Company judges that he represents the philosophy of the Group and is essential to the sustainable enhancement of corporate value, and therefore nominates him for continued service as Director.</p> <p>Reasons for nomination as candidate for Director</p> <p>After serving as Representative Director at the Company's long-term care subsidiaries, Kazutoshi Toma was appointed as the Company's Executive Officer in 2017 and Director in 2018, and he implemented a wide range of measures for the execution of business of the entire group. He was appointed President in April 2020, and the Company judges that he is essential to the sustainable enhancement of corporate value of the Group for the future, and therefore nominates him for continued service as Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
3	<p>Ryoichi Tamura (September 7, 1953)</p>  <p>Reelection</p>	<p>Apr. 1976 Joined Chikura Town Hall</p> <p>Apr. 1996 Joined the Company</p> <p>Apr. 2002 General Manager of Health Care Department</p> <p>June 2002 Director, General Manager of Health Care Department</p> <p>June 2008 Managing Director, General Manager of Health Care Department</p> <p>Apr. 2011 Managing Director, General Manager of Business Support Division and General Manager of Quality Control Department</p> <p>Apr. 2013 Managing Director, General Manager of Quality Planning Division and General Manager of Quality Control Department</p> <p>Apr. 2014 Managing Director, General Manager of Quality Planning Division</p> <p>Oct. 2015 Managing Director, General Manager of Business Support Division</p> <p>July 2018 Managing Director, General Manager of Quality Planning Division and General Manager of Community Comprehensive Care Promotion Office</p> <p>June 2020 Senior Managing Director, General Manager of Quality Planning Division (current position)</p>	<p>Common shares: 81,510 shares</p>
<p>Reasons for nomination as candidate for Director</p> <p>Ryoichi Tamura has used his experience while in charge of the business department and utilized his high sense of insight into the long-term care insurance system to contribute to management since his appointment as Director in 2002. The Company judges that he is essential to the sustainable enhancement of corporate value of the Group, and therefore nominates him for continued service as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
4	<p>Hajime Takii (January 1, 1966)</p>  <p>Reelection</p>	<p>Apr. 1988 Joined Wakita & Co., LTD.</p> <p>Oct. 1989 Joined Akane Securities Corporation (currently Monex, Inc.)</p> <p>Jan. 1996 Joined the Company</p> <p>Apr. 2002 General Manager of Health Care Department, Chiba</p> <p>Oct. 2006 CEO, President of SAINT-CARE CHIBA CORPORATION</p> <p>Jan. 2009 General Manager of Corporate Planning Department of the Company</p> <p>July 2009 Executive Officer, General Manager of Corporate Planning Department</p> <p>June 2012 Director, General Manager of Corporate Planning Division and General Manager of Corporate Planning Department</p> <p>Apr. 2014 Director, General Manager of Administration Division</p> <p>June 2020 Managing Director, General Manager of Administration Division</p> <p>Apr. 2025 Managing Director, General Manager of Administration Division, Human Resources Development Department (current position)</p>	<p>Common shares: 54,738 shares</p>

Reasons for nomination as candidate for Director

Since his appointment as Director in 2012, Hajime Takii has supervised the Corporate Planning Department and Administration Department and has worked on strengthening the managing system of the Group to contribute to management. The Company judges that he is essential to the sustainable enhancement of corporate value of the Group, and therefore nominates him for continued service as Director.

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
5	<p>Kunimasa Hamaoka (April 5, 1966)</p>  <p>Reelection</p>	<p>Apr. 2014 Business Development Director and Professional Service Senior Manager of Myriad Japan Inc.</p> <p>Apr. 2017 Joined the Company. General Manager of Business Development Department, Business Planning Division of the Company</p> <p>July 2018 Executive Officer, Deputy General Manager of Business Planning Division and General Manager of Business Development Department</p> <p>Apr. 2019 Chairman and CEO, President of Care Design Institute Inc.</p> <p>Apr. 2019 Executive Officer, General Manager of Business Planning Division and General Manager of Business Development Department of the Company</p> <p>Apr. 2020 Executive Officer, General Manager of Business Planning Division and General Manager of Group ICT Management Department</p> <p>June 2020 Director, General Manager of Business Planning Division and General Manager of Group ICT Management Department</p> <p>June 2020 CEO, President of Care Design Institute Inc. (current position)</p> <p>July 2021 Director, General Manager of Business Planning Division of the Company</p> <p>Apr. 2025 Director, General Manager of Digital Strategy Division (current position)</p>	<p>Common shares: 8,565 shares</p>
<p>Reasons for nomination as candidate for Director</p> <p>As part of the Business Planning Division, Kunimasa Hamaoka has been involved in the promotion of new business in the Group and has been responsible for the department overseeing and promoting ICT for all operations of the Group since April 2020. The Company judges that he is essential to the sustainable enhancement of corporate value of the Group, and therefore nominates him for continued service as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
6	<p>Makoto Tsuchiya (August 24, 1962)</p>  <p>Reelection</p>	<p>Apr. 2006 Representative Director of Relo Holdings, Inc. (currently Relo Group, Inc.)</p> <p>June 2011 Representative Director of UNION CITY SERVICE CO., LTD.</p> <p>June 2011 Representative Director of Union mediate Corporation</p> <p>June 2018 Chairman and CEO of Care Design Institute Inc.</p> <p>Oct. 2019 Joined the Company. Executive Officer, Deputy General Manager of Administration Division of the Company</p> <p>June 2020 Director, in charge of Corporate Planning Office</p> <p>July 2021 Director, General Manager of Corporate Planning Office</p> <p>Apr. 2022 Director, in charge of Corporate Planning Office (current position)</p>	<p>Common shares: 10,302 shares</p>

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
7	<p>Kimiaki Yamaguchi (March 30, 1950)</p>  <p> <input checked="" type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent </p>	<p>Apr. 1973 Joined The Dai-ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>Aug. 1991 General Manager of Investment Bank Division, Tokyo Branch, Kidder Peabody & Co.</p> <p>Feb. 1995 General Manager of Investment Bank Division, Tokyo Branch, Morgan Grenfell Japan Ltd.</p> <p>June 2003 Senior Managing Director, in charge of Business and Customer Development at GE Consumer Finance K.K. (currently Shinsei Financial Co., Ltd.)</p> <p>Feb. 2005 Representative Director and Senior Managing Director, Chief Sales Officer at APLUS Co., Ltd.</p> <p>June 2011 Representative Executive Officer and Vice President at The Tokyo Star Bank, Limited</p> <p>Feb. 2016 Special Advisor at American Express International, Inc.</p> <p>June 2016 Director of Accordia Golf Co., Ltd.</p> <p>June 2016 Outside Director of the Company (current position)</p> <p>July 2016 Director of Planning and Development at Toyoko Inn Co., Ltd.</p> <p>June 2020 Director and Chairman of One Asia Securities Co., Ltd.</p> <p>June 2020 Director and Chairman of GLOME Holdings, Inc.</p>	<p>Common shares: 6,900 shares</p>

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
8	<p>Norika Yuasa (August 18, 1974)</p>  <p> <input checked="" type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent </p>	<p>Sept. 2003 Registered as an attorney at law Aug. 2011 Registered as an attorney at law in New York State Sept. 2017 Lecturer of Waseda Law School Jan. 2019 Partner of Miura & Partners (current position) June 2019 Director (External) of KOSÉ Corporation (current position) June 2021 Outside Audit & Supervisory Board Member of TOKYO ELECTRON DEVICE LIMITED (current position) June 2021 Outside Director of the Company (current position)</p> <p>Reasons for nomination as candidate for outside Director and summary of expected role Norika Yuasa has a wealth of knowledge and experience as a lawyer, and has provided appropriate suggestions and advice on the Company's corporate governance system and management from the perspective of strengthening the supervisory and decision-making functions of the Board of Directors. In addition, as a member of the Sustainability Committee and Nominating and Remuneration Committee (established in June 2024 through the reorganization of the Nominating Committee and Remuneration Committee), she has contributed to enhancing the transparency of the remuneration process for Directors. She has never been involved in management except as an outside Director. However, the Company nominates her for continued service as outside Director because we expect her continued contribution in those areas.</p>	<p>Common shares: 0 shares</p>

Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position and responsibility in the Company	Number of the Company's shares owned
9	 Tomoya Shiraishi (October 2, 1963) <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Apr. 1986 Joined Japan Associated Finance Co., Ltd. (currently JAFCO Group Co., Ltd.) Dec. 1998 General Manager of Business Investment Department II of Business Investment Division Apr. 2000 General Manager of Business Investment Division July 2005 Representative Director of Permira Advisers KK Nov. 2012 Representative Director of Social Investment Partners Apr. 2014 Representative Director of Phronesis Partners Co., Ltd. (current position) June 2021 Outside Director of the Company (current position) Sept. 2023 Outside Director of ENVIPRO HOLDINGS Inc. (current position)	Common shares: 0 shares

Notes:

1. Norika Yuasa is a partner of Miura & Partners, which has dealings with the Company in labor matters. In the fiscal year ended March 31, 2025, the transaction amount was ¥3 million, which is within the Company's criteria for determining independence. There is no special interest between any of the other candidates and the Company.
2. Kimiaki Yamaguchi, Norika Yuasa and Tomoya Shiraishi are candidates for outside Director. The Company has submitted notification to the Tokyo Stock Exchange that each candidate has been designated as an independent officer as provided for by the aforementioned exchange.
3. Kimiaki Yamaguchi is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been nine years. Norika Yuasa and Tomoya Shiraishi are currently outside Directors of the Company, and at the conclusion of this meeting, their tenure will have been four years.
4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Kimiaki Yamaguchi, Norika Yuasa and Tomoya Shiraishi to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under these agreements is the amount provided for by Article 425, paragraph (1) of the same Act. If the reelection of each candidate is approved under this proposal, the Company plans to renew these agreements with them.
5. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. Details of this insurance policy are summarized in the Business Report (in Japanese only). If the election of each candidate for Director is approved, they will be included as the insured under the said insurance policy.
6. The name of Norika Yuasa in the family register is Norika Kunii.
7. The number of the Company's shares owned by each candidate for Director is current as of March 31, 2025.

Proposal No. 3 Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Kazuaki Shimada will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

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

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

Name (Date of birth)	Career summary, significant concurrent positions outside the Company, and position in the Company	Number of the Company's shares owned
Yasuo Sato (May 5, 1971) 	Sept. 2000 Joined the Company Nov. 2005 Section Manger of Internal Audit Office July 2016 General Manager of the Internal Audit Office (current position)	Common shares: 0 shares
Reasons for nomination as candidate for Audit & Supervisory Board Member Yasuo Sato possesses high expertise and practical experience in the field of internal controls, having been involved for many years in internal audit operations since assuming office of Section Manager of Internal Audit Office in 2005. The Company nominates him for Audit & Supervisory Board Member because we expect him to use his work experience and specialized insight into the long-term care industry to further reinforce the Company's corporate governance.		

Notes: 1. There is no special interest between Yasuo Sato and the Company.

2. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. Details of this insurance policy are summarized in the Business Report (in Japanese only). If the election of Yasuo Sato for Audit & Supervisory Board Member is approved, he will be included as the insured under the said insurance policy.

3. The number of the Company's shares owned by Yasuo Sato is current as of March 31, 2025.

Reference
Skill Matrix (Experience and Skills)

	Name	Attribute	Corporate management	Long-term care, welfare and medical care	Quality of service	IT	Finance and financial accounting	Risk management	International experience
Director	Yoshiharu Murakami		✓	✓	✓			✓	
	Kazutoshi Toma		✓	✓	✓			✓	
	Ryoichi Tamura			✓	✓			✓	
	Hajime Takii			✓	✓		✓	✓	
	Kunimasa Hamaoka		✓			✓			✓
	Makoto Tsuchiya		✓				✓		
	Kimiaki Yamaguchi	Outside / independent	✓				✓	✓	✓
	Norika Yuasa	Outside / independent						✓	✓
	Tomoya Shiraishi	Outside / independent	✓			✓	✓	✓	✓
Audit & Supervisory Board Member	Tetsuo Shirakura	Outside / independent						✓	
	Noboru Saito	Outside / independent						✓	
	Yasuo Sato			✓	✓			✓	
	Shuichi Ikeya	Outside / independent					✓	✓	

Criteria for determining independence of outside officers

Assuming the criteria for independence set forth by the Tokyo Stock Exchange are met, the Company determines independence from the standpoint of whether or not the officer can provide useful monitoring of the Company's business from an independent perspective.

- (i) Not a major business partner of the Company (defined as those who received payments from the Group equivalent to 2% or more of their consolidated revenue in the most recent fiscal year) or a person who executes the business thereof
- (ii) Not a major business partner of the Company (defined as those who paid to the Group 2% or more of the consolidated net sales of the Group in the most recent fiscal year or who provided loans to the Company in the amount of 2% or more of the consolidated total assets of the Company as of the end of the most recent fiscal year) or a person who executes the business thereof
- (iii) Not a consultant, accounting expert, or legal expert who receives a large amount of cash or other assets (¥10 million or more per year on average for the past three years) from the Company other than remuneration for directors and other officers (if the entity receiving such assets is a corporation, partnership, or other organization, this refers to an individual belonging to such organization)
- (iv) Not an individual who has recently fallen under category (i), (ii) or (iii)
- (v) Not an individual who has fallen under categories a. through c. below at any time within 10 years prior to assuming office
 - a. A director who does or does not execute the business of the Company's parent company
 - b. A corporate auditor of the Company's parent company (only if designating outside Audit & Supervisory Board Members as independent officers)
 - c. A person who executes the business of an affiliated company of the Company
- (vi) Not a close relative of a. through h. (excluding immaterial persons) below
 - a. Individuals listed in (i) to (v) above
 - b. An accounting advisor (including employees who should perform their duties if the accounting advisor is a corporation; the same applies below) of the Company (only if designating outside Audit & Supervisory Board Members as independent officers)
 - c. A person who executes the business of a subsidiary of the Company
 - d. A director or accounting advisor who is not a person who executes the business of a subsidiary of the Company (only if designating outside Audit & Supervisory Board Members as independent officers)
 - e. A director who does or does not execute the business of the Company's parent company
 - f. A corporate auditor of the Company's parent company (only if designating outside Audit & Supervisory Board Members as independent officers)
 - g. A person who executes the business of an affiliated company of the Company
 - h. A person who has recently fallen under the categories b. through d. above or a person who executes the business of the Company (including directors who do not execute the business when designating outside Audit & Supervisory Board Members as independent officers)