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(Securities Code: 4974)

May 31, 2024

**To our shareholders:**

Koichi Nakao, President

**Takara Bio Inc.**

7-4-38, Nojihigashi, Kusatsu-shi, Shiga

## **Notice of the 22nd Annual General Meeting of Shareholders**

We are pleased to announce the 22nd Annual General Meeting of Shareholders of Takara Bio Inc. (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures to provide information that constitutes the content of reference documents for the general meeting of shareholders in electronic format (matters subject to measures for electronic provision), and posts this information as “Notice of the 22nd Annual General Meeting of Shareholders” on the Company’s website. Please access the Company’s website by using the Internet address shown below to review the information.

Company Website URL: <https://www.takara-bio.co.jp/ja/ir/stock/meeting.html> (in Japanese)

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet or in writing (by mail). Please review the Reference Documents for General Meeting of Shareholders and exercise your voting rights by Thursday, June 20, 2024, at 5:30 p.m. (JST).

### **[Voting via the Internet]**

Please review the “Instructions on Exercise of Voting Rights via the Internet” (in Japanese only), access the voting website designated by the Company, and enter your approval or disapproval of the proposals according to on-screen instructions by the deadline indicated above.

### **[Voting in writing (by mail)]**

Please indicate your approval or disapproval of the proposals in the enclosed voting form and return it so that your vote is received by the voting deadline indicated above.

In addition to posting matters subject to measures for electronic provision on the website above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the TSE website, access it (Listed Company Search) by using the Internet address shown below, enter the issue name (company name) or securities code, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

□ TSE website (Listed Company Search) URL:

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

**1. Date and Time:** Friday, June 21, 2024, at 10:00 a.m. (JST)

**2. Venue:** Prince Hall, 3F, Lake Biwa Otsu Prince Hotel  
4-7-7, Nionohama, Otsu-shi, Shiga

### **3. Purpose of the Meeting**

#### **Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 22nd fiscal year (from April 1, 2023 to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 22nd fiscal year (from April 1, 2023 to March 31, 2024)

**Matters to be resolved:**

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus                          |
| <b>Proposal No. 2</b> | Election of Nine Directors                        |
| <b>Proposal No. 3</b> | Election of Two Audit & Supervisory Board Members |

- If you attend the meeting in person, please present the enclosed voting form at the venue's reception. The reception desk is scheduled to open at 9:00 a.m.
- Please note that anyone other than a shareholder who is entitled to exercise voting rights (e.g., non-shareholding proxy, person accompanying the shareholder) will not be allowed inside the venue.
- Among the matters subject to measures for electronic provision, the following matters are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents, and are posted on the Company's website URL (<https://www.takara-bio.co.jp/ja/ir/stock/meeting.html>) (in Japanese) and so forth, pursuant to laws and regulations and the Company's Articles of Incorporation. The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents subject to audit, including the following matters.
  1. Business Report:  
Overview of Systems to Ensure Properness of Operations and Outline of Management of Such Systems
  2. Consolidated Financial Statements:  
Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements
  3. Non-consolidated Financial Statements:  
Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements
- If any revision is made to the matters subject to measures for electronic provision, notification to that effect, and the corrected and pre-corrected versions of these matters will be made available on the aforementioned website for matters subject to measures for electronic provision (on page1).
- The Company participates in "electronic voting platforms" for institutional investors operated by ICJ, Inc.
- Failure to indicate approval or disapproval of a proposal on the voting form will be treated as a vote in favor of the proposal.
- In addition to the above, if any matter which should be communicated to shareholders arises after the notice of convocation is sent, we will post an announcement on the Company's website URL (<https://www.takara-bio.co.jp/ja/index.html>) (in Japanese).
- Gifts will not be distributed.

## Reference Documents for General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1 Appropriation of Surplus

The Company views profit returns to shareholders as one of its important management issues, and as a basic policy, returns are provided after comprehensive consideration of a range of factors that include business performance, financial position, and enhancement of internal reserve for aggressive research and development activities. Specifically, the Company intends to distribute dividends of surplus approximately 35% of its estimated profit calculated without taking into account the extraordinary income or loss in the Consolidated Financial Statements. For improving capital efficiency, the Company proposes to pay a year-end dividend for the current fiscal year of ¥17.00 (approximately 87% of its estimated profit) per share as initially forecasted.

#### Year-end dividends

- (1) Type of dividend property  
Cash
- (2) Allotment of dividend property to shareholders and their aggregate amount  
¥17.00 per common share of the Company Total payment: ¥2,047,065,200
- (3) Effective date of dividends of surplus  
June 24, 2024

**Proposal No. 2** Election of Nine Directors

At the conclusion of this meeting, the terms of office of all nine Directors will expire. In that regard, the Company proposes the election of nine Directors (three of whom are external Directors). This proposal was decided by the Board of Directors based on the advice and recommendations of the Nomination and Compensation Committee. The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Koichi Nakao June 16, 1962</p> <p style="text-align: center;">[Reelection - Male]</p> <p>Relationship of special interest in the Company None</p> <p>Attendance at Board of Directors meetings 12/12 (100%)</p>	<p>Apr. 1985      Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)</p> <p>Apr. 2002      Director of the Company</p> <p>June 2003      Managing Director and Executive Officer</p> <p>June 2004      Senior Managing Director and Executive Officer</p> <p>Apr. 2006      Senior Managing Director, Executive Officer, and COO</p> <p>June 2007      Representative Director, Vice President, Executive Officer, and COO</p> <p>June 2008      Representative Director, Vice President, and COO</p> <p>May 2009      Representative Director and President (current position)</p> <p>                 Takara Bio USA Holdings Inc. Director, President</p> <p>June 2009      Director of Takara Holdings Inc. (current position)</p> <p>June 2015      President and Executive Officer (current position)</p> <p>Apr. 2020      CEO (current position)</p> <p>Apr. 2021      Representative Director of Manufacturing Technology Association of Biologics (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>Director of Takara Holdings Inc.</p> <p>Representative Director of Manufacturing Technology Association of Biologics</p>	73,300 shares
<p>Reasons for nomination as candidate for Director, etc.</p> <ul style="list-style-type: none"> <li>• As Representative Director of the Company, Mr. Nakao continues to play a sufficient role in making decisions on important management matters and in supervising the execution of business based on his abundant experience with overall management and broad insight in the Bioindustry Business, and has demonstrated strong leadership in enhancing the Company's corporate value and achieving its management objectives. Therefore, the Company nominated him as a candidate to continue serving as a Director.</li> <li>• Within the past ten years, Mr. Nakao has served as a business executive (Chairman) of Takara Biotechnology (Dalian) Co., Ltd., Takara Biomedical Technology (Beijing) Co., Ltd., Takara Korea Biomedical Inc., and Takara Bio USA Holdings Inc., which are subsidiaries of the Company's parent company Takara Holdings Inc. as well as subsidiaries of the Company.</li> </ul>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p data-bbox="357 434 517 495">Junichi Mineno August 13, 1960</p> <p data-bbox="341 530 533 560">[Reelection - Male]</p> <p data-bbox="288 595 585 656">Relationship of special interest in the Company None</p> <p data-bbox="325 692 549 781">Attendance at Board of Directors meetings 12/12 (100%)</p>	<p data-bbox="612 264 1240 324">Apr. 1984      Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)</p> <p data-bbox="612 333 1219 394">Apr. 2004      General Manager of Center for Cell and Gene Therapy Facility of the Company</p> <p data-bbox="612 403 1222 486">June 2009      Deputy General Manager of Gene Therapy Business Unit and General Manager of Center for Cell and Gene Therapy Facility</p> <p data-bbox="612 495 948 524">Apr. 2011      Executive Officer</p> <p data-bbox="612 533 1015 562">June 2012      Senior Executive Officer</p> <p data-bbox="612 571 959 600">June 2014      Managing Director</p> <p data-bbox="612 609 1171 669">June 2015      Managing Director and Senior Executive Officer</p> <p data-bbox="612 678 1225 739">July 2016      Representative Director and Vice Chairman of Takara Korea Biomedical Inc.</p> <p data-bbox="612 748 1171 808">June 2019      Director and Senior Managing Executive Officer</p> <p data-bbox="612 817 1177 878">Apr. 2022      Vice President Executive Officer (current position)</p> <p data-bbox="612 887 1214 947">June 2023      Director and Vice President (current position)</p> <p data-bbox="612 956 1070 985">Current responsibility in the Company Head of CDM Business Development Division</p>	14,400 shares
<p data-bbox="277 960 799 990">Reasons for nomination as candidate for Director, etc.</p> <ul data-bbox="277 999 1398 1207" style="list-style-type: none"> <li data-bbox="277 999 1398 1115">• Mr. Mineno has engaged in R&amp;D of new technologies and new projects, genetic analysis-related business and businesses related to products and services for clinical research on cell and gene therapies. He possesses a track record of establishing its GMP production framework in the gene therapy business. Therefore, the Company nominated him as a candidate to continue serving as a Director.</li> <li data-bbox="277 1124 1398 1207">• Mr. Mineno has been an executive officer (Co-Representative Director and Vice Chairman) of Takara Korea Biomedical Inc., a subsidiary of the Company's parent company Takara Holdings Corporation, as well as a subsidiary of the Company, for the past ten years.</li> </ul>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p data-bbox="363 387 517 443">Yoh Hamaoka October 9, 1962</p> <p data-bbox="341 483 539 517">[Reelection - Male]</p> <p data-bbox="284 546 593 636">Relationship of special interest in the Company None</p> <p data-bbox="325 640 552 730">Attendance at Board of Directors meetings 12/12 (100%)</p>	<p data-bbox="612 264 715 297">Apr. 1987</p> <p data-bbox="612 300 715 333">Feb. 2000</p> <p data-bbox="612 362 715 396">Apr. 2004</p> <p data-bbox="612 398 715 432">June 2009</p> <p data-bbox="612 461 715 495">Apr. 2017</p> <p data-bbox="612 562 715 595">June 2018</p> <p data-bbox="612 598 715 631">Apr. 2019</p> <p data-bbox="612 633 715 667">Apr. 2020</p> <p data-bbox="612 669 715 703">June 2021</p> <p data-bbox="612 732 715 766">June 2023</p> <p data-bbox="612 768 986 801">Current responsibility in the Company</p> <p data-bbox="612 804 912 837">CFO (Chief Financial Officer),</p> <p data-bbox="612 840 1015 873">Head of Corporate Management Division</p>	17,000 shares
<p data-bbox="276 860 756 893">Reasons for nomination as candidate for Director</p> <p data-bbox="276 896 1433 1014">Mr. Hamaoka has been involved in business development, intellectual property, project promotion and planning, public relations and investor relations, general affairs, human resources, and finance, and is well-versed in the Company's operations in the corporate sector. Therefore, the Company nominated him as a candidate to continue serving as a Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	<p>Tsuyoshi Miyamura October 20, 1963</p> <p>[Reelection - Male]</p> <p>Relationship of special interest in the Company None</p> <p>Attendance at Board of Directors meetings 12/12 (100%)</p>	<p>Apr. 1988      Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)</p> <p>Jan. 2009      General Manager of Sales Department of the Company</p> <p>June 2009      Executive Officer</p> <p>June 2014      Senior Executive Officer</p> <p>June 2018      Director</p> <p>Dec. 2019      Chairman of Takara Biomedical Technology (Beijing) Co., Ltd. (current position)</p> <p>Mar. 2021      Co-Representative Director and Chairman of Takara Korea Biomedical Inc. (current position)</p> <p>Apr. 2022      Senior Managing Executive Officer (current position)</p> <p>Chairman of Takara Biotechnology (Dalian) Co., Ltd. (current position)</p> <p>June 2023      Senior Managing Director (current position)</p> <p>Apr. 2024      Director, President of Takara Bio USA Holdings Inc. (current position)</p> <p>Current responsibility in the Company In charge of Reagents/Instruments Business and Head of Global Business Division</p> <p>Significant concurrent positions outside the Company Chairman of Takara Biotechnology (Dalian) Co., Ltd. Chairman of Takara Biomedical Technology (Beijing) Co., Ltd. Co-Representative Director and Chairman of Takara Korea Biomedical Inc. Director, President of Takara Bio USA Holdings Inc.</p>	13,500 shares
<p>Reasons for nomination as candidate for Director, etc.</p> <ul style="list-style-type: none"> <li>• Mr. Miyamura has been involved in planning, marketing, sales and distribution of products and services in the bio business, has contributed to the market expansion in China for products in the genetic engineering research field, and proved his ability as a corporate manager for the Company's subsidiary. Therefore, the Company nominated him as a candidate to continue serving as Director.</li> <li>• Mr. Miyamura is currently a business executive of Takara Biotechnology (Dalian) Co., Ltd., Takara Biomedical Technology (Beijing) Co., Ltd., Takara Korea Biomedical Inc., and Takara Bio USA Holdings Inc., which are subsidiaries of the Company's parent company Takara Holdings Inc. as well as a subsidiary of the Company, and has also been a business executive (Chairman, Chairman, Co-Representative Director and Chairman, and Director, President, respectively) of each company for the past ten years.</li> </ul>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	<p>Katsuhiko Kusakabe June 1, 1961</p> <p>[Reelection - Male]</p> <p>Relationship of special interest in the Company None</p> <p>Attendance at Board of Directors meetings 10/10 (100%) (After assuming office on June 23, 2023)</p>	<p>Apr. 1986      Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)</p> <p>Apr. 2008      General Manager of Manufacturing Department</p> <p>Apr. 2010      Mizuho Norin Co., Ltd. (on secondment)</p> <p>June 2017      Executive Officer of the Company</p> <p>Apr. 2020      Deputy General Manager of Manufacturing Division, in charge of SCM Department and Facility Control Department</p> <p>Apr. 2021      General Manager of Manufacturing Management Division</p> <p>June 2021      Senior Executive Officer</p> <p>Apr. 2023      Senior Managing Executive Officer (current position)</p> <p>June 2023      Senior Managing Director (current position)</p> <p>Current responsibility in the Company CMCO (Chief Manufacturing Control Officer), Head of Business &amp; Production Management Division</p>	4,200 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Kusakabe has worked in operations such as manufacturing management and facility management, and has a record of performance in engineering and maintenance management for manufacturing facilities and equipment, production management, purchasing, procurement, and raw materials and supplies management. Therefore, the Company nominated him as a candidate to continue serving as Director.</p>			



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	<p>Mutsumi Kimura February 3, 1963</p> <p>[Reelection - Male]</p> <p>Relationship of special interest in the Company Please refer to the details below. Attendance at Board of Directors meetings 12/12 (100%)</p>	<p>Apr. 1985      Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)</p> <p>Apr. 2002      Director of the Company</p> <p>June 2004      Managing Director</p> <p>June 2007      Senior Managing Director</p> <p>May 2009      Director and Vice President</p> <p>June 2009      Representative Director and Vice President</p> <p>June 2014      Director of Takara Holdings Inc. Senior Managing Director of Takara Shuzo Co., Ltd.</p> <p>June 2016      Representative Director and Vice President of Takara Holdings Inc.</p> <p>June 2017      Director of Takara Shuzo Co., Ltd. (current position)</p> <p>July 2017      Representative Director and President of Takara Shuzo International Co., Ltd.</p> <p>June 2018      Representative Director and President of Takara Holdings Inc. (current position)</p> <p>Apr. 2020      Director of Takara Shuzo International Co., Ltd. (current position)</p> <p>June 2022      Director of the Company (current position)</p> <p>Significant concurrent positions outside the Company Representative Director and President of Takara Holdings Inc. Director of Takara Shuzo Co., Ltd. Director of Takara Shuzo International Co., Ltd.</p>	51,300 shares
<p>Reasons for nomination as candidate for Director, etc.</p> <ul style="list-style-type: none"> <li>• Mr. Kimura has abundant experience and track records in the areas of corporate planning, finance, accounting, public relations, general affairs, and human resources of the Company in the past, and has demonstrated leadership as a Director of the Group for many years.</li> <li>• We have nominated him as a candidate to continue serving as Director because his appointment as a Company Director will strengthen the Company's corporate functionality and enable the Company to achieve sustainable growth and enhance its corporate value over the medium to long term.</li> <li>• He is currently an Executive Officer (Representative Director and President) of Takara Holdings Inc., our parent company, and has been an Executive Officer (Representative Director and President, Representative Director and Vice President, and Director) of Takara Holdings Inc. for the past ten years.</li> <li>• In the past ten years, he has also served as an Executive Officer (Senior Managing Director) of Takara Shuzo Co., Ltd., a subsidiary of the Company's parent company Takara Holdings Inc. (and a so-called sibling company of the Company), and as an Executive Officer (Representative Director and President) of Takara Shuzo International Co., Ltd.</li> </ul> <p>Relationship of special interest in the Company The Company has a business relationship with Takara Holdings Inc., where he serves as the Representative Director and President, concerning payments related to the licensing of trademark rights, payments related to the outsourcing of computer-related operations and the leasing of information-related equipment, and leasing of office space.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	<p>Nobuko Kawashima October 27, 1962 (Name as shown on the family register: Nobuko Yokoyama)</p> <p>[Reelection - External - Female]</p> <p>Relationship of special interest in the Company None</p> <p>Attendance at Board of Directors meetings 12/12 (100%)</p> <p>Nomination and Compensation Committee Meeting Attendance 2/2 (100%)</p> <p>Number of years in office as an external Director 8 years (at the conclusion of this meeting)</p>	<p>Apr. 1986      Joined The Long-Term Credit Bank of Japan, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Sept. 1987      Joined Dentsu Communication Institute Inc.</p> <p>Sept. 1995      Research fellow at the Centre for Cultural Policy Studies of the University of Warwick</p> <p>Apr. 1999      Full-time lecturer with the Faculty of Economics at Doshisha University</p> <p>Apr. 2004      Professor with the Faculty of Economics (current position)</p> <p>June 2016      Director (external Director) of the Company (current position)</p> <p>June 2021      Director (Outside Director) of TOKAI Holdings Corporation (current position)</p> <p>Significant concurrent positions outside the Company Professor with the Faculty of Economics at Doshisha University Director (Outside Director) of TOKAI Holdings Corporation</p>	0 shares
<p>Reasons for nomination as candidate for external Director and outline of expected roles, etc.</p> <ul style="list-style-type: none"> <li>• Ms. Kawashima is a candidate for external Director.</li> <li>• Ms. Kawashima has extensive research experience in subjects including creative economy and corporate social responsibility. She meets the criteria for candidates for external Director established by the Company, and is expected to apply her expert knowledge to the management of the Company and express her opinions at the Board of Directors meetings from an independent and objective standpoint, thereby ensuring effective management oversight. Therefore, the Company nominated her as a candidate to continue serving as an external Director. In addition, if the reelection of Ms. Kawashima is approved, we expect that she will be involved in the selection of candidates for Company executives and the determination of executive compensation and other matters from an objective and neutral standpoint as the chairperson of the Nomination and Compensation Committee.</li> <li>• Ms. Kawashima has never in the past been involved in the management of a company except as an external officer. However, the Company judges she will appropriately fulfill her duties as an external Director based on her abundant experience as an academic and broad insight on economy and society.</li> </ul>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
8	<p data-bbox="357 465 517 524">Kazuko Kimura May 1, 1951</p> <p data-bbox="280 562 592 589">[Reelection - External - Female]</p> <p data-bbox="280 629 592 687">Relationship of special interest in the Company None</p> <p data-bbox="280 725 592 813">Attendance at Board of Directors meetings 12/12 (100%)</p> <p data-bbox="280 828 592 916">Nomination and Compensation Committee Meeting Attendance 2/2 (100%)</p> <p data-bbox="280 931 592 1037">Number of years in office as an external Director 5 years (at the conclusion of this meeting)</p>	<p data-bbox="611 264 1233 351">Apr. 1976 Safety and Environmental Health Bureau, Ministry of Health and Welfare (currently the Ministry of Health, Labour and Welfare)</p> <p data-bbox="611 367 1082 394">Apr. 1979 Pharmaceutical Affairs Bureau</p> <p data-bbox="611 398 1217 456">July 1996 Pharmaceutical Department of World Health Organization (on secondment)</p> <p data-bbox="611 461 1209 519">July 1999 Organization for Pharmaceutical Safety and Research (on secondment)</p> <p data-bbox="611 524 1217 649">Apr. 2000 Professor of International Medical Research Laboratory, Institute of Medical, Pharmaceutical and Health Sciences, Kanazawa University</p> <p data-bbox="611 654 1153 712">June 2013 Director (Outside Director) of Alfresa Holdings Corporation</p> <p data-bbox="611 716 1233 775">Sept. 2013 Representative Director of Medicines Security Workshop (current position)</p> <p data-bbox="611 779 1201 884">Apr. 2017 Professor Emeritus of National University Corporation Kanazawa University (current position)</p> <p data-bbox="611 889 1201 947">Oct. 2017 Specially Appointed Professor of Graduate School of Medical Sciences</p> <p data-bbox="611 952 1217 1010">June 2019 Director (external Director) of the Company (current position)</p> <p data-bbox="611 1014 1185 1072">June 2021 Director (Outside Director) of Mitsubishi Logistics Corporation (current position)</p> <p data-bbox="611 1077 1233 1238">Significant concurrent positions outside the Company Professor Emeritus of National University Corporation Kanazawa University Representative Director of Medicines Security Workshop Director (Outside Director) of Mitsubishi Logistics Corporation</p>	0 shares
<p data-bbox="280 1249 1169 1276">Reasons for nomination as candidate for external Director and outline of expected roles, etc.</p> <ul data-bbox="280 1281 1450 1686" style="list-style-type: none"> <li data-bbox="280 1281 770 1308">• Ms. Kimura is a candidate for external Director.</li> <li data-bbox="280 1312 1450 1597">• Ms. Kimura is a specialist in the areas of quality control of pharmaceutical distribution, eradication of substandard and falsified medicines, support of development of anti-counterfeit technologies, and education of specialists. She meets the criteria for candidates for external Director established by the Company, and is expected to apply her expert knowledge to the management of the Company and express her opinions at the Board of Directors meetings from an independent and objective standpoint, thereby ensuring effective management oversight. Therefore, the Company nominated her as a candidate to continue serving as an external Director. In addition, If the reelection of Ms. Kimura is approved, we expect that she will continue to be involved in the selection of candidates for Company executives and the determination of executive compensation and other matters from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.</li> <li data-bbox="280 1601 1450 1686">• Ms. Kimura has never in the past been involved in the management of a company except as an external officer. However, the Company judges she will appropriately fulfill her duties as an external Director based on her abundant experience as an academic and broad insight on quality control of pharmaceutical distribution, etc.</li> </ul>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
9	<p data-bbox="336 510 539 573">Noriomi Matsumura July 10, 1971</p> <p data-bbox="288 607 584 638">[Reelection - External - Male]</p> <p data-bbox="288 672 584 763">Relationship of special interest in the Company None</p> <p data-bbox="288 770 584 862">Attendance at Board of Directors meetings 12/12 (100%)</p> <p data-bbox="288 869 584 960">Nomination and Compensation Committee Meeting Attendance 2/2 (100%)</p> <p data-bbox="288 967 584 1086">Number of years in office as an external Director 4 years (at the conclusion of this meeting)</p>	<p data-bbox="612 264 1238 356">May 1998 Medical Staff with Department of Obstetrics and Gynecology at Hyogo Prefectural Amagasaki Hospital</p> <p data-bbox="612 362 1238 421">Apr. 2000 Medical Staff with Department of Obstetrics and Gynecology at Toyooka Public Hospital</p> <p data-bbox="612 427 1238 486">Sept. 2002 Medical Staff with Department of Obstetrics and Gynecology at Kyoto University Hospital</p> <p data-bbox="612 492 1238 611">Apr. 2007 Clinical Assistant Professor with Department of Obstetrics and Gynecology at National University Corporation Kyoto University Hospital</p> <p data-bbox="612 618 1238 676">Apr. 2008 Assistant Professor with Department of Gynecology and Obstetrics</p> <p data-bbox="612 683 1238 719">Dec. 2012 Lecturer with Maternal and Perinatal Care Unit</p> <p data-bbox="612 725 1238 784">Aug. 2013 Associate Professor with Department of Gynecology and Obstetrics</p> <p data-bbox="612 790 1238 882">Apr. 2017 Professor with Department of Obstetrics and Gynecology of Faculty of Medicine at Kindai University (current position)</p> <p data-bbox="612 889 1238 981">June 2017 Vice Chairperson of Board Certification Committee of Japan Society of Obstetrics and Gynecology (current position)</p> <p data-bbox="612 987 1238 1106">Dec. 2018 Director, TR Committee Member, and Chairperson of Future Planning Committee, Japanese Gynecologic Oncology Group (current position)</p> <p data-bbox="612 1113 1238 1171">June 2020 Director (external Director) of the Company (current position)</p> <p data-bbox="612 1178 1238 1236">July 2020 Board Member of Japan Society of Gynecologic Oncology (current position)</p> <p data-bbox="612 1243 1238 1335">Significant concurrent positions outside the Company Professor with Department of Obstetrics and Gynecology of Faculty of Medicine at Kindai University</p>	0 shares
<p data-bbox="276 1346 1169 1377">Reasons for nomination as candidate for external Director and outline of expected roles, etc.</p> <ul data-bbox="276 1377 1450 1814" style="list-style-type: none"> <li data-bbox="276 1377 815 1408">• Mr. Matsumura is a candidate for external Director.</li> <li data-bbox="276 1415 1450 1720">• Mr. Matsumura possesses abundant experience and expert knowledge in obstetrics and gynecology and other fields of medical science in general, and is familiar particularly with the areas of tumor genome analysis, molecular targeted therapy, and immune therapy of gynecologic oncology. He meets the criteria for candidates for external Director established by the Company, and is expected to utilize his experience and expertise and express his opinions at the Board of Directors meetings from an independent and objective standpoint, thereby ensuring effective management oversight. Therefore, the Company nominated him as a candidate to continue serving as an external Director. In addition, If the reelection of Mr. Matsumura is approved, we expect that he will continue to be involved in the selection of candidates for Company executives and the determination of executive compensation and other matters from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.</li> <li data-bbox="276 1727 1450 1814">• Mr. Matsumura has never in the past been involved in the management of a company except as an external officer. However, the Company judges he will appropriately fulfill his duties as an external Director based on his abundant experience as an academic and broad insight on medical science in general.</li> </ul>			

Note:

- Ms. Kawashima, Ms. Kimura, and Mr. Matsumura satisfy the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company has submitted notification to the aforementioned exchange concerning their appointment as an independent officer.
- Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Ms. Kawashima, Ms. Kimura, and Mr. Matsumura to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the same Act. If the reelection of three candidates is approved per this proposal, the Company plans to renew each of the aforementioned agreements.

3. 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, which covers damages and litigation expenses incurred by the insured due to claims for damages arising from the insured's actions as a director or officer. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms. If the reappointment of nine candidates is approved per this proposal, they will continue to be included as insured under the policy.

**Proposal No. 3** Election of Two Audit & Supervisory Board Members

At the conclusion of this meeting, the term of office of Audit & Supervisory Board Members Kunihiko Kamada and Yasuo Himeiwa will expire.

Therefore, the Company proposes the election of two Audit & Supervisory Board Members.

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

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

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p>Kunihiko Kamada May 16, 1960</p> <p>[Reelection - External - Male]</p> <p>Relationship of special interest in the Company None</p> <p>Attendance at Board of Directors meetings 12/12 (100%)</p> <p>Attendance at Audit &amp; Supervisory Board meetings 13/13 (100%)</p> <p>Number of years in office as an Audit &amp; Supervisory Board Member 8 years (at the conclusion of this meeting)</p>	<p>Apr. 1992 Registered as an attorney at law (Osaka Bar Association)</p> <p>Mar. 1993 Registered as a patent attorney</p> <p>Apr. 2007 Part-time lecturer at Meijo University</p> <p>Jan. 2011 Partner of Daiichi Legal Professional Corporation (current position)</p> <p>June 2016 Audit &amp; Supervisory Board Member (External Audit &amp; Supervisory Board Member) of the Company (current position)</p> <p>Significant concurrent positions outside the Company Partner of Daiichi Legal Professional Corporation</p>	0 shares
<p>Reasons for nomination as candidate for external Audit &amp; Supervisory Board Member, etc.</p> <p>Mr. Kamada is a candidate for external Audit &amp; Supervisory Board Member.</p> <p>Mr. Kamada meets the criteria for candidates for external Audit &amp; Supervisory Board Member established by the Company, and is expected to provide advice and recommendations to promote compliance management and to ensure the validity and appropriateness of decisions made by the Board of Directors and the Audit &amp; Supervisory Board by utilizing his advanced expert knowledge and experience as an attorney at law. Therefore, the Company nominated him as a candidate to continue serving as an external Audit &amp; Supervisory Board Member.</p> <p>Mr. Kamada has never in the past been involved in the management of a company except as an external officer. However, the Company judges that he will appropriately fulfill his duties as an external Audit &amp; Supervisory Board Member based on the above reasons.</p>			

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p>Yasuo Himeiwa November 5, 1953</p> <p>[Reelection - External - Male]</p> <p>Relationship of special interest in the Company None</p> <p>Attendance at Board of Directors meetings 12/12 (100%)</p> <p>Attendance at Audit &amp; Supervisory Board meetings 13/13 (100%)</p> <p>Number of years in office as an Audit &amp; Supervisory Board Member 8 years (at the conclusion of this meeting)</p>	<p>Aug. 1983      Joined the accounting firm of Peat Marwick Mitchell &amp; Co. (currently KPMG)</p> <p>Aug. 1990      Registered as a certified public accountant of Japan</p> <p>Aug. 1992      Assigned to KPMG London Office</p> <p>Aug. 1994      European Director of KPMG Project Japan</p> <p>Jan. 1996      Partner of Century Audit Corporation (currently Ernst &amp; Young ShinNihon LLC)</p> <p>Feb. 2001      Senior Partner of Shin Nihon &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>Sept. 2003      Partner of AZSA &amp; Co. (currently KPMG AZSA LLC)</p> <p>July 2009      Head of Global Japanese Practice Osaka Office</p> <p>May 2015      Chairman of National Employee Association of KPMG AZSA LLC</p> <p>June 2016      Director of Himeiwa CPA Office (current position) Audit &amp; Supervisory Board Member (External Audit &amp; Supervisory Board Member) of the Company (current position)</p> <p>June 2017      Outside Director (Audit and Supervisory Committee Member) of Sharp Corporation (current position)</p> <p>June 2020      Outside Director (Audit and Supervisory Committee Member) of IDEC CORPORATION</p> <p>June 2021      Outside Director (Standing Audit and Supervisory Committee Member) (current position)</p> <p>Significant concurrent positions outside the Company Director of Himeiwa CPA Office Outside Director (Audit and Supervisory Committee Member) of Sharp Corporation Outside Director (Standing Audit and Supervisory Committee Member) of IDEC CORPORATION</p>	0 shares
<p>Reasons for nomination as candidate for external Audit &amp; Supervisory Board Member, etc. Mr. Himeiwa is a candidate for external Audit &amp; Supervisory Board Member. Mr. Himeiwa meets the criteria for candidates for external Audit &amp; Supervisory Board Member established by the Company, and is expected to provide advice and recommendations to improve transparency and objectivity in management by utilizing his advanced expert knowledge and experience in finance and accounting as a certified public accountant. Therefore, the Company nominated him as a candidate to continue serving as an external Audit &amp; Supervisory Board Member.</p>			

Note:

- Mr. Kamada and Mr. Himeiwa satisfy the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company has submitted notification to the aforementioned exchange concerning their appointment as an independent officer.
- Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Kamada and Mr. Himeiwa to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the same Act. If the reelection of both candidates is approved per this proposal, the Company plans to renew each of the aforementioned agreements.
- 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, which covers damages and litigation expenses incurred by the insured due to claims for damages arising from the insured's actions as a director or officer. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms. If the reappointment of both candidates is approved per this proposal, they will continue to be included as insured under the policy.

(Reference) Expertise and Experience (Skill Matrix) of Elected Directors and Audit & Supervisory Board Members

Name	Gender	Position in the Company	Corporate management Management strategy	Business strategy Marketing	Research Development	Manufacturing Quality assurance	Medical Pharmaceutical Health	Legal affairs Intellectual property	Financial accounting Personnel and labor relations	Compliance Risk management	Global Diversity
Koichi Nakao	Male	Representative Director and President	●	●	●		●	●	●	●	●
Junichi Mineno	Male	Director	●	●	●	●	●			●	●
Yoh Hamaoka	Male	Director	●	●	●			●	●	●	●
Tsuyoshi Miyamura	Male	Director		●	●	●				●	●
Katsuhiko Kusakabe	Male	Director	●	●		●				●	●
Mutsumi Kimura	Male	Director	●	●				●	●	●	●
Nobuko Kawashima	Female	External Director	●	●						●	●
Kazuko Kimura	Female	External Director			●	●	●			●	●
Noriomi Matsumura	Male	External Director			●		●			●	●
Akihiko Kita	Male	Auditor	●			●				●	●
Masahide Tamaki	Male	Auditor		●						●	●
Kunihiko Kamada	Male	External Auditor	●					●		●	●
Yasuo Himejiwa	Male	External Auditor	●						●	●	●
Masaaki Makikawa	Male	External Auditor			●		●			●	●

\*The above list does not represent all of the skills possessed by each Director and Audit & Supervisory Board Member.