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Securities Code: 4553

June 5, 2024

To our shareholders:

Itsuro Yoshida
President and Representative Director
TOWA PHARMACEUTICAL CO., LTD.
2-11, Shinbashi-cho, Kadoma, Osaka, JAPAN

NOTICE OF THE 68TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 68th Ordinary General Meeting of Shareholders of TOWA PHARMACEUTICAL CO., LTD. (the “Company”), which will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the following websites. Please access either of the websites to review the information.

The Company’s website:

<https://www.towayakuhin.co.jp/ir/stock/meeting.php> (in Japanese)



Additional website with reference materials for the General Meeting of Shareholders:

<https://d.sokai.jp/4553/teiji/>



Tokyo Stock Exchange website (Listed Company Search):

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



(Access the TSE website, enter “TOWA PHARMACEUTICAL” in “Issue name (company name)” or the Company’s securities code “4553” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you do not attend the meeting in-person, you may exercise your voting rights via the internet or in writing. Please review the appended Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:40 p.m. on Monday, June 24, 2024 (Japan Standard Time).

1. Date and Time: Tuesday, June 25, 2024 at 10:00 a.m. (Reception opens at 9:00 a.m.) (Japan Standard Time)

2. Venue: Headquarters of the Company
Meeting room on the 2nd floor
2-11, Shinbashi-cho, Kadoma, Osaka, JAPAN
(Please refer to the “Shareholders’ Meeting Venue Map” (in Japanese only) at the end of this document.)

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 68th Term (from April 1, 2023 to March 31, 2024), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 68th Term (from April 1, 2023 to March 31, 2024)

Items to be resolved:

Proposal 1: Appropriation of surplus

Proposal 2: Election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)

Proposal 3: Election of three (3) Directors who are Audit and Supervisory Committee Members

4. Matters to be decided at the time of convocation

- (1) In accordance with a partial amendment to the Companies Act (in effect from September 1, 2022), shareholders are, in principle, to access either of the websites on the previous page to confirm the matters subject to measures for electronic provision, and the Company will send paper-based documents containing the matters subject to measures for electronic provision only to shareholders who have made a request for delivery of such documents by the record date. However, for this General Meeting of Shareholders, the Company has decided to send paper-based documents containing the matters subject to measures for electronic provision to all shareholders regardless of whether they have made a request for delivery of such documents. At this time, no decision has been made on whether the Company will continue this practice for the 69th Ordinary General Meeting of Shareholders and subsequent meetings. Regardless of the method used for providing the materials, please note that shareholders who wish to continue receiving paper-based documents, as have been provided in the past, for the 69th Ordinary General Meeting of Shareholders and subsequent meetings must make a request for delivery of paper-based documents.
- (2) In accordance with the provisions of laws and regulations and Article 15, Paragraph 2 of the Company’s Articles of Incorporation, the following matters subject to measures for electronic provision shall not be included in the paper-based documents sent to shareholders. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following matters.
 - (i) “Systems to Ensure the Appropriateness of Business Activities” and “Overview of Operational Status of Systems to Ensure the Appropriateness of Business Activities” of Business Report
 - (ii) “Consolidated Statement of Changes in Shareholders’ Equity” and “Notes to Consolidated Financial Statements” of Consolidated Financial Statements
 - (iii) “Statement of Changes in Shareholders’ Equity” and “Notes to Non-Consolidated Financial Statements” of Non-Consolidated Financial Statements
- (3) If there is no indication of approval or disapproval of each proposal on the returned Voting Card, your exercise of voting rights will be deemed to be approval.
- (4) If you exercise your voting rights in duplicate both via the internet and in writing, then only the vote cast via the internet shall be deemed valid.
- (5) If you exercise your voting rights via the internet multiple times, then only the last vote cast shall be deemed valid.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The Company has a basic policy of paying dividends in accordance with earnings as we work to reinforce the foundations of our operations, and we consider it a major issue to continue to pay dividends in a stable manner to all shareholders.

Based on this policy, taking into consideration its earnings for the business year as well as the future development of the business, after a careful review, the Company proposes to pay year-end dividends for the current fiscal year as follows:

Matters related to year-end dividends

- (1) Type of dividend property
Cash

- (2) Allocation of dividend property and total amount thereof
30 yen per common share of the Company
Total amount of dividends: 1,476,604,290 yen
The Company paid an interim dividend of 30 yen per share, and thus the annual dividend for the fiscal year under review is 60 yen per share.

- (3) Effective date of distribution of dividends of surplus
June 26, 2024

Proposal 2: Election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting.

The Company proposes increasing the number of Directors from three (3) to five (5) in order to strengthen the management structure.

As for this proposal, the Company received from the Audit and Supervisory Committee of the Company the opinion that the standards and procedures for electing all of the candidates for Director are appropriate.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Itsuro Yoshida (April 27, 1951) Reelection	May 1979 Joined the Company Oct. 1983 General Manager of Finance & Accounting Department Dec. 1983 Director / General Manager of Finance & Accounting Department Aug. 1986 Director / General Manager of General Affairs Department Apr. 1990 Director / General Manager of President Office June 1990 Senior Managing Director / General Manager of President Office June 1991 Senior Managing Director / Division Manager of Production Division / General Manager of President Office Nov. 1991 Senior Managing Director / General Manager of President Office June 1996 President and Representative Director (to present) (significant concurrent positions outside the Company) Chairperson and Representative Director, J-DOLPH PHARMACEUTICAL CO., LTD.	1,455,309
[Reasons for nomination as candidate for Director] Itsuro Yoshida has been involved in businesses, management and administration across the entire Group. He has extensive experience and knowledge regarding business management, administration and operations, which the Company expects to strengthen the decision-making function of the Board of Directors, for which reason it has again nominated him as candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Osamu Uchikawa (December 25, 1958) Reelection	Aug. 2017 Joined the Company / Senior Advisor, API Business Division Apr. 2018 Operating Officer / Division Manager of API Business Division Apr. 2019 Senior Operating Officer / Division Manager of API Business Division, and in charge of Product Strategy Division and Innovative Technology Research Division Apr. 2021 Senior Operating Officer / Division Manager of API Business Division, and in charge of Product Planning Division, Innovative Technology Research Division, Pharmaceutical Research and Technology Division, Pharmaceutical CDMO Management Division and Pharmaceutical Development Division Apr. 2022 Senior Operating Officer / Division Manager of API Business Division, and in charge of Pharmacovigilance and Quality Assurance Division, Product Planning Division, Innovative Technology Research Division, Pharmaceutical Research and Technology Division, Analytical Technology Center, Pharmaceutical CDMO Management Division and Pharmaceutical Development Division Apr. 2023 Senior Operating Officer in charge of R&D Division, Pharmacovigilance and Quality Assurance Division and Pharmaceutical CDMO Management Division June 2023 Director (to present) (significant concurrent positions outside the Company) Chairperson and Representative Director, DAICHI KASEI CO., LTD.	2,277
[Reasons for nomination as candidate for Director] Osamu Uchikawa has been involved in the research & development divisions. He has extensive experience and knowledge regarding business management and research & development, which the Company expects to strengthen the decision-making function of the Board of Directors, for which reason it has again nominated him as candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Toshikazu Kokubun (June 3, 1978) New election	Apr. 2014 Joined the Company / Sales and Marketing Division Apr. 2020 General Manager of Regional Healthcare Strategy Department / General Manager of Next Generation Business Development Department, Business Development Division Apr. 2021 Operating Officer / Deputy Division Manager of Business Development Division / General Manager of Regional Healthcare Strategy Department Apr. 2022 Operating Officer / Division Manager of Corporate Strategy Division, and in charge of Human Resources Division Apr. 2024 Operating Officer in charge of Corporate Strategy Division, Human Resources Division, Administration Division, Finance & Accounting Division, Sales and Marketing Division, Logistic Department and Production Division (to present) (significant concurrent positions outside the Company) None	900
[Reasons for nomination as candidate for Director] Toshikazu Kokubun has front-line management experience and expertise in healthcare systems developed while serving in the sales, new business development, and corporate strategy divisions. He is expected to strengthen the decision-making function of the Board of Directors by leveraging his wealth of experience in managing and supervising business divisions, for which reason the Company has nominated him as candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Masaaki Takeyasu (November 3, 1964) New election	Apr. 1988 Joined Shionogi & Co., Ltd. Apr. 2006 General Manager of Corporate Planning Department, Shionogi & Co., Ltd. Apr. 2008 General Manager of Marketing, Shionogi & Co., Ltd. Apr. 2012 Corporate Officer / Division Manager of Global Business Division, Shionogi & Co., Ltd. Apr. 2018 Corporate Officer / General Manager of Government Affairs Department, Shionogi & Co., Ltd. Apr. 2019 Deputy Division Manager of Corporate Planning and Management Division, H.U. Group Holdings, Inc. Jan. 2021 President and CEO, Ishinban, Inc. Jan. 2023 Joined the Company / Deputy Division Manager of Corporate Strategy Division Apr. 2024 Assistant to Corporate Strategy Division, in charge of Pharmaceutical CDMO Management Division, International Business Division, Business Development Unit and Digital Health Planning and Promotion Office (to present) (significant concurrent positions outside the Company) Representative Director, T Square Solutions, Co., Ltd.	700
[Reasons for nomination as candidate for Director] Masaaki Takeyasu has been engaged in corporate planning and marketing in the pharmaceutical product business and is well-versed in liaising with related administrative authorities. He has experience in business management at a global company and as a corporate executive. He is expected to strengthen decision-making in the Board of Directors, for which reason the Company has nominated him as candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Norikazu Eiki (April 17, 1948) Outside New election	<p>Aug. 1979 Joined Ciba-Geigy Japan Limited</p> <p>Jan. 1994 Joined Bayer Yakuhin, Ltd.</p> <p>Mar. 1997 Director / Plant Manager of Shiga Plant, Bayer Yakuhin, Ltd.</p> <p>July 2002 President and Representative Director, Bayer Yakuhin, Ltd.</p> <p>Jan. 2007 Chairperson and Representative Director, Bayer Yakuhin, Ltd.</p> <p>Apr. 2010 Chairperson and Director, Bayer Yakuhin, Ltd.</p> <p>May 2014 Outside Director of AnGes MG, Inc. (currently AnGes, Inc.) (to present)</p> <p>Apr. 2015 Outside Director of FunPep Co., Ltd. (to present)</p> <p>June 2015 Outside Director of the Company</p> <p>Apr. 2016 Outside Director of Solasia Pharma K.K. (to present)</p> <p>June 2018 Outside Director of Gene Techno Science Co., Ltd. (currently, Kidswell Bio Corporation) (to present)</p> <p>June 2019 Outside Director (Audit and Supervisory Committee Member) of the Company (to present)</p> <p>Aug. 2023 Outside Director of AwakApp Inc. (to present)</p> <p>(significant concurrent positions outside the Company)</p> <p>Outside Director, AnGes, Inc.</p> <p>Outside Director, FunPep Co., Ltd.</p> <p>Outside Director, Solasia Pharma K.K.</p> <p>Outside Director, Kidswell Bio Corporation</p> <p>Outside Director, AwakApp Inc.</p>	—
<p>[Reasons for nomination as candidate for Outside Director and overview of the role expected]</p> <p>Norikazu Eiki has wide-ranging insights and extensive experience at a global company, and the Company expects that his advice and opinions will promote sound, efficient and objective management while helping to strengthen decision-making for the Board of Directors from an outside perspective, for which reason it has nominated him as a candidate for Outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Norikazu Eiki is a candidate for Outside Director. The Company has submitted notification to the Tokyo Stock Exchange Inc. that he has been designated as an independent officer as provided for by the aforementioned exchange. If his election is approved, the Company plans for his appointment as an independent officer to continue.
 3. Norikazu Eiki is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company. At the conclusion of this meeting, he plans to resign as an Outside Director who is an Audit and Supervisory Committee Member. At the conclusion of this meeting, his tenure as an Outside Director will have been nine (9) years (including five (5) years as an Audit and Supervisory Committee member).
 4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Norikazu Eiki to limit his liability for damages under Article 423, Paragraph 1 of the same Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to continue the said agreement with him.
 5. The Company has entered into a directors and officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability. Each of the candidates will become an insured under the policy. When the policy is renewed, the Company plans to maintain the same terms and conditions.

Proposal 3: Election of three (3) Directors who are Audit and Supervisory Committee Members

At the conclusion of this meeting, the term of office of Director who is an Audit and Supervisory Committee Member Kaori Oishi will expire, while Norikazu Inoue and Norikazu Eiki, Directors who are Audit and Supervisory Committee Members, will resign.

Therefore, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members.

This proposal has been agreed to by the Audit and Supervisory Committee.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masao Tanaka (July 4, 1954) New election	Apr. 2009 Joined the Company / Deputy-General Manager, Internal Audit Office Apr. 2011 General Manager of Internal Audit Office Oct. 2016 General Manager of Public Relations and Investor Relations Office / General Manager of Human Resources Department June 2017 Director / Division Manager of Administration Division Apr. 2019 Director / Director in charge of Administration Division June 2020 Director (to present) (significant concurrent positions outside the Company) Chairperson, President and Representative Director, Protosera Inc.	7,726
[Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member] Masao Tanaka has extensive experience and knowledge regarding business management and accounting and finance, having been engaged in internal auditing operations and other responsibilities in administrative divisions. The Company expects him to contribute to strengthening the decision-making and supervisory functions of the Board of Directors, for which reasons it has nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p style="text-align: center;">Kaori Oishi (April 21, 1977)</p> <p style="text-align: center;">Outside Reelection</p>	<p>Oct. 2001 Registered as an attorney at law</p> <p>Oct. 2001 Joined Kitahama Law Office (currently Kitahama Partners)</p> <p>Jan. 2013 Partner, Kitahama Partners (to present)</p> <p>June 2017 Outside Director, PALTAC CORPORATION (to present)</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) of the Company (to present)</p> <p>June 2022 Outside Director, Fujitec Co., Ltd. (significant concurrent positions outside the Company)</p> <p>Partner, Kitahama Partners</p> <p>Outside Director, PALTAC CORPORATION</p>	-
<p>[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of the role expected]</p> <p>Kaori Oishi has extensive experience and expert knowledge as an attorney at law, and the Company expects that she will be able to provide advice and recommendations so as to ensure sound management and promote compliance-based management, for which reason it has again nominated her as a candidate for Outside Director who is an Audit and Supervisory Committee Member. Kaori Oishi has never in the past been directly involved in the management of a company other than in the capacity of an outside director. However, the Company judges she will appropriately fulfill her duties as an Outside Director who is an Audit and Supervisory Committee Member because she is well-versed in corporate legal affairs as an attorney at law, and from her perspective and standpoint as a woman. In addition, if she is elected, the Company plans to request her objective and neutral involvement in the appointment of candidates for officer and the determination of officer's remuneration, etc., as a member of the Nominating and Compensation Committee.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Nobuki Ando (April 30, 1954) Outside New election	<p>Apr. 1978 Joined Nippon Express Co., Ltd.</p> <p>Jan. 2002 General Manager of Seattle Branch, NIPPON EXPRESS USA., INC.</p> <p>Feb. 2004 General Manager of Los Angeles International Airport, Cargo Operation, NIPPON EXPRESS USA., INC.</p> <p>Oct. 2008 General Manager of Sales Planning Department and General Manager of Customer Service Center, Nippon Express Co., Ltd.</p> <p>June 2011 Executive Officer, in charge of Sales Planning Department, No. 3 Sales Department and Customer Service Center, Nippon Express Co., Ltd.</p> <p>May 2013 Managing Officer, in charge of Sales Planning Division, Global Logistics Solution Division and Customer Service Center, Nippon Express Co., Ltd.</p> <p>May 2014 Managing Executive Officer, Nippon Express Co., Ltd.</p> <p>May 2015 Director, Nippon Express Health Insurance Society</p> <p>Apr. 2017 Chairperson of Graduates' Association and Councilor of Nittsu Gakuen Educational Corporation Ryutsu Keizai University</p> <p>Oct. 2017 President of the Japan Health Insurance Association</p> <p>Apr. 2022 Director and Councilor of Nittsu Gakuen Educational Corporation Ryutsu Keizai University (to present)</p> <p>Nov. 2023 Advisor, SIGMAXYZ Inc. (to present)</p> <p>(significant concurrent positions outside the Company)</p> <p>Director and Councilor, Nittsu Gakuen Educational Corporation Ryutsu Keizai University</p> <p>Advisor, SIGMAXYZ Inc.</p>	—
<p>[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of the role expected]</p> <p>Nobuki Ando gained extensive knowledge of logistics at a global company where he served as an executive manager. Additionally, he has broad expertise in Japan's medical insurance business developed in the administration of health insurance systems. The Company expects him to leverage this experience in providing advice and opinions that promote sound, efficient and objective management, for which reason it has nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Masao Tanaka will retire from the position of Chairperson, President and Representative Director of Protosera Inc. due to expiration of his term of office on June 21, 2024.
 3. Kaori Oishi and Nobuki Ando are candidates for Outside Director. The Company has submitted notification to the Tokyo Stock Exchange Inc. that Kaori Oishi has been designated as an independent officer as provided for by the aforementioned exchange. If her reelection is approved, the Company plans for her appointment as an independent officer to continue. Furthermore, Nobuki Ando satisfies requirements for an independent officer as provided for by the Tokyo Stock Exchange Inc. If his election is approved, the Company plans to designate him as an independent officer.
 4. Kaori Oishi is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company. At the conclusion of this meeting, her tenure as an Outside Director will have been four (4) years.
 5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Kaori Oishi to limit her liability for damages under Article 423, Paragraph 1 of the same Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If her reelection is approved, the

Company plans to continue the said agreement with her. If the election of Nobuki Ando is approved, the Company plans to enter into the same limited liability agreement with him.

6. The Company has entered into a directors and officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability. Each of the candidates will become an insured under the policy. When the policy is renewed, the Company plans to maintain the same terms and conditions.

[Reference] Skill matrix of Directors and members of Executive Strategy Meeting after conclusion of this meeting

If Proposal 2 and Proposal 3 are approved and adopted as proposed at this meeting, the composition of the Board of Directors and skills possessed by Directors, and Senior Operating Officers and Operating Officers who participate in the Executive Strategy Meeting will be as follows.

	Gender	Corporate management	Management strategy Business strategy	Finance/Accounting	Legal affairs/Risk management	Personnel	IT/Digital	Purchasing	R&D	Production	Quality control/Reliability guarantee	Sales/Marketing	Global
Inside Directors													
Itsuro Yoshida	Male	●	●	●	●	●		●		●			
Osamu Uchikawa	Male	●	●						●		●		●
Toshikazu Kokubun	Male	●	●			●	●						
Masaaki Takeyasu	Male	●	●				●						●
Masao Tanaka	Male	●	●	●	●	●							
Outside Directors													
Norikazu Eiki	Male	●	●		●				●	●	●		●
Kaori Oishi	Female				●								
Kenryo Goto	Male	●	●	●	●								
Nobuki Ando	Male	●	●									●	●
Members of Executive Strategy Meeting													
Tetsuro Tabata	Male		●							●			
Yutaka Okuda	Male	●							●				
Shiro Hatagami	Male			●									●
Yasuyuki Oishi	Male											●	

Note: This table does not represent all of the skills possessed by each Director and member of the Executive Strategy Meeting.