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Securities code: 4538

June 5, 2024

(Commencement of measures for electronic provision: May 31, 2024)

To Shareholders with Voting Rights:

Mikio Toda
President and Representative Director
Fuso Pharmaceutical Industries, Ltd.
1-7-10 Doshomachi, Chuo-ku, Osaka,
Japan

**NOTICE OF
THE 101st ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 101st Annual General Meeting of Shareholders of Fuso Pharmaceutical Industries, Ltd. (the “Company”) 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 the Reference Documents for the Annual General Meeting of Shareholders, etc. (matters subject to measures for electronic provision) in electronic format, and posts this information as “Notice of the 101st Annual General Meeting of Shareholders” on the website below.

The Company’s website: <https://www.fuso-pharm.co.jp/> (in Japanese)

In addition to the website above, the matters subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE). Please access the TSE website below (Listed Company Search), input the issue name (company name) or securities code, and click “Search.” Then, select “Basic information” and “Documents for public inspection/PR information” to check the information.

TSE website (Listed Company Search):

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

If you are not attending the meeting, you can exercise your voting rights via the Internet or in writing, etc. Please review the Reference Documents for the General Meeting of Shareholders, follow the instructions below (available only in Japanese), and exercise your voting rights by 5:30 p.m. Japan time on Monday, June 24, 2024.

[Exercising Voting Rights via the Internet, etc.]

Please access the website designated by the Company for exercising voting rights (<https://www.web54.net/>), enter the “voting code” and “password” provided on the enclosed Voting Rights Exercise Form, and follow the instructions on the screen to indicate your approval or disapproval of the proposals.

[Exercising Voting Rights by Postal Mail]

Please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the above deadline.

- 1. Date and Time:** Tuesday, June 25, 2024 at 10:00 a.m. Japan time
- 2. Place:** Syun Banquet Room, 2F, CITYPLAZA OSAKA,
2-31 Hommachibashi, Chuo-ku, Osaka, Japan
- 3. Meeting Agenda:**
- Matters to be reported:** The Business Report and Financial Statements for the Company's 101st Fiscal Year (April 1, 2023 - March 31, 2024)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Three (3) Corporate Auditors
- 4. Matters Decided in Connection with This Convocation:**
- (1) If you exercise your voting rights both via the Internet, etc. and in writing, the vote exercised via the Internet, etc. shall be deemed valid. If you exercise your voting rights more than once via the Internet, etc., the last vote shall be deemed valid.
- (2) If neither approval nor disapproval of a proposal is indicated on a returned Voting Rights Exercise Form, it shall be deemed an indication of approval.

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - Please note that no gifts will be provided to shareholders who attend the meeting.
 - If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and details of the matters before and after the revisions will be posted on the Company's website and the TSE website shown above.
 - With regard to this Annual General Meeting of Shareholders, the Company is sending paper copies of the matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested delivery of such copies.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company positions the returning of profits to shareholders as one of the most important issues, and its basic policy is to strive for the continuous payment of stable dividends. For the fiscal year under review, after comprehensively considering this basic policy and the need to strengthen its business performance, business environment and financial position, the Company proposes the payment of ¥35 per share for the year-end dividend. Since the Company paid an interim dividend of ¥35 per share, the annual dividend for the fiscal year under review shall be ¥70 per share.

[Matters regarding year-end dividends]

(1) Type of dividend property

Cash

(2) Matters regarding allocation of dividend property to shareholders and the total amount thereof

¥35.00 per share of the Company's common stock

Total amount: ¥299,065,060

(3) Effective date of dividends of surplus

June 26, 2024

Proposal 2: Election of Three (3) Corporate Auditors

The terms of office of all three (3) Corporate Auditors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of three (3) Corporate Auditors is proposed.

The Board of Auditors has given its consent to this proposal.

The candidates for Corporate Auditors are as follows:

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions		Number of shares of the Company held
1	Junji Kuwata (October 21, 1955)	April 1978	Joined the Company	1,110
		April 2009	Head of Tokyo Third Branch, Sales Dept., Sales Division	
June 2015	Head of Osaka Branch, Sales Dept., Sales Division			
October 2019	Head of Osaka Branch, Sales Administration Dept., Sales Division			
June 2020	Standing Corporate Auditor (to present)			
	(Reason for nomination as candidate for Corporate Auditor) Mr. Junji Kuwata has been involved in sales at the Company for many years. He has extensive business experience in sales management as well as human resources and general affairs, having served as Head of Tokyo Third Branch and Osaka Branch. Based on this experience, the Company judges that he can perform audits of the Company from an objective perspective and has selected him as a candidate for Corporate Auditor.			
2	Etsuo Aomoto (June 25, 1953)	April 1982	Registered as an attorney at law	0
		April 1982	Joined Ryuzo Doku Law Office	
April 1998	Established Etsuo Aomoto Law Office (to present)			
June 2012	Outside Corporate Auditor, the Company (to present)			
	(Reason for nomination as candidate for Outside Corporate Auditor) Mr. Etsuo Aomoto has abundant experience and professional knowledge as an attorney at law. The Company judges that these skills can be utilized for the Company's audit from an objective and professional perspective, and has selected him as a candidate for Corporate Auditor. Although he has not been directly involved in corporate management, he has sufficient insight into corporate legal affairs, and therefore the Company believes that he is able to properly fulfill his duties as Outside Corporate Auditor.			

No.	Name (Date of birth)	Career summary, positions, and significant concurrent positions		Number of shares of the Company held
3	Takaaki Narasaki (February 10, 1952)	April 1978	Joined the Osaka Regional Taxation Bureau	0
		July 2006	District Director of Ikuno Tax Office	
		July 2007	Director, Planning Division, Management and Co-ordination Department, Osaka Regional Taxation Bureau	
		July 2008	Director, Corporation Taxation Division, Second Taxation Department, Osaka Regional Taxation Bureau	
		July 2011	District Director of Higashi Tax Office	
		September 2012	Established Takaaki Narasaki Tax Accountant Office (to present)	
		June 2023	Outside Corporate Auditor, the Company (to present)	
(Reason for nomination as candidate for Outside Corporate Auditor) Mr. Takaaki Narasaki has abundant experience and professional knowledge as a certified tax accountant. The Company judges that these skills can be utilized for the Company's audit from an objective and professional perspective, and has selected him as a candidate for Corporate Auditor. Although he has not been directly involved in corporate management, he deeply concerns himself in corporate management through tax advisory business, and therefore the Company believes that he is able to properly fulfill his duties as Outside Corporate Auditor.				

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Mr. Etsuo Aomoto and Mr. Takaaki Narasaki are candidates for Outside Corporate Auditors.
 3. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Etsuo Aomoto and Mr. Takaaki Narasaki to limit their liability for damages. The Company plans to continue the same agreements with them if their reelection as Corporate Auditors is approved at this Annual General Meeting of Shareholders. Under the agreements, their liability for damages is limited to an amount stipulated in laws and regulations.
 4. The Company has entered into a directors and officers liability insurance agreement, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company to insure all Corporate Auditors. The insurance agreement covers legal damages and litigation expenses to be borne by the insured. The insurance premiums for the insured are fully borne by the Company. If each candidate is appointed as Corporate Auditor, each candidate will be insured under the insurance agreement.
 5. The term of office since appointment as Outside Corporate Auditor at the Company (at the conclusion of this General Meeting of Shareholders)
 - (1) Mr. Etsuo Aomoto for 12 years
 - (2) Mr. Takaaki Narasaki for one (1) year
 6. The Company has designated Mr. Etsuo Aomoto and Mr. Takaaki Narasaki, who are currently Outside Corporate Auditors, as Independent Directors in accordance with the stipulations of the Tokyo Stock Exchange and submitted a notification to the Exchange. If their reelection is approved, the Company will continue to designate them as Independent Directors.

(Reference) Skills Matrix of Directors and Corporate Auditors

If Proposal 2 is approved as originally proposed at this Annual General Meeting of Shareholders, the skills of the Directors and Corporate Auditors will be as shown below.

		Independent Outside	Corporate management	Legal affairs/Risk management	Finance/ Accounting/ Taxation	Global	Production/ Quality control	R&D/ Intellectual property	Pharmaceutical marketing
Directors	Mikio Toda		●						
	Jun-ichi Oka		●				●		
	Masanori Ito		●					●	
	Hideki Otani		●						●
	Mikihiro Toda		●			●			
	Minoru Sudo	●			●				
	Takashi Kashiwagi	●		●					
	Yasuhiko Watanabe	●			●				
Corporate Auditors	Junji Kuwata								●
	Etsuo Aomoto	●		●					
	Takaaki Narasaki	●			●				

(Reference) Independence Criteria for Outside Officers

The Board of Directors of the Company judges that an Outside Officer has sufficient independence from the Company if the Outside Officer is deemed to meet the following requirements:

1. The person is not currently and has not been in the past an executive (※) of the Company. Additionally, the person's close relatives, etc. (Note 1) have not been executives of the Company in the past five (5) years.
2. The person does not currently fall under any of the following, and has not fallen under any of the following in the past five (5) years:
 - (1) An executive of a major shareholder (Note 2) of the Company;
 - (2) An executive of a major customer (Note 3) of the Company or an executive of a company for which the Company is a major customer;
 - (3) An executive of a major lender (Note 4) to the Company;
 - (4) A person belonging to an auditing firm that performs statutory audits of the Company;
 - (5) A person who receives a considerable amount (Note 5) of money or other property from the Company, other than remuneration as an officer;
 - (6) An executive of a company with which the Company has a mutual appointment relationship of officers; or
 - (7) A person who executes business for an organization that receives significant donations or aid (Note 6) from the Company
3. The person's close relatives, etc. do not currently fall under any of (1) through (7) in item 2 above.

Notes:

1. Close relatives, etc. refer to the person's spouse or relatives within the second degree of kinship or relatives living together.
 2. A major shareholder refers to a shareholder who holds 5% or more of the voting rights in their own name or another person's name as of the end of the Company's fiscal year.
 3. A major customer refers to a business partner of the Company whose annual transaction amount exceeds 2% of the Company's net sales or the other party's consolidated net sales.
 4. A major lender refers to a financial institution from which the Company borrows money and whose total amount of outstanding loans exceeds 5% of the Company's total assets as of the end of the fiscal year.
 5. A considerable amount refers to an amount exceeding 10 million yen in a year received from the Company.
 6. An organization that receives significant donations or aid refers to an organization that receives donations or aid exceeding 10 million yen in a year from the Company.
- ※ The term "executive" refers to an "executive" as defined in Article 2, Paragraph 3, Item 6 of the Regulations for Enforcement of the Companies Act, which includes not only Directors but also employees. Corporate auditors are not included.