

*This document is an unofficial translation and summary of the Notice of the 78th General Meeting of Shareholders and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.*

Securities code: 9987

June 3, 2024

To our shareholders:

Shigeru Asano  
President and CEO  
**SUZUKEN CO., LTD.**  
8 Higashikataha-machi Higashi-ku, Nagoya

## **NOTICE OF THE 78th GENERAL MEETING OF SHAREHOLDERS**

You are hereby notified that the 78th General Meeting of Shareholders of SUZUKEN CO., LTD. (the “Company”) will be held as described hereunder.

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. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on the Company’s website. Please access the website using the Internet address shown below to view the information.

The Company’s website:

<https://www.suzuken.co.jp/ir/stockinfo/generalmeeting.html> (in Japanese)

In addition to posting items subject to measures for electronic provision on the Company’s website, it is also posted on the website of the Tokyo Stock Exchange (TSE). If you are unable to view the information on the Company’s website, please view it via the following website.

TSE website (Listed Company Search):

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

(Access the TSE website by using the Internet address shown above, 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.”)

- \* Regarding the materials for this General Meeting of Shareholders, regardless of whether or not a request for delivery of written materials is made, they will be uniformly sent in written form as in the past (excluding Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements).

If you are unable to attend the meeting, you may exercise your voting rights via the Internet, etc. or in writing. Please review the Reference Documents for the General Meeting of Shareholders described below, and exercise your voting rights by the close of the Company’s business hours (5:15 p.m.) on Monday, June 24, 2024 (Japan Standard Time).

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

**2. Venue:** SUZUKEN Head Office, 2F Hall  
8 Higashikataha-machi Higashi-ku, Nagoya

**3. Purposes:**

**Items to be reported:**

1. Business Report and Consolidated Financial Statements for the 78th Fiscal Year (from April 1, 2023 to March 31, 2024) and Reports of Audit on the Consolidated Financial Statements by Financial Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 78th Fiscal Year (from April 1, 2023 to March 31, 2024)

**Items to be resolved:**

**Proposal 1:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal 2:** Election of One (1) Director Who Is an Audit and Supervisory Committee Member

- If any changes have been made to items in the Reference Document for the General Meeting of Shareholders, such changes will be posted on the Company's website.

## Reference Document for the General Meeting of Shareholders Proposals and Reference Information

### Proposal 1: Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes to elect six (6) Directors.

As for this proposal, the Audit and Supervisory Committee has judged that all the candidates for Director are qualified.

The candidates are as follows:

No.	Name	Current positions and areas of responsibility in the Company	Attribute
1	Shigeru Asano	President and Chief Executive Officer	Re-elected
2	Hiromi Miyata	Chairman and Executive Officer*	Re-elected
3	Hirofumi Tanaka	Director, Senior Executive Officer Senior General Manager of Healthcare Distribution Business Headquarters	Re-elected
4	Chie Takahashi	Director, Senior Executive Officer Senior General Manager of Healthcare and Nursing Care Support Business Headquarters and General Manager of Business Planning Dept.	Re-elected
5	Shunichi Samura	Outside Director	Re-elected      Independent officer
6	Hideaki Nakagaki		Newly elected      Independent officer

\* Provided Mr. Hiromi Miyata is elected as proposed, the Company plans to appoint him as Chairman (non-representative) and Executive Officer.

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
1	(Re-elected)  Shigeru Asano (Aug. 4, 1966)	<p>Apr. 1990    Joined the Company</p> <p>Mar. 2005    Representative Director and President of Collabo-Create Co., Ltd. (current S.D. Collabo Co., Ltd.)</p> <p>Jun. 2009    Executive Officer of the Company</p> <p>Jul. 2010    Executive Officer, Senior General Manager of SCM Headquarters of the Company</p> <p>Apr. 2012    Managing Executive Officer of the Company</p> <p>Apr. 2015    Senior Executive Officer, Senior General Manager of Corporate Planning Headquarters, In charge of Pharmaceutical Regulatory Affairs Dept., and CSR Promotion Office of the Company</p> <p>Jun. 2015    Director of the Company</p> <p>Apr. 2017    Executive Managing Director, Senior General Manager of Corporate Management Headquarters and General Manager of Corporate Planning Dept., In charge of Risk Management Dept. of the Company</p> <p>Apr. 2019    Executive Vice President, Senior General Manager of Corporate Management Headquarters, In charge of Risk Management and Pharmaceutical Affairs of the Company</p> <p>Apr. 2020    Executive Vice President, Senior General Manager of Corporate Management Headquarters</p> <p>Apr. 2021    Representative Director of the Company (current post)</p> <p>Apr. 2022    President and Chief Executive Officer of the Company (current post)</p>	26,961	17/17
<p>[Reason for nomination as a candidate for Director] Mr. Shigeru Asano has a wealth of knowledge and experience in business of the Company with many years of his service in logistics and planning departments. Since April 2022, he has served as President and Chief Executive Officer of the Company. He has fully performed his duties concerning deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Director.</p>				

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
2	(Re-elected)  Hiromi Miyata (Apr. 24, 1960)	Apr. 1984    Joined the Company Jun. 2006    General Manager of Logistics Dept. of the Company Jun. 2008    Executive Officer of the Company Apr. 2009    Executive Officer, General Manager of Corporate Planning Dept. of the Company Apr. 2011    Managing Executive Officer of the Company Apr. 2012    Senior Executive Officer of the Company Jun. 2012    Director of the Company Apr. 2013    Director, Senior Executive Officer, Senior General Manager of Corporate Planning Headquarters, General Manager of Corporate Planning Dept. of the Company Apr. 2014    Director, Senior Executive Officer, Senior General Manager of Corporate Planning Headquarters of the Company Apr. 2015    Executive Vice President of the Company Apr. 2016    President and Chief Executive Officer of the Company Apr. 2022    Chairman and Executive Officer of the Company (current post)	40,150	17/17
<p>[Reason for nomination as a candidate for Director]                      Mr. Hiromi Miyata has a wealth of knowledge and experience in business of the Company with many years of his service in sales, logistics and planning departments.                      Since April 2022, he has served as Chairman and Executive Officer of the Company.                      He has fully performed his duties concerning deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Director.</p>				

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
3	(Re-elected) Hirofumi Tanaka (Jan. 31, 1963)	<p>Apr. 1985    Joined the Company</p> <p>Oct. 2008    Sales Manager of Kanazawa Sales Dept. of the Company</p> <p>Jul. 2010    General Manager of Area Logistics Dept. of the Company</p> <p>Mar. 2012    Representative Director and President of S.D. Next Co., Ltd. (current S.D. Collabo Co., Ltd.)</p> <p>Apr. 2014    Executive Officer of the Company</p> <p>Apr. 2015    Executive Officer, Senior General Manager of SCM Headquarters of the Company</p> <p>Apr. 2017    Executive Officer, Deputy Senior General Manager of Sales Headquarters and General Manager of Sales Planning Dept. of the Company</p> <p>Apr. 2018    Managing Executive Officer of the Company</p> <p>Apr. 2020    Senior General Manager of Healthcare Business Headquarters of the Company</p> <p>Jun. 2020    Director of the Company</p> <p>Apr. 2021    Senior General Manager of Healthcare Business Headquarters and General Manager of Healthcare Business Planning Dept. of the Company</p> <p>Jun. 2021    Resigned from Director of the Company</p> <p>Oct. 2021    Deputy Senior General Manager of Wholesale Business Headquarters and General Manager of Product Strategy Management Dept. of the Company</p> <p>Apr. 2022    Senior Executive Officer, Senior General Manager of Wholesale Business Headquarters of the Company</p> <p>Apr. 2023    Senior Executive Officer, Senior General Manager of Healthcare Distribution Business Headquarters of the Company (current post)</p> <p>Jun. 2023    Director of the Company (current post)</p>	15,351	14/14
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Hirofumi Tanaka has a wealth of knowledge and experience in business of the Company with many years of his service in the sales and logistics departments. Since June 2023, he has served as Director, Senior Executive Officer, Senior General Manager of Healthcare Distribution Business Headquarters of the Company. He has fully performed his duties concerning deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Director.</p>				

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
4	(Re-elected)  Chie Takahashi (Aug. 17, 1967)	<p>Apr. 2000    Joined the Company</p> <p>Apr. 2015    General Manager of Pharmaceutical Regulatory Affairs Dept. of the Company</p> <p>Feb. 2017    General Manager of Corporate Communications Dept. of the Company</p> <p>Feb. 2019    General Manager of Pharmaceutical Affairs Supervisory Office of the Company</p> <p>Apr. 2020    Executive Officer, In charge of Pharmaceutical Affairs, Internal Control, and Audit, and General Manager of Pharmaceutical Affairs Supervisory Office of the Company</p> <p>Jun. 2020    Director of the Company (current post)</p> <p>Apr. 2023    Senior Executive Officer, Senior General Manager of Healthcare Solutions Business Headquarters, and General Manager of Solutions Business Planning Dept. of the Company</p> <p>Jan. 2024    Senior Executive Officer, Senior General Manager of Healthcare and Nursing Care Support Business Headquarters, and General Manager of Solutions Business Planning Dept. of the Company</p> <p>Apr. 2024    Senior Executive Officer, Senior General Manager of Healthcare and Nursing Care Support Business Headquarters, and General Manager of Business Planning Dept. of the Company (current post)</p>	9,211	17/17
		<p>[Reason for nomination as a candidate for Director] Ms. Chie Takahashi has a wealth of knowledge and experience in business of the Company with many years of her service in the pharmaceutical affairs department. Since April 2024, she has served as Director, Senior Executive Officer, Senior General Manager of Healthcare and Nursing Care Support Business Headquarters, and General Manager of Business Planning Dept. of the Company. She has fully performed her duties concerning deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties. The Company believes she is fully qualified as Director in the aspect of personality as well with her high ethical standards and fairness, and she will be able to continue appropriately performing her duties as Director.</p>		

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
5	<p>(Re-elected) (Independent officer) (Outside Director)</p> <p>Shunichi Samura (Jan. 31, 1946)</p>	<p>Mar. 1969 Joined Matsuzakaya Co., Ltd. (current Daimaru Matsuzakaya Department Stores Co. Ltd.)</p> <p>May 1999 Director, General Manager of Nagoya Division and Nagoya Store Manager of Matsuzakaya Co., Ltd.</p> <p>May 2002 Representative Director, General Manager of Nagoya Division and Nagoya Store Manager of Matsuzakaya Co., Ltd.</p> <p>May 2006 Representative Director, President and Executive Officer of Matsuzakaya Co., Ltd.</p> <p>Sep. 2006 Representative Director and President of Matsuzakaya Holdings Co., Ltd. (current J. Front Retailing Co., Ltd.)</p> <p>Sep. 2007 Director of J. Front Retailing Co., Ltd.</p> <p>Mar. 2010 Representative Director and President of J. Front Retailing Co., Ltd.</p> <p>Apr. 2013 Representative Director and Chairman of J. Front Retailing Co., Ltd.</p> <p>Jun. 2016 Outside Director of Chubu-Nippon Broadcasting Co., Ltd. (current post)</p> <p>Jun. 2020 Special Advisor of J. Front Retailing Co., Ltd. (current post)</p> <p>Jun. 2021 Outside Director of the Company (current post)</p> <p>[Important Concurrent Positions] Outside Director of Chubu-Nippon Broadcasting Co., Ltd.</p> <p>[Reason for nomination as a candidate for Outside Director and overview of the expected role] Mr. Shunichi Samura has a wealth of experience of his service in corporate management for many years, mainly in the department store industry. Since June 2021, he has fully performed his duties by objectively engaging in deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties from his independent and neutral position as Outside Director of the Company. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Outside Director. The role he is expected to fulfill as Outside Director is the same as the reason described above.</p>	0	17/17



No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
6	(Newly elected) (Independent officer) (Outside Director)	<p>Apr. 1982    Joined Ministry of Health and Welfare (current Ministry of Health, Labour and Welfare)</p> <p>Feb. 2013    Deputy Director-General of Office of Healthcare Policy of Cabinet Secretariat</p> <p>Oct. 2015    Director-General of Pharmaceutical Safety and Environmental Health Bureau of Ministry of Health, Labour and Welfare</p> <p>Jun. 2016    Retired from Ministry of Health, Labour and Welfare</p> <p>Sep. 2016    Specially Appointed Professor of Tokyo Medical and Dental University</p> <p>Apr. 2022    Advisor of Tokyo Medical and Dental University (current post)</p>	0	
	Hideaki Nakagaki (May 28, 1958)	<p>[Reason for nomination as a candidate for Outside Director and overview of the expected role] Mr. Hideaki Nakagaki has a wealth of knowledge and experience of his service in administration of health, labor and welfare for many years. The Company expects that he will fully perform his duties by objectively engaging in deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties from his independent and neutral position as Outside Director of the Company. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to appropriately perform his duties as Outside Director. The role he is expected to fulfill as Outside Director is the same as the reason described above. For this reason, the Company believes that he can suitably perform the duties of the position although he has not been involved in the management of a company except as an outside officer.</p>		

- Notes:
- There are no special conflicts of interests between the Company and any of the candidates.
  - The number of the Company's shares held by each candidate does not include the number of shares owned through the Suzuken Group Corporate Officers Stock Ownership Association.
  - Mr. Shunichi Samura and Mr. Hideaki Nakagaki are both candidates for Outside Directors.
  - The Company notified the Tokyo Stock Exchange, the Nagoya Stock Exchange and the Sapporo Stock Exchange that Mr. Shunichi Samura is an independent officer as stipulated in each regulation of the said Exchanges. Provided he is elected as proposed, the Company plans for his appointment as an independent officer to continue.  
Provided Mr. Hideaki Nakagaki is elected as proposed, the Company plans to newly appoint him as an independent officer.
  - Mr. Shunichi Samura currently serves as an Outside Director of the Company. As of the conclusion of this General Meeting of Shareholders, he will have served as an Outside Director for a period of three (3) years.
  - In accordance with Article 427, paragraph 1 of the Companies Act of Japan and Article 29 of the Articles of Incorporation of the Company, the Company has entered into an agreement with Mr. Shunichi Samura to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. In this agreement, the maximum liability amount is the amount stipulated by Article 425, paragraph 1 of the Companies Act.  
Provided Mr. Shunichi Samura is elected as proposed, the Company plans to continue the agreement limiting liability with him.  
Provided Mr. Hideaki Nakagaki is elected as proposed, the Company plans to enter into the same agreement limiting liability with him.
  - The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance policy covers damages arising from claim for damages filed during the period of insurance, which is attributable to actions taken by the insured persons in the course of execution of their duties as corporate officers. The Company plans to renew this insurance policy with the same coverage at the time of the next renewal.  
Provided Mr. Hideaki Nakagaki is elected as proposed, he will be included as an insured person in this insurance policy.

**Proposal 2: Election of One (1) Director Who Is an Audit and Supervisory Committee Member**

Toshiaki Iwatani, a Director who is an Audit and Supervisory Committee Member, will resign at the conclusion of this General Meeting of Shareholders. As his alternate, the Company proposes to elect one (1) Director who is an Audit and Supervisory Committee Member. The term of office of the Director who is an Audit and Supervisory Committee Member to be elected at this General Meeting of Shareholders will be until the expiration of the term of office of the resigning Director who is an Audit and Supervisory Committee Member, in accordance with the provisions of the Articles of Incorporation of the Company. In addition, the consent of the Audit and Supervisory Board has been obtained for this proposal. The candidate for the role of Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
(Newly elected) (Independent officer) (Outside Director)  Ayako Shimizu (Jun. 6, 1972)	Apr. 1999 Registered as an Attorney Joined Ishihara Law Firm (current Ishihara Law Office) (current post)  Jun. 2014 Outside Audit & Supervisory Board Member of Synclayer Inc.  Apr. 2015 Vice Chair of Aichi Bar Association Director of Chubu Federation of Bar Association  Apr. 2017 Member of Nagoya City Information Disclosure Review Board (current post)  Apr. 2020 Member of Ombuds 6 Committee of Nagoya Broadcasting Network (current post)  Jun. 2020 Outside Director of Aica Kogyo Company, Limited (current post)  Mar. 2021 Outside Director of Synclayer Inc. (Audit and Supervisory Committee Member) (current post)  [Important Concurrent Positions] Attorney Outside Director of Aica Kogyo Company, Limited Outside Director of Synclayer Inc. (Audit and Supervisory Committee Member)	0
[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of the expected role] Ms. Ayako Shimizu has high level of expertise and insight as an attorney. The Company expects that she will fully perform her duties by objectively engaging in deliberation and decision-making over important matters at the Board of Directors as well as auditing and supervision of other Directors and Executive Officers in execution of their duties from her independent and neutral position as Outside Director who is an Audit and Supervisory Committee Member of the Company. The Company believes she is fully qualified as Director in the aspect of personality as well with her high ethical standards and fairness, and she will be able to appropriately perform her duties as Outside Director who is an Audit and Supervisory Committee Member. The role she is expected to fulfill as Outside Director is the same as the reason described above. For this reason, the Company believes that she can suitably perform the duties of the position although she has not been involved in the management of a company except as an outside officer.		

- Notes:
1. There are no special conflicts of interests between the Company and the candidate.
  2. Ms. Ayako Shimizu is a candidate for Outside Director.
  3. Provided Ms. Ayako Shimizu is elected as proposed, the Company plans to notify the Tokyo Stock Exchange, the Nagoya Stock Exchange and the Sapporo Stock Exchange that she is an independent officer as stipulated in each regulation of the said Exchanges.
  4. Provided Ms. Ayako Shimizu is elected as proposed, in accordance with Article 427, paragraph 1 of the Companies Act of Japan and Article 29 of the Articles of Incorporation of the Company, the Company plans to enter into an agreement with her to limit her liability for damages under Article 423, paragraph 1 of the Companies Act. In this agreement, the maximum liability amount is the amount stipulated by Article 425, paragraph 1 of the Companies Act.

5. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance policy covers damages arising from claim for damages filed during the period of insurance, which is attributable to actions taken by the insured persons in the course of execution of their duties as corporate officers. The Company plans to renew this insurance policy with the same coverage at the time of the next renewal.  
Provided Ms. Ayako Shimizu is elected as proposed, she will be included as an insured person in this insurance policy.
6. Ms. Ayako Shimizu's name on the family register is Ayako Watanabe.

**(Reference)**  
**Skills Matrix of Candidates for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) and Directors Who Are Audit and Supervisory Committee Members**

Name	Director/ Audit and Supervisory Committee Member	Inside/Outside	Term of Office *Total	Male/Female	Corporate Management	Sales Marketing
Shigeru Asano	Director	Inside	9	Male	★	
Hiromi Miyata	Director	Inside	12	Male	★	★
Hirofumi Tanaka	Director	Inside	2	Male		★
Chie Takahashi	Director	Inside	4	Female		
Shunichi Samura	Director	Outside	3	Male		★
Hideaki Nakagaki	Director	Outside	New	Male		
Hisashi Tamura	Audit and Supervisory Committee Member	Inside	8	Male		★
Takeshi Ogasawara	Audit and Supervisory Committee Member	Outside	3	Male		
Toshimichi Kondo	Audit and Supervisory Committee Member	Outside	1	Male		
Ayako Shimizu	Audit and Supervisory Committee Member	Outside	New	Female		

Name	Logistics SCM	Finance and Accounting	Legal, Risk Management, Compliance	Business Development	Governmental Experience	Other Corporate Management Experience * Including International Experience
Shigeru Asano	★	★		★		
Hiromi Miyata	★			★		
Hirofumi Tanaka	★					
Chie Takahashi			★	★		
Shunichi Samura						★
Hideaki Nakagaki					★	
Hisashi Tamura	★		★			
Takeshi Ogasawara		★	★			★
Toshimichi Kondo		★				
Ayako Shimizu			★			

- Notes: 1. The above table lists up to four areas in which the Company has particular expectations for candidates for Director (excluding Director who is an Audit and Supervisory Committee Member) and Directors who are Audit and Supervisory Committee Members, and does not indicate that the candidate does not have knowledge in areas not listed.
2. The figures stated for term of office represent the cumulative term of office as an officer of the Company (including the posts of Director and Director who is an Audit and Supervisory Committee Member) as of the end of the 78th Fiscal Year (fiscal year ended March 31, 2024).
3. Three Directors who are Audit and Supervisory Committee Members (Hisashi Tamura, Takeshi Ogasawara, and Toshimichi Kondo) are not up for election this time and therefore are not candidates for Director. However, they are presented for reference.