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(Securities Code: 4974)

June 3, 2022

**To our shareholders:**

Koichi Nakao, President

**Takara Bio Inc.**

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

## **Notice of the 20th Annual General Meeting of Shareholders**

We are pleased to announce the 20th Annual General Meeting of Shareholders of Takara Bio Inc. (the “Company”), which will be held as indicated below.

From the viewpoint of preventing the spread of the new coronavirus, we request all shareholders to exercise their voting rights in advance of the General Meeting of Shareholders via the Internet or in writing (by mail), and to refrain from attending the meeting in person.

Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights by Thursday, June 23, 2022, 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 to 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.

**1. Date and Time:** Friday, June 24, 2022, at 10:00 a.m. (JST)

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

Please note that, as a measure to prevent the spread of COVID-19, shareholders will be seated at a distance from each other, and therefore there will be fewer seats available compared to the past years. In light of this, please be aware that even shareholders who come to the venue may not be allowed to enter. We appreciate your understanding.

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

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

1. The Business Report and the Consolidated Financial Statements for the 20th fiscal year (from April 1, 2021 to March 31, 2022), 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 20th fiscal year (from April 1, 2021 to March 31, 2022)

#### **Matters to be resolved:**

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus                            |
| <b>Proposal No. 2</b> | Partial amendments to the Articles of Incorporation |
| <b>Proposal No. 3</b> | Election of Nine Directors                          |

- There is concern about the risk of infection with the novel coronavirus. Shareholders who intend to attend this general meeting of shareholders in person are kindly requested to pay close attention to their physical condition until the day of the meeting and take care to ensure that they do not overextend themselves.
- We ask that elderly shareholders or those with underlying medical conditions, who are considered to be highly susceptible to infection, or those who are not in good health would make a careful decision to avoid the risk of infection as a matter of priority.
- At the venue of this General Meeting of Shareholders, we will take measures to prevent infection of COVID-19, such as wearing a mask and disinfecting with alcohol. We would appreciate it if you could cooperate with us in this regard.
- In order to avoid risk of infection, there will be no gifts provided at the meeting this year. We appreciate your understanding.
- We will make no area to introduce our business activities, which is held every year in order to gain a deeper understanding of the Company, from the viewpoint of avoiding the risk of the infection.
- There will also be no drinks provided at the meeting this year.
- 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.
- Of the documents that should be attached to the notice, the following documents are posted on the Company's website (<https://ir.takara-bio.co.jp/ja/stock/meeting.html>), pursuant to laws and regulations and the provisions in Article 14 of the Company's Articles of Incorporation, and are not attached to the notice.
  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

Consequently, the documents attached to the notice are part of the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Accounting Auditor in preparing the financial audit report and part of the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Audit & Supervisory Board Members in preparing the audit report.
- If any revision is made to the Reference Documents for General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements, the Company will post such revision on the Company's website (<https://ir.takara-bio.co.jp/ja/stock/meeting.html>).
- The Company participates in "electronic voting platforms" for institutional investors operated by ICJ, Inc.
- To ensure that information is furnished in a timely manner, the content of this Notice was disclosed on the Company's website (<https://ir.takara-bio.co.jp/ja/stock/meeting.html>) before it was sent out.
- If there are any major changes in the way the General Meeting of Shareholders is held due to future developments regarding infections with the novel coronavirus, we will post an announcement on the Company's website (<https://www.takara-bio.co.jp>).

## 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 in Bioindustry and Gene Therapy businesses. Specifically, the Company intends to distribute dividends of surplus at around 20% of its estimated profit calculated without taking into account the extraordinary income or loss in the Consolidated Financial Statements. In accordance with this policy, the Company proposes to pay a year-end dividend for the fiscal year of ¥33.00 per share for the current fiscal year, which is ¥17.00 higher than for the previous year as follows:

#### Year-end dividends

- (1) Type of dividend property  
Cash
- (2) Allotment of dividend property to shareholders and their aggregate amount  
¥33.00 per common share of the Company                      Total payment: ¥3,973,714,800
- (3) Effective date of dividends of surplus  
June 27, 2022

**Proposal No. 2** Partial amendments to the Articles of Incorporation

1. Reason for change

Since the revised regulations stipulated in the proviso of Article 1 of the Supplementary Provision of the “Act Partially Revising the Companies Act” (Act No. 70 of 2019) will come into effect on September 1, 2022, and the introduction of the electronic provision system of reference documents for the General Meeting of Shareholders will be introduced, we will implement the necessary changes as follows, and supplementary provisions regarding the effective date, etc. are also added.

- (1) We will establish a new provision to take measures for electronic provision of information contained in reference documents, etc. for the General Meeting of Shareholders. <Article 14, paragraph 1 in “Proposed amendments”>
- (2) Among the matters for which electronic provision measures will be taken, a new provision will be established to allow the scope of matters to be included in the document to be delivered to shareholders who have requested delivery to be limited in accordance with the provisions of the applicable Ordinance of the Ministry of Justice. <Article 14, paragraph 2 in “Proposed amendments”>
- (3) With the introduction of the system of electronic provision of reference documents for the General Meeting of Shareholders, the provisions on Internet disclosure and deemed provision of reference documents for the General Meeting of Shareholders, etc. will be deleted as they are no longer necessary. <Article 14 of the current Articles of Incorporation>
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established. <Article 1 of the Supplementary Provisions in “Proposed amendments”>

2. Changes to be made

A comparison of the current Articles of Incorporation and the proposed amendments is as follows.

(The underlined parts are changes)

Current Articles of Incorporation	Proposed amendments
<p data-bbox="145 1126 718 1220"><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 14</u></p> <p data-bbox="207 1220 790 1478"><u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p data-bbox="367 1500 558 1545">(Newly established)</p>	<p data-bbox="1069 1126 1181 1164">(Deletion)</p> <p data-bbox="798 1500 1428 1545"><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 14</u></p> <p data-bbox="813 1568 1428 1736"><u>1 When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p data-bbox="813 1736 1436 1953"><u>2 Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed amendments
(Newly established)	<p data-bbox="805 206 1061 230"><u>Supplementary Provisions</u></p> <p data-bbox="805 235 890 259"><u>Article 1</u></p> <p data-bbox="821 264 1441 483"><u>1 The amendment to the Articles of Incorporation pertaining to Article 14 shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p data-bbox="821 488 1441 707"><u>2 Notwithstanding the provision(s) of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p data-bbox="821 712 1441 860"><u>3 These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

**Proposal No. 3** 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>Koichi Nakao June 16, 1962</p> <p>[Reelection]</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>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 Takara Bio USA Holdings Inc. Director, President Director of Takara Holdings Inc. Representative Director of Manufacturing Technology Association of Biologics</p>	70,300 shares
<p>Reasons for nomination as candidate for Director, etc.</p> <ul style="list-style-type: none"> <li>- Mr. Nakao has displayed leadership as Representative Director of the Company and meets the criteria for candidates for Director established by the Company. Therefore, the Company nominated him as a candidate to continue serving as a Director.</li> <li>- Mr. Nakao is currently a business executive (Director, President) of Takara Bio USA Holdings Inc., which is a subsidiary of the Company's parent company Takara Holdings Inc. as well as a subsidiary of the Company, and has also been a business executive (Director, President) of the company for the past ten years.</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., and Takara Korea Biomedical Inc., which are subsidiaries of the Company's parent company Takara Holdings Inc. as well as subsidiaries of the Company.</li> </ul> <p>Directors and officers liability insurance policy 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 his reappointment is approved, he will be included as an insured under the policy.</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
2	<p style="text-align: center;">Junichi Mineno August 13, 1960</p> <p style="text-align: center;">[Reelection]</p> <p>Relationship of special interest in the Company None</p> <p>Attendance at Board of Directors meetings 12/12 (100%)</p>	<p>Apr. 1984      Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)</p> <p>Apr. 2004      General Manager of Center for Cell and Gene Therapy Facility of the Company</p> <p>June 2009      Deputy General Manager of Gene Therapy Business Unit and General Manager of Center for Cell and Gene Therapy Facility</p> <p>Apr. 2011      Executive Officer</p> <p>June 2012      Senior Executive Officer</p> <p>June 2014      Managing Director</p> <p>June 2015      Managing Director and Senior Executive Officer</p> <p>July 2016      Co-Representative Director and Vice Chairman of Takara Korea Biomedical Inc.</p> <p>June 2019      Director (current position) and Senior Managing Executive Officer</p> <p>Apr. 2020      COO</p> <p>Apr. 2022      Vice President Executive Officer (current position)</p> <p>Current responsibility in the Company In charge of CDM Business and the CDM Promotion Department.</p>	14,400 shares
<p>Reasons for nomination as candidate for Director, etc.</p> <ul style="list-style-type: none"> <li>• - 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, and meets the criteria for candidates for Director established by the Company. Therefore, the Company nominated him as a candidate to continue serving as a Director.</li> <li>• - 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 10 years.</li> </ul> <p>Directors and officers liability insurance policy</p> <p>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 his reappointment is approved, he will be included as an insured under the policy.</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
3	<p data-bbox="357 353 517 412">Yoh Hamaoka October 9, 1962</p> <p data-bbox="376 450 497 479">[Reelection]</p> <p data-bbox="288 512 588 571">Relationship of special interest in the Company</p> <p data-bbox="408 577 464 607">None</p> <p data-bbox="325 611 552 696">Attendance at Board of Directors meetings 10/10 (100%)</p> <p data-bbox="288 701 588 763">(After assuming office on June 24, 2021)</p>	<p data-bbox="612 264 715 293">Apr. 1987</p> <p data-bbox="612 297 715 327">Feb. 2000</p> <p data-bbox="612 360 715 389">Apr. 2004</p> <p data-bbox="612 394 715 423">June 2009</p> <p data-bbox="612 456 715 486">Apr. 2017</p> <p data-bbox="612 562 715 591">June 2018</p> <p data-bbox="612 595 715 624">Apr. 2019</p> <p data-bbox="612 629 715 658">Apr. 2020</p> <p data-bbox="612 663 715 692">Apr. 2021</p> <p data-bbox="612 696 715 725">June 2021</p> <p data-bbox="612 759 986 788">Current responsibility in the Company</p> <p data-bbox="612 792 1161 853">In charge of Business Administration and the Intellectual Property Department</p>	16,800 shares
<p data-bbox="276 857 756 887">Reasons for nomination as candidate for Director</p> <p data-bbox="276 891 1422 1014">- Mr. Hamaoka has been involved in business development, intellectual property, project promotion and planning, public relations and investor relations, general affairs, and finance, and is well-versed in the Company's operations in the corporate sector, and also meets the criteria for candidates for Director established by the Company. Therefore, the Company nominated him as a candidate to continue as a Director.</p> <p data-bbox="276 1019 735 1048">Directors and officers liability insurance policy</p> <p data-bbox="276 1052 1445 1205">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 his reappointment is approved, he will be included as an insured under the policy.</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]</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 (current position)</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. 2021      CMO</p> <p>Apr. 2022      Senior Managing Executive Officer (current position)</p> <p>Chairman of Takara Biotechnology (Dalian) Co., Ltd. (current position)</p> <p>Current responsibility in the Company In charge of the Reagents &amp; Instruments Business and the Product Development Center</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.</p>	10,600 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, proved his ability as a corporate manager for the Company's subsidiary, and meets the criteria for candidates for Director established by the Company. 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., and of Takara Korea Biomedical 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, and Co-Representative Director and Chairman, respectively) of all three companies for the past ten years.</li> </ul> <p>Directors and officers liability insurance policy 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 his reappointment is approved, he will be included as an insured under the policy.</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
5	<p>Masanobu Kimura August 19, 1963</p> <p>[Reelection]</p> <p>Relationship of special interest in the Company None</p> <p>Attendance at Board of Directors meetings 12/12 (100%)</p>	<p>July 2001      Joined Daiichi Pharmaceutical Co., Ltd. (currently Daiichi Sankyo Co., Ltd.)</p> <p>Mar. 2007      Joined ImmunoFrontier, Inc.</p> <p>Mar. 2010      Joined ICON Japan K.K.</p> <p>Nov. 2011      Joined PAREXEL International Inc.</p> <p>May 2013      Joined the Company</p> <p>Apr. 2015      Deputy General Manager of Gene Therapy Business Unit and General Manager of Project Management Department</p> <p>June 2016      Executive Officer</p> <p>June 2017      Director and Senior Executive Officer (current position)</p> <p>Current responsibility in the Company In charge of Quality Assurance, Quality Assurance Departments 1 and 2, the Quality Assurance Administration Department, and the Regulatory and Pharmacovigilance Department</p>	800 shares
<p>Reasons for nomination as candidate for Director Mr. Kimura has been involved in development of pharmaceuticals, has leadership experience in clinical development in the gene therapy business, and meets the criteria for candidates for Director established by the Company. Therefore, the Company nominated him as a candidate to continue serving as a Director.</p> <p>Directors and officers liability insurance policy 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 his reappointment is approved, he will be included as an insured under the policy.</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>[New election]</p> <p>Relationship of special interest in the Company Please refer to the details below. Attendance at Board of Directors meetings —</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>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>	50,000 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 for 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 10 years.</li> <li>• In the past 10 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> <p>Directors and officers liability insurance policy 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 his appointment is approved, he will be included as an insured under the policy.</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
	<p>Nobuko Kawashima October 27, 1962 (Name as shown on the family register: Nobuko Yokoyama)</p> <p>[Reelection - External]</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 1/1 (100%)</p> <p>Number of years in office as an external Director 6 years (at the conclusion of this meeting)</p>	<p>Apr. 1986      Joined The Long-Term Credit Bank of Japan, Limited (currently 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>	<p>0 shares</p>
7	<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 Ms. Kawashima is elected, 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 a member 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> <li>• - Ms. Kawashima satisfies 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 her appointment as an independent officer.</li> </ul> <p>Limited liability agreement Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Kawashima to limit her 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 Ms. Kawashima is approved, the Company plans to renew the aforementioned agreements with her.</p> <p>Directors and officers liability insurance policy 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 her reappointment is approved, she will be included as an insured under the policy.</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
8	<p data-bbox="357 465 517 524">Kazuko Kimura May 1, 1951</p> <p data-bbox="325 562 549 589">[Reelection - External]</p> <p data-bbox="284 627 590 712">Relationship of special interest in the Company None</p> <p data-bbox="325 723 549 808">Attendance at Board of Directors meetings 12/12 (100%)</p> <p data-bbox="284 819 590 904">Nomination and Compensation Committee Meeting Attendance 1/1 (100%)</p> <p data-bbox="284 916 590 1032">Number of years in office as an external Director 3 years (at the conclusion of this meeting)</p>	<p data-bbox="612 264 1241 349">Apr. 1976 Safety and Environmental Health Bureau, Ministry of Health and Welfare (currently Ministry of Health, Labour and Welfare)</p> <p data-bbox="612 360 1082 387">Apr. 1979 Pharmaceutical Affairs Bureau</p> <p data-bbox="612 398 1216 456">July 1996 Pharmaceutical Department of World Health Organization (on secondment)</p> <p data-bbox="612 468 1209 526">July 1999 Organization for Pharmaceutical Safety and Research (on secondment)</p> <p data-bbox="612 537 1216 654">Apr. 2000 Professor of International Medical Research Laboratory, Institute of Medical, Pharmaceutical and Health Sciences, Kanazawa University</p> <p data-bbox="612 665 1152 723">June 2013 Director (Outside Director) of Alfresa Holdings Corporation</p> <p data-bbox="612 734 1232 792">Sept. 2013 Representative Director of Medicines Security Workshop (current position)</p> <p data-bbox="612 804 1209 831">Apr. 2017 Professor Emeritus of Kanazawa University</p> <p data-bbox="612 842 1225 958">Oct. 2017 Specially Appointed Professor of Graduate School of Medical Sciences, National University Corporation Kanazawa University (current position)</p> <p data-bbox="612 969 1216 1028">June 2019 Director (external Director) of the Company (current position)</p> <p data-bbox="612 1039 1184 1097">June 2021 Director (Outside Director) of Mitsubishi Logistics Corporation (current position)</p> <p data-bbox="612 1108 1241 1238">Significant concurrent positions outside the Company Specially Appointed Professor of Graduate School of Medical Sciences, National University Corporation Kanazawa University Representative Director of Medicines Security Workshop Director (Outside Director) of Mitsubishi Logistics Corporation</p>	0 shares

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
		<p>Reasons for nomination as candidate for external Director and outline of expected roles, etc.</p> <ul style="list-style-type: none"> <li>• - Ms. Kimura is a candidate for external Director.</li> <li>• - 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 Ms. Kimura is elected, 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 a member of the Nomination and Compensation Committee.</li> <li>• - 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> <li>• - Ms. Kimura satisfies 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 her appointment as an independent officer.</li> </ul> <p>Limited liability agreement</p> <p>Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Kimura to limit her 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 Ms. Kimura is approved, the Company plans to renew the aforementioned agreements with her.</p> <p>Directors and officers liability insurance policy</p> <p>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 her reappointment is approved, she will be included as an insured under the policy.</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
9	<p data-bbox="336 499 539 562">Noriomi Matsumura July 10, 1971</p> <p data-bbox="325 595 550 622">[Reelection - External]</p> <p data-bbox="284 658 592 721">Relationship of special interest in the Company None</p> <p data-bbox="325 754 550 846">Attendance at Board of Directors meetings 12/12 (100%)</p> <p data-bbox="284 853 592 945">Nomination and Compensation Committee Meeting Attendance 1/1 (100%)</p> <p data-bbox="284 952 592 1070">Number of years in office as an external Director 2 years (at the conclusion of this meeting)</p>	<p data-bbox="612 264 1209 356">May 1998 Medical Staff with Department of Obstetrics and Gynecology at Hyogo Prefectural Amagasaki Hospital</p> <p data-bbox="612 362 1209 423">Apr. 2000 Medical Staff with Department of Obstetrics and Gynecology at Toyooka Public Hospital</p> <p data-bbox="612 430 1209 490">Sept. 2002 Medical Staff with Department of Obstetrics and Gynecology at Kyoto University Hospital</p> <p data-bbox="612 497 1241 616">Apr. 2007 Clinical Assistant Professor with Department of Obstetrics and Gynecology at National University Corporation Kyoto University Hospital</p> <p data-bbox="612 622 1161 683">Apr. 2008 Assistant Professor with Department of Gynecology and Obstetrics</p> <p data-bbox="612 689 1235 719">Dec. 2012 Lecturer with Maternal and Perinatal Care Unit</p> <p data-bbox="612 725 1166 786">Aug. 2013 Associate Professor with Department of Gynecology and Obstetrics</p> <p data-bbox="612 792 1219 884">Apr. 2017 Professor with Department of Obstetrics and Gynecology of Faculty of Medicine at Kindai University (current position)</p> <p data-bbox="612 891 1219 983">June 2017 Vice Chairperson of Board Certification Committee of Japan Society of Obstetrics and Gynecology (current position)</p> <p data-bbox="612 990 1235 1081">Dec. 2018 Director and TR Committee Member, Japanese Gynecologic Oncology Group (current position)</p> <p data-bbox="612 1088 1203 1149">June 2020 Director (external Director) of the Company (current position)</p> <p data-bbox="612 1155 1177 1216">July 2020 Board Member of Japan Society of Gynecologic Oncology (current position)</p> <p data-bbox="612 1223 1203 1314">Significant concurrent positions outside the Company Professor with Department of Obstetrics and Gynecology of Faculty of Medicine at Kindai University</p>	0 shares

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
		<p>Reasons for nomination as candidate for external Director and outline of expected roles, etc.</p> <ul style="list-style-type: none"> <li>• - Mr. Matsumura is a candidate for external Director.</li> <li>• - 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 Mr. Matsumura is elected, we expect that he 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 a member of the Nomination and Compensation Committee.</li> <li>• - 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> <li>• - Mr. Matsumura satisfies 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 his appointment as an independent officer.</li> </ul> <p>Limited liability agreement Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Matsumura to limit his 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 Mr. Matsumura is approved, the Company plans to renew the aforementioned agreements with him.</p> <p>Directors and officers liability insurance policy 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 his reappointment is approved, he will be included as an insured under the policy.</p>	



(Reference) Expertise and Experience (Skill Matrix) of Candidates for Director and Audit & Supervisory Board Members

Name	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	Representative Director and President	•	•	•			•	•	•	•
Junichi Mineno	Director	•	•	•	•				•	•
Yoh Hamaoka	Director	•	•	•			•	•	•	•
Tsuyoshi Miyamura	Director		•	•	•				•	•
Masanobu Kimura	Director			•	•	•			•	•
Mutsumi Kimura	Director	•	•				•	•	•	•
Nobuko Kawashima	External Director	•	•						•	•
Kazuko Kimura	External Director			•	•	•			•	•
Noriomi Matsumura	External Director			•		•			•	•
Akihiko Kita	Auditor	•			•				•	•
Masahide Tamaki	Auditor		•						•	•
Kunihiko Kamada	External Auditor	•					•		•	•
Yasuo Himejiwa	External Auditor	•						•	•	•
Masaaki Makikawa	External Auditor			•		•			•	•

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