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(Securities Code: 4974)

May 31, 2024

To our shareholders:

Koichi Nakao, President

Takara Bio Inc.

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

Notice of the 22nd Annual General Meeting of Shareholders

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

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

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

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

[Voting via the Internet]

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

[Voting in writing (by mail)]

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

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

□ TSE website (Listed Company Search) URL:

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

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

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

3. Purpose of the Meeting

Matters to be reported:

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

Matters to be resolved:

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

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

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

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

Year-end dividends

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

Proposal No. 2 Election of Nine Directors

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

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

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p data-bbox="357 434 517 495">Junichi Mineno August 13, 1960</p> <p data-bbox="341 533 533 562">[Reelection - Male]</p> <p data-bbox="285 595 588 656">Relationship of special interest in the Company None</p> <p data-bbox="325 689 549 786">Attendance at Board of Directors meetings 12/12 (100%)</p>	<p data-bbox="612 264 1238 324">Apr. 1984 Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)</p> <p data-bbox="612 331 1219 392">Apr. 2004 General Manager of Center for Cell and Gene Therapy Facility of the Company</p> <p data-bbox="612 398 1219 488">June 2009 Deputy General Manager of Gene Therapy Business Unit and General Manager of Center for Cell and Gene Therapy Facility</p> <p data-bbox="612 495 948 524">Apr. 2011 Executive Officer</p> <p data-bbox="612 530 1011 560">June 2012 Senior Executive Officer</p> <p data-bbox="612 566 963 595">June 2014 Managing Director</p> <p data-bbox="612 602 1171 663">June 2015 Managing Director and Senior Executive Officer</p> <p data-bbox="612 669 1219 730">July 2016 Representative Director and Vice Chairman of Takara Korea Biomedical Inc.</p> <p data-bbox="612 736 1171 797">June 2019 Director and Senior Managing Executive Officer</p> <p data-bbox="612 804 1171 864">Apr. 2022 Vice President Executive Officer (current position)</p> <p data-bbox="612 871 1219 931">June 2023 Director and Vice President (current position)</p> <p data-bbox="612 938 1075 952">Current responsibility in the Company Head of CDM Business Development Division</p>	14,400 shares
<p data-bbox="277 958 804 987">Reasons for nomination as candidate for Director, etc.</p> <ul data-bbox="277 994 1394 1207" style="list-style-type: none"> <li data-bbox="277 994 1394 1115">• Mr. Mineno has engaged in R&D of new technologies and new projects, genetic analysis-related business and businesses related to products and services for clinical research on cell and gene therapies. He possesses a track record of establishing its GMP production framework in the gene therapy business. Therefore, the Company nominated him as a candidate to continue serving as a Director. <li data-bbox="277 1122 1394 1207">• Mr. Mineno has been an executive officer (Co-Representative Director and Vice Chairman) of Takara Korea Biomedical Inc., a subsidiary of the Company's parent company Takara Holdings Corporation, as well as a subsidiary of the Company, for the past ten years. 			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p data-bbox="363 387 517 443">Yoh Hamaoka October 9, 1962</p> <p data-bbox="341 483 539 517">[Reelection - Male]</p> <p data-bbox="284 546 592 636">Relationship of special interest in the Company None</p> <p data-bbox="325 640 555 730">Attendance at Board of Directors meetings 12/12 (100%)</p>	<p data-bbox="612 264 715 293">Apr. 1987</p> <p data-bbox="612 297 715 327">Feb. 2000</p> <p data-bbox="612 365 715 394">Apr. 2004</p> <p data-bbox="612 398 715 427">June 2009</p> <p data-bbox="612 465 715 495">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">June 2021</p> <p data-bbox="612 730 715 759">June 2023</p> <p data-bbox="612 763 986 853">Current responsibility in the Company CFO (Chief Financial Officer), Head of Corporate Management Division</p> <p data-bbox="772 264 1241 853">Joined Japan Tobacco Inc. Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.) Executive Officer of the Company Senior Executive Officer and Deputy General Manager of the Gene Therapy Business Unit In charge of Intellectual Property Department and General Manager of Business Development Department In charge of General Affairs Department In charge of Project Management Department General Manager of R&D Division Director and Senior Managing Executive Officer (current position) Senior Managing Director (current position)</p>	17,000 shares
<p data-bbox="277 864 756 893">Reasons for nomination as candidate for Director</p> <p data-bbox="277 898 1433 1014">Mr. Hamaoka has been involved in business development, intellectual property, project promotion and planning, public relations and investor relations, general affairs, human resources, and finance, and is well-versed in the Company's operations in the corporate sector. Therefore, the Company nominated him as a candidate to continue serving as a Director.</p>			

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

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 data-bbox="331 331 539 398">Katsuhiko Kusakabe June 1, 1961</p> <p data-bbox="339 432 531 465">[Reelection - Male]</p> <p data-bbox="284 499 587 589">Relationship of special interest in the Company None</p> <p data-bbox="323 600 555 689">Attendance at Board of Directors meetings 10/10 (100%)</p> <p data-bbox="284 701 587 745">(After assuming office on June 23, 2023)</p>	<p data-bbox="611 264 1241 320">Apr. 1986 Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)</p> <p data-bbox="611 331 1241 365">Apr. 2008 General Manager of Manufacturing Department</p> <p data-bbox="611 365 1169 398">Apr. 2010 Mizuho Norin Co., Ltd. (on secondment)</p> <p data-bbox="611 398 1106 432">June 2017 Executive Officer of the Company</p> <p data-bbox="611 432 1201 521">Apr. 2020 Deputy General Manager of Manufacturing Division, in charge of SCM Department and Facility Control Department</p> <p data-bbox="611 533 1121 589">Apr. 2021 General Manager of Manufacturing Management Division</p> <p data-bbox="611 600 1018 633">June 2021 Senior Executive Officer</p> <p data-bbox="611 633 1201 689">Apr. 2023 Senior Managing Executive Officer (current position)</p> <p data-bbox="611 701 1201 734">June 2023 Senior Managing Director (current position)</p> <p data-bbox="611 734 1145 813">Current responsibility in the Company CMCO (Chief Manufacturing Control Officer), Head of Business & Production Management Division</p>	4,200 shares
<p data-bbox="276 831 754 864">Reasons for nomination as candidate for Director</p> <p data-bbox="276 864 1434 978">Mr. Kusakabe has worked in operations such as manufacturing management and facility management, and has a record of performance in engineering and maintenance management for manufacturing facilities and equipment, production management, purchasing, procurement, and raw materials and supplies management. Therefore, the Company nominated him as a candidate to continue serving as Director.</p>			

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

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	<p>Nobuko Kawashima October 27, 1962 (Name as shown on the family register: Nobuko Yokoyama)</p> <p>[Reelection - External - Female]</p> <p>Relationship of special interest in the Company None</p> <p>Attendance at Board of Directors meetings 12/12 (100%)</p> <p>Nomination and Compensation Committee Meeting Attendance 2/2 (100%)</p> <p>Number of years in office as an external Director 8 years (at the conclusion of this meeting)</p>	<p>Apr. 1986 Joined The Long-Term Credit Bank of Japan, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Sept. 1987 Joined Dentsu Communication Institute Inc.</p> <p>Sept. 1995 Research fellow at the Centre for Cultural Policy Studies of the University of Warwick</p> <p>Apr. 1999 Full-time lecturer with the Faculty of Economics at Doshisha University</p> <p>Apr. 2004 Professor with the Faculty of Economics (current position)</p> <p>June 2016 Director (external Director) of the Company (current position)</p> <p>June 2021 Director (Outside Director) of TOKAI Holdings Corporation (current position)</p> <p>Significant concurrent positions outside the Company Professor with the Faculty of Economics at Doshisha University Director (Outside Director) of TOKAI Holdings Corporation</p>	0 shares
<p>Reasons for nomination as candidate for external Director and outline of expected roles, etc.</p> <ul style="list-style-type: none"> • Ms. Kawashima is a candidate for external Director. • Ms. Kawashima has extensive research experience in subjects including creative economy and corporate social responsibility. She meets the criteria for candidates for external Director established by the Company, and is expected to apply her expert knowledge to the management of the Company and express her opinions at the Board of Directors meetings from an independent and objective standpoint, thereby ensuring effective management oversight. Therefore, the Company nominated her as a candidate to continue serving as an external Director. In addition, if the reelection of Ms. Kawashima is approved, we expect that she will be involved in the selection of candidates for Company executives and the determination of executive compensation and other matters from an objective and neutral standpoint as the chairperson of the Nomination and Compensation Committee. • 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. 			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
8	<p data-bbox="357 465 517 524">Kazuko Kimura May 1, 1951</p> <p data-bbox="280 562 592 589">[Reelection - External - Female]</p> <p data-bbox="280 629 592 714">Relationship of special interest in the Company None</p> <p data-bbox="280 725 592 810">Attendance at Board of Directors meetings 12/12 (100%)</p> <p data-bbox="280 822 592 907">Nomination and Compensation Committee Meeting Attendance 2/2 (100%)</p> <p data-bbox="280 918 592 1037">Number of years in office as an external Director 5 years (at the conclusion of this meeting)</p>	<p data-bbox="611 264 1233 349">Apr. 1976 Safety and Environmental Health Bureau, Ministry of Health and Welfare (currently the Ministry of Health, Labour and Welfare)</p> <p data-bbox="611 360 1082 387">Apr. 1979 Pharmaceutical Affairs Bureau</p> <p data-bbox="611 398 1217 456">July 1996 Pharmaceutical Department of World Health Organization (on secondment)</p> <p data-bbox="611 468 1209 526">July 1999 Organization for Pharmaceutical Safety and Research (on secondment)</p> <p data-bbox="611 537 1217 656">Apr. 2000 Professor of International Medical Research Laboratory, Institute of Medical, Pharmaceutical and Health Sciences, Kanazawa University</p> <p data-bbox="611 667 1153 725">June 2013 Director (Outside Director) of Alfresa Holdings Corporation</p> <p data-bbox="611 736 1233 795">Sept. 2013 Representative Director of Medicines Security Workshop (current position)</p> <p data-bbox="611 806 1201 887">Apr. 2017 Professor Emeritus of National University Corporation Kanazawa University (current position)</p> <p data-bbox="611 898 1201 956">Oct. 2017 Specially Appointed Professor of Graduate School of Medical Sciences</p> <p data-bbox="611 967 1217 1025">June 2019 Director (external Director) of the Company (current position)</p> <p data-bbox="611 1037 1185 1095">June 2021 Director (Outside Director) of Mitsubishi Logistics Corporation (current position)</p> <p data-bbox="611 1106 1233 1238">Significant concurrent positions outside the Company Professor Emeritus of National University Corporation Kanazawa University Representative Director of Medicines Security Workshop Director (Outside Director) of Mitsubishi Logistics Corporation</p>	0 shares
<p data-bbox="280 1249 1169 1276">Reasons for nomination as candidate for external Director and outline of expected roles, etc.</p> <ul data-bbox="280 1288 1450 1686" style="list-style-type: none"> <li data-bbox="280 1288 770 1314">• Ms. Kimura is a candidate for external Director. <li data-bbox="280 1326 1450 1597">• Ms. Kimura is a specialist in the areas of quality control of pharmaceutical distribution, eradication of substandard and falsified medicines, support of development of anti-counterfeit technologies, and education of specialists. She meets the criteria for candidates for external Director established by the Company, and is expected to apply her expert knowledge to the management of the Company and express her opinions at the Board of Directors meetings from an independent and objective standpoint, thereby ensuring effective management oversight. Therefore, the Company nominated her as a candidate to continue serving as an external Director. In addition, If the reelection of Ms. Kimura is approved, we expect that she will continue to be involved in the selection of candidates for Company executives and the determination of executive compensation and other matters from an objective and neutral standpoint as a member of the Nomination and Compensation Committee. <li data-bbox="280 1608 1450 1686">• Ms. Kimura has never in the past been involved in the management of a company except as an external officer. However, the Company judges she will appropriately fulfill her duties as an external Director based on her abundant experience as an academic and broad insight on quality control of pharmaceutical distribution, etc. 			

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>Noriomi Matsumura July 10, 1971</p> <p>[Reelection - External - Male]</p> <p>Relationship of special interest in the Company None</p> <p>Attendance at Board of Directors meetings 12/12 (100%)</p> <p>Nomination and Compensation Committee Meeting Attendance 2/2 (100%)</p> <p>Number of years in office as an external Director 4 years (at the conclusion of this meeting)</p>	<p>May 1998 Medical Staff with Department of Obstetrics and Gynecology at Hyogo Prefectural Amagasaki Hospital</p> <p>Apr. 2000 Medical Staff with Department of Obstetrics and Gynecology at Toyooka Public Hospital</p> <p>Sept. 2002 Medical Staff with Department of Obstetrics and Gynecology at Kyoto University Hospital</p> <p>Apr. 2007 Clinical Assistant Professor with Department of Obstetrics and Gynecology at National University Corporation Kyoto University Hospital</p> <p>Apr. 2008 Assistant Professor with Department of Gynecology and Obstetrics</p> <p>Dec. 2012 Lecturer with Maternal and Perinatal Care Unit</p> <p>Aug. 2013 Associate Professor with Department of Gynecology and Obstetrics</p> <p>Apr. 2017 Professor with Department of Obstetrics and Gynecology of Faculty of Medicine at Kindai University (current position)</p> <p>June 2017 Vice Chairperson of Board Certification Committee of Japan Society of Obstetrics and Gynecology (current position)</p> <p>Dec. 2018 Director, TR Committee Member, and Chairperson of Future Planning Committee, Japanese Gynecologic Oncology Group (current position)</p> <p>June 2020 Director (external Director) of the Company (current position)</p> <p>July 2020 Board Member of Japan Society of Gynecologic Oncology (current position)</p> <p>Significant concurrent positions outside the Company Professor with Department of Obstetrics and Gynecology of Faculty of Medicine at Kindai University</p>	0 shares
<p>Reasons for nomination as candidate for external Director and outline of expected roles, etc.</p> <ul style="list-style-type: none"> • Mr. Matsumura is a candidate for external Director. • Mr. Matsumura possesses abundant experience and expert knowledge in obstetrics and gynecology and other fields of medical science in general, and is familiar particularly with the areas of tumor genome analysis, molecular targeted therapy, and immune therapy of gynecologic oncology. He meets the criteria for candidates for external Director established by the Company, and is expected to utilize his experience and expertise and express his opinions at the Board of Directors meetings from an independent and objective standpoint, thereby ensuring effective management oversight. Therefore, the Company nominated him as a candidate to continue serving as an external Director. In addition, If the reelection of Mr. Matsumura is approved, we expect that he will continue to be involved in the selection of candidates for Company executives and the determination of executive compensation and other matters from an objective and neutral standpoint as a member of the Nomination and Compensation Committee. • 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. 			

Note:

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

3. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act, which covers damages and litigation expenses incurred by the insured due to claims for damages arising from the insured's actions as a director or officer. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms. If the reappointment of nine candidates is approved per this proposal, they will continue to be included as insured under the policy.

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

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

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

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

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

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

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

Note:

- Mr. Kamada and Mr. Himeiwa satisfy the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company has submitted notification to the aforementioned exchange concerning their appointment as an independent officer.
- Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Kamada and Mr. Himeiwa to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the same Act. If the reelection of both candidates is approved per this proposal, the Company plans to renew each of the aforementioned agreements.
- The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act, which covers damages and litigation expenses incurred by the insured due to claims for damages arising from the insured's actions as a director or officer. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms. If the reappointment of both candidates is approved per this proposal, they will continue to be included as insured under the policy.

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

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

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