

(Securities Code: 4974)

June 3, 2025

To our shareholders:

Koichi Nakao, President

Takara Bio Inc.

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

Notice of the 23rd Annual General Meeting of Shareholders

We are pleased to announce the 23rd 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 23rd 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 Monday, June 23, 2025, 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 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: Tuesday, June 24, 2025, 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 23rd fiscal year (from April 1, 2024 to March 31, 2025), 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 23rd fiscal year (from April 1, 2024 to March 31, 2025)

Matters to be resolved:

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

- If you attend the meeting in person, please present the 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 page 1).
- 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. Previously, the Company has distributed dividends of surplus with the aim of paying 35% of its estimated profit calculated without taking into account the extraordinary income or loss in the Consolidated Financial Statements. For this period, with a mind to advancing management with an awareness of market evaluation, and giving comprehensive consideration to the consolidated full-year performance and these dividend policies, the Company proposes to pay a year-end dividend for the current fiscal year of ¥17.00 (approximately 116% of its estimated profit) per share as announced on May 10, 2024.

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: ¥2,047,063,279
- (3) Effective date of dividends of surplus
June 25, 2025

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	Koichi Nakao June 16, 1962 [Reelection - Male] Relationship of special interest in the Company None Attendance at Board of Directors meetings 12/12 (100%)	Apr. 1985 Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.) Apr. 2002 Director of the Company June 2003 Managing Director and Executive Officer June 2004 Senior Managing Director and Executive Officer Apr. 2006 Senior Managing Director, Executive Officer, and COO June 2007 Representative Director, Vice President, Executive Officer, and COO June 2008 Representative Director, Vice President, and COO May 2009 Representative Director and President (current position) Takara Bio USA Holdings Inc. Director, President June 2009 Director of Takara Holdings Inc. June 2015 President and Executive Officer (current position) Apr. 2020 CEO (current position) Apr. 2021 Representative Director of Manufacturing Technology Association of Biologics (current position) June 2024 Senior Managing Executive Officer of Takara Holdings Inc. (current position) Significant concurrent positions outside the Company Senior Managing Executive Officer of Takara Holdings Inc. Representative Director of Manufacturing Technology Association of Biologics	75,700 shares
	Reasons for nomination as candidate for Director, etc. <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. As his experience and knowledge are essential for the management of the Company, the Company nominated him as a candidate to continue serving as a Director. Mr. Nakao currently, and has been for the past ten years, serving as an Executive Officer of Takara Holdings Inc., our parent company. His position and responsibility as an Executive Officer at the company are as stated in the above career summary. 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>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>Director, Chairman of Takara Bio USA Inc. (current position)</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. Director, Chairman of Takara Bio USA Inc.</p>	13,800 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, product development, sales, and distribution of products and services in the bio business, has contributed to the expansion of reagents/instruments business and CDM business, and has track record in areas such as overseas subsidiary management and partnerships with external organizations. As the Company believes that he is essential for sustainable growth of the corporate value and achieving the management plan of the Company, it 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., Takara Bio USA Holdings Inc., and Takara Bio USA 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, Director, President, and Director, Chairman, 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
3	Junichi Mineno August 13, 1960 [Reelection - Male] Relationship of special interest in the Company None Attendance at Board of Directors meetings 12/12 (100%)	Apr. 1984	Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)	14,400 shares
		Apr. 2004	General Manager of Center for Cell and Gene Therapy Facility of the Company	
		June 2009	Deputy General Manager of Gene Therapy Business Unit and General Manager of Center for Cell and Gene Therapy Facility	
		Apr. 2011	Executive Officer	
		June 2012	Senior Executive Officer	
		June 2014	Managing Director	
		June 2015	Managing Director and Senior Executive Officer	
		July 2016	Co-Representative Director and Vice Chairman of Takara Korea Biomedical Inc.	
		June 2019	Director and Senior Managing Executive Officer	
		Apr. 2022	Vice President Executive Officer (current position)	
		June 2023	Director and Vice President (current position)	
Reasons for nomination as candidate for Director, etc. <ul style="list-style-type: none">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 and expanding CDM business, as well as being well-versed in sales and distribution of products. Therefore, the Company nominated him as a candidate to continue serving as a Director.Mr. Mineno has served as 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, in 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
4	<p>Katsuhiko Kusakabe June 1, 1961</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. 1986</p> <p>Apr. 2008</p> <p>Apr. 2010</p> <p>June 2017</p> <p>Apr. 2020</p> <p>Apr. 2021</p> <p>June 2021</p> <p>Apr. 2023</p> <p>June 2023</p>	<p>Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)</p> <p>General Manager of Manufacturing Department</p> <p>Mizuho Norin Co., Ltd. (on secondment)</p> <p>Executive Officer of the Company</p> <p>Deputy General Manager of Manufacturing Division, in charge of SCM Department and Facility Control Department</p> <p>General Manager of Manufacturing Management Division</p> <p>Senior Executive Officer</p> <p>Senior Managing Executive Officer (current position)</p> <p>Senior Managing Director (current position)</p>	7,700 shares
	<p>Reasons for nomination as candidate for Director</p> <p>Mr. Kusakabe has worked in operations such as manufacturing management and facility management, and has a record of performance in management of engineering and maintenance for manufacturing facilities and equipment, management of production, management of purchasing, procurement, raw materials, and supplies, development of company-wide information systems, and the establishment of a GMP production framework. He is also well-versed in business management such as developing the Medium/Long-Term Management Plan. 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
5	Yoh Hamaoka October 9, 1962 [Reelection - Male] Relationship of special interest in the Company None Attendance at Board of Directors meetings 12/12 (100%)	Apr. 1987	Joined Japan Tobacco Inc.	17,100 shares
		Feb. 2000	Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)	
		Apr. 2004	Executive Officer of the Company	
		June 2009	Senior Executive Officer and Deputy General Manager of the Gene Therapy Business Unit	
		Apr. 2017	In charge of Intellectual Property Department and General Manager of Business Development Department	
		June 2018	In charge of General Affairs Department	
		Apr. 2019	In charge of Project Management Department	
		Apr. 2020	General Manager of R&D Division	
		June 2021	Director and Senior Managing Executive Officer (current position)	
		June 2023	Senior Managing Director (current position)	
Reasons for nomination as candidate for Director 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 has track record in the Company's operations in the corporate sector, as well as being well-versed in relations with external organizations, joint development, licensing operations, business partnerships and corporate acquisitions. Therefore, the Company nominated him as a candidate to continue serving as a Director.				

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>	52,400 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 served as an Executive Officer (Representative Director and President, Representative Director and Vice President, and Director) of Takara Holdings Inc. in the past ten years. • He is currently, and has been for the past ten years, also serving as an Executive Officer (Senior Managing Director, and 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, and Director) of Takara Shuzo International Co., Ltd. <p>Relationship of special interest in the Company</p> <p>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 9 years (at the conclusion of this meeting)</p>	<p>Apr. 1986</p> <p>Sept. 1987</p> <p>Sept. 1995</p> <p>Apr. 1999</p> <p>Apr. 2004</p> <p>June 2016</p> <p>June 2021</p>	<p>Joined The Long-Term Credit Bank of Japan, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Joined Dentsu Communication Institute Inc.</p> <p>Research fellow at the Centre for Cultural Policy Studies of the University of Warwick</p> <p>Full-time lecturer with the Faculty of Economics at Doshisha University</p> <p>Professor with the Faculty of Economics (current position)</p> <p>Director (external Director) of the Company (current position)</p> <p>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 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>Kazuko Kimura May 1, 1951</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 6 years (at the conclusion of this meeting)</p>	<p>Apr. 1976 Safety and Environmental Health Bureau, Ministry of Health and Welfare (currently the Ministry of Health, Labour and Welfare)</p> <p>Apr. 1979 Pharmaceutical Affairs Bureau</p> <p>July 1996 Pharmaceutical Department of World Health Organization (on secondment)</p> <p>July 1999 Organization for Pharmaceutical Safety and Research (on secondment)</p> <p>Apr. 2000 Professor of International Medical Research Laboratory, Institute of Medical, Pharmaceutical and Health Sciences, Kanazawa University</p> <p>June 2013 Director (Outside Director) of Alfresa Holdings Corporation</p> <p>Sept. 2013 Representative Director of Medicines Security Workshop (current position)</p> <p>Apr. 2017 Professor Emeritus of National University Corporation Kanazawa University (current position)</p> <p>Oct. 2017 Specially Appointed Professor of Graduate School of Medical Sciences</p> <p>June 2019 Director (external Director) of the Company (current position)</p> <p>June 2021 Director (Outside Director) of Mitsubishi Logistics Corporation (current position)</p> <p>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>Reasons for nomination as candidate for external Director and outline of expected roles, etc.</p> <ul style="list-style-type: none"> Ms. Kimura is a candidate for external Director. 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 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. 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 5 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, 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>June 2024 Director, Japanese Medical Specialty Board (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 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. 			

Notes:

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 Three Audit & Supervisory Board Members

At the conclusion of this meeting, Audit & Supervisory Board Members Akihiko Kita and Masahide Tamaki will retire from office, and the term of office of Audit & Supervisory Board Member Masaaki Makikawa will expire.

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

The Company proposes the election of Audit & Supervisory Board Member candidates Takuya Kakemi and Satoshi Kumo as substitutes for the retiring Audit & Supervisory Board Members Akihiko Kita and Masahide Tamaki. Therefore, their term of office will be until the expiration date of the term of office of the retiring Audit & Supervisory Board Members (until the conclusion of the 25th Annual General Meeting of Shareholders scheduled to be held in June 2027) in accordance with the provisions of Article 30, paragraph 2 of the Articles of Incorporation of the Company.

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>Takuya Kakemi October 22, 1966</p> <p>[New election - Male]</p> <p>Relationship of special interest in the Company None</p> <p>Attendance at Board of Directors meetings —</p> <p>Attendance at Audit & Supervisory Board meetings —</p>	<p>Apr. 1990</p> <p>Apr. 2012</p> <p>Apr. 2020</p> <p>Apr. 2022</p> <p>Apr. 2025</p>	<p>Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)</p> <p>General Manager of Finance & Investor Relations Department</p> <p>Executive Officer (current position) and General Manager of Corporate Development Division of the Company</p> <p>In charge of Corporate Development Department, Finance & Accounting Department, Business Support Department and Public & Investor Relations Department</p> <p>General Manager of Corporate Management Division (current position)</p>	2,000 shares
	<p>Reasons for nomination as candidate for Audit & Supervisory Board Member, etc.</p> <p>Mr. Kakemi has been involved in business management, finance, accounting, and public relations and investor relations. He also has the experience of being involved in the auditing of overseas subsidiaries as an Auditing Member at DSS Takara Bio India Pvt. Ltd. and as a corporate auditor at Takara Korea Biomedical Inc. The Company expects him to reflect such broad experience and knowledge in the enhancement of the audit function of the Company including those of the subsidiaries of the Group. In addition, he meets the criteria for candidates for Audit & Supervisory Board Member established by the Company. Therefore, the Company nominated him as a candidate to serve as an Audit & Supervisory Board Member.</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>Satoshi Kumo February 13, 1966</p> <p>[New election - Male]</p> <p>Relationship of special interest in the Company None</p> <p>Attendance at Board of Directors meetings —</p> <p>Attendance at Audit & Supervisory Board meetings —</p>	<p>Apr. 1990</p> <p>Apr. 2021</p> <p>Apr. 2024</p>	<p>Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)</p> <p>General Manager of Intellectual Property Department of the Company</p> <p>General Manager of Internal Auditing Department (current position)</p>	2,000 shares
	<p>Reasons for nomination as candidate for Audit & Supervisory Board Member, etc.</p> <p>Mr. Kumo has a track record in various areas including research and development, gene analysis, intellectual property and internal audits. The Company expects him to reflect such broad experience and knowledge in the enhancement of the audit function of the Company including those of the subsidiaries of the Group. In addition, he meets the criteria for candidates for Audit & Supervisory Board Member established by the Company. Therefore, the Company nominated him as a candidate to serve as an Audit & Supervisory Board Member.</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
3	<p>Masaaki Makikawa January 1, 1952</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. 1996 Professor with the Department of Robotics of the Faculty of Science and Engineering at Ritsumeikan University</p> <p>Apr. 2003 Head of the Liaison Office of Biwako-Kusatsu Campus</p> <p>Apr. 2005 Head of the Research Center for Sport and Health Science</p> <p>Apr. 2007 Executive Director of the Institute of Science and Technology</p> <p>Apr. 2011 Visiting Professor with the Graduate School of Medicine at Osaka University (current position)</p> <p>Apr. 2012 Dean of the Research Division at Ritsumeikan University</p> <p>Apr. 2017 Specially Appointed Professor with the Faculty of Science and Engineering</p> <p>June 2017 Audit & Supervisory Board Member (External Audit & Supervisory Board Member) of the Company (current position)</p> <p>July 2017 Special Professor with the Faculty of Science and Engineering</p> <p>Apr. 2021 President of Osaka Hatsushiba Trust (currently Risho Gakuen) (current position)</p> <p>Apr. 2022 Visiting Professor with Research Organization of Science and Technology of Ritsumeikan University (current position)</p> <p>Significant concurrent positions outside the Company President of Risho Gakuen Visiting Professor with Research Organization of Science and Technology of Ritsumeikan University</p>	0 shares
<p>Reasons for nomination as candidate for external Audit & Supervisory Board Member, etc.</p> <ul style="list-style-type: none"> Mr. Makikawa is a candidate for external Audit & Supervisory Board Member. Mr. Makikawa possesses experience and expertise in industry academia collaboration projects, such as research management of national projects and many commissioned research and joint research, in the fields of medical engineering and bioengineering. He meets the criteria for candidates for external Audit & Supervisory Board Member established by the Company, and, in this role, is expected to reflect such experience and expertise in audits of the Company. Therefore, the Company nominated him as a candidate to continue serving as an external Audit & Supervisory Board Member. Mr. Makikawa 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. 			

Notes:

- Mr. Makikawa 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.
- Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Makikawa 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 the candidate is approved per this proposal, the Company plans to renew each of the aforementioned agreement.
- 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 this proposal is approved with the two new candidates getting elected and the one incumbent candidate getting reelected, all three individuals will 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	Director	●	●	●		●	●	●	●	●
Tsuyoshi Miyamura	Male	Representative Director and President	●	●	●	●		●	●	●	●
Junichi Mineno	Male	Director	●	●	●	●	●			●	●
Katsuhiko Kusakabe	Male	Director	●	●		●				●	●
Yoh Hamaoka	Male	Director	●	●	●			●	●	●	●
Mutsumi Kimura	Male	Director	●	●				●	●	●	●
Nobuko Kawashima	Female	External Director	●	●						●	●
Kazuko Kimura	Female	External Director			●	●	●			●	●
Noriomi Matsumura	Male	External Director			●		●			●	●
Takuya Kakemi	Male	Auditor	●	●					●	●	●
Satoshi Kumo	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.