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(Stock Exchange Code: 4516)

Date of issue: June 7, 2023

Date of introduction of measures for providing materials
in an electronic format: June 2, 2023

To Shareholders with Voting Rights:

Toru Nakai
Representative Director, President
Nippon Shinyaku Co., Ltd.
14, Nishinosho-Monguchi-cho,
Kisshoin, Minami-ku, Kyoto, Japan

**NOTICE OF
THE 160TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially informed of the 160th Annual General Meeting of Shareholders of Nippon Shinyaku Co., Ltd. (the “Company”). The meeting will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision and has posted the matters subject to the measures for electronic provision as “NOTICE OF THE 160TH ANNUAL GENERAL MEETING OF SHAREHOLDERS” on the Company’s website on the Internet indicated below.

The Company’s website: https://www.nippon-shinyaku.co.jp/english/ir/ir_stock/smeeting.php

Matters subject to the measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE) indicated below, in addition to the Company’s website. When you access the TSE website, search for the Company by entering “Nippon Shinyaku” in the “Issue name (company name)” field or “4516” in the “Code” field. On the search results page, select “Basic information” and then “Documents for public inspection/PR information,” and click “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection” to review the information.

TSE website (TSE Listed Company Search)

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

If you do not attend the meeting, you can exercise your voting rights either by postcard or via the Internet, so please review the attached Reference Documents for the General Meeting of Shareholders included in the matters for electronic provision and indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it by 5:30 p.m. on Wednesday, June 28, 2023, Japan time, or access the website for exercising voting rights (<https://evote.tr.mufig.jp/>) and input your vote for or against the proposal.

- 1. Date and Time:** Thursday, June 29, 2023 at 10:00 a.m. Japan time
- 2. Place:** Head office of Nippon Shinyaku Co., Ltd. located at
14, Nishinosho-Monguchi-cho, Kisshoin, Minami-ku, Kyoto, Japan
(When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.)

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 160th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 160th Fiscal Year (April 1, 2022 - March 31, 2023)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of 12 Directors
Proposal 3: Election of 2 Audit & Supervisory Board Members

Note

This paper copy sent to shareholders also serves as the document stating the matters subject to electronic provision measures to be delivered upon request for delivery of the paper copy.

Pursuant to the provisions of relevant laws and regulations and Article 16 of the Company's Articles of Incorporation, the following matters are posted on the Company's website and the TSE website, thus they are not provided in the paper-based documents delivered to shareholders.

- (1) Consolidated Statements of Changes in Net Assets and Notes to the Consolidated Financial Statements in the Consolidated Financial Statements
- (2) Non-consolidated Statements of Changes in Net Assets and Notes to the Non-consolidated Financial Statements in the Non-consolidated Financial Statements

As such, the Consolidated Financial Statements and the Non-consolidated Financial Statements included in this paper copy are part of the documents that were audited by Audit & Supervisory Board Members and the Accounting Auditor in the course of preparing their audit reports.

Should the matters subject to the measures for electronic provision require revisions, the revisions will be posted on the relevant websites on which the matters are posted.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Our policy on returning profits appropriately to shareholders is aiming to increase dividend per share by increasing EPS (basic earnings per share), as well as keeping the consolidated dividend payout ratio to around 35%.

We aim to raise mid-term and long-term corporate value, and shall retain a sufficient amount of shareholders' capital to be required in order to seize opportunities for sustainable growth swiftly and appropriately and to respond properly to the accompanying risks. The Company also makes investments such as strategic investment, R&D investment, and capital investment, while continuously providing stable dividends and carrying out flexible financial measures.

Based on the above policy, the year-end dividend for the fiscal year is proposed as follows:

- (1) Type of Dividend:
Cash
- (2) Items relating to the allocation of dividend assets to shareholders and its total amount:
¥57 per share of common stock of the Company
Total amount: ¥3,839,113,818
Together with the interim dividend of ¥57 per share, the annual dividend will be ¥114 per share.
- (3) Effective Date of Distribution of Retained Earnings:
Friday, June 30, 2023

Proposal 2: Election of 12 Directors

The terms of office of all 12 Directors, including 4 External Directors, will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 12 Directors, including 4 External Directors, is proposed.

The candidates are as follows:

No.	Name	Current positions and responsibilities at the Company	Tenure of office	Attendance at Board of Directors meetings	Significant concurrent positions
1	<u>Reappointment</u> Shigenobu Maekawa	Representative Director, Chairman	18	100% (15/15)	Chairman, Kyoto Employers' Association Outside Director, KYOCERA Corporation (Scheduled)
2	<u>Reappointment</u> Toru Nakai	Representative Director, President	4	100% (15/15)	
3	<u>Reappointment</u> Shouzou Sano	Managing Director, Sales and Marketing	8	100% (15/15)	
4	<u>Reappointment</u> Takashi Takaya	Director, Personnel, General Affairs, Risk Management, Compliance & Digital Transformation	5	100% (15/15)	
5	<u>Reappointment</u> Takanori Edamitsu	Director, Business Management, & Sustainability	5	100% (15/15)	
6	<u>Reappointment</u> Kazuchika Takagaki	Director, Research & Development	2	100% (15/15)	
7	<u>Reappointment</u> Hitoshi Ishizawa	Director, Functional Food	2	100% (15/15)	
8	<u>Reappointment</u> Hitomi Kimura	Director, Resource Procurement, Production & Assurance	2	100% (15/15)	
9	<u>Reappointment</u> <u>External</u> <u>Independent</u> Miyuki Sakurai	External Director	6	100% (15/15)	Joint Owner, Hanamizuki Law Office Member of the Board, NIPPON SHOKUBAI CO., LTD. Outside Auditor, MBS MEDIA HOLDINGS, INC.
10	<u>Reappointment</u> <u>External</u> <u>Independent</u> Yoshinao Wada	External Director	4	100% (15/15)	Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital
11	<u>Reappointment</u> <u>External</u> <u>Independent</u> Yukari Kobayashi	External Director	2	100% (15/15)	Representative Partner, Amanda Life Consulting LLC. Outside Director, Panasonic Connect Co., Ltd. Outside Director,

No.	Name	Current positions and responsibilities at the Company	Tenure of office	Attendance at Board of Directors meetings	Significant concurrent positions
					Bridgestone Corporation CEO, JC1 LLC (Scheduled)
12	<div style="display: flex; align-items: center;"> <div style="border: 1px solid black; padding: 2px; margin-right: 10px;">New Candidate</div> <div style="border: 1px solid black; padding: 2px; margin-right: 10px;">External</div> <div style="border: 1px solid black; padding: 2px; margin-right: 10px;">Independent</div> <div>Mayumi Nishi</div> </div>	—	—	—	

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
1	<p><u>Reappointment</u></p> <p>Shigenobu Maekawa (January 18, 1953)</p> <p>Tenure of office: 18 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1976 Joined the Company</p> <p>March 1992 Transfer to Japan Federation of Employers' Associations</p> <p>April 2002 Department Manager, Corporate Planning Department, Corporate Strategy Office</p> <p>April 2004 Corporate Officer</p> <p>June 2005 Director</p> <p>June 2005 Corporate Planning, Finance & Accounting, and Information system, and Department Manager, Corporate Planning Department</p> <p>June 2006 Managing Director</p> <p>April 2007 General Manager, Corporate Planning, Finance & Accounting, and Information system</p> <p>June 2007 Representative Director, President</p> <p>June 2021 Representative Director, Chairman (current position)</p> <p>[Significant concurrent positions] Chairman, Kyoto Employers' Association Outside Director, KYOCERA Corporation (Scheduled)</p> <p>[Reasons for the nomination for Director] After joining the Company in 1976, Mr. Shigenobu Maekawa assumed positions including Department Manager, Corporate Planning Department from 2002, Director in charge of Corporate Planning, Finance & Accounting, and Information System from 2005, Managing Director from 2006, President from 2007, and Chairman (current position) from 2021. The Company nominates him for Director as he has a wealth of experience and broad insight as a business manager and he appropriately manages the Board of Directors by chairing meetings as a Representative Director.</p>	53,200
2	<p><u>Reappointment</u></p> <p>Toru Nakai (December 23, 1971)</p> <p>Tenure of office: 4 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1995 Joined the Company</p> <p>April 2016 Department Manager, Business Planning Department</p> <p>April 2018 Acting General Manager, Corporate Planning (NS Pharma, Inc.)</p> <p>April 2019 General Manager, Global Business Division, Attached to Global Business Division (NS Pharma, Inc.)</p> <p>June 2019 Director</p> <p>June 2019 General Manager, Global Business; Head of Global Business Division</p> <p>June 2021 Representative Director, President (current position)</p> <p>[Reasons for the nomination for Director] After joining the Company in 1995, Mr. Toru Nakai assumed positions including Department Manager, Business Planning Department from 2016. Further, in 2018, he was transferred to U.S. subsidiary NS Pharma, Inc. (General Director, Corporate Planning of U.S. branch). In 2019, he was General Manager, Global Business Division and later became Director in charge of Global Business. He assumed the position of President (current position) from 2021. The Company nominates him for Director as he has a wealth of experience in global business and broad insight into such field and he has been fully demonstrating leadership as a member of the management team of the Company.</p>	10,500

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
3	<p><u>Reappointment</u></p> <p>Shouzou Sano (July 14, 1960)</p> <p>Tenure of office: 8 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1984 Joined the Company</p> <p>April 2008 Department Manager, Saitama Branch Office, Sales and Marketing</p> <p>April 2010 Corporate Officer; Department Manager, Osaka Branch Office, Sales Promotion Division, Sales and Marketing</p> <p>April 2013 Corporate Officer; Head of Tokyo Area Division, Sales and Marketing</p> <p>April 2015 Corporate Officer; Head of Sales and Marketing</p> <p>June 2015 Director</p> <p>June 2015 General Manager, Sales and Marketing; Head of Sales and Marketing Division (current position)</p> <p>June 2019 Managing Director (current position)</p> <p>[Reasons for the nomination for Director] After joining the Company in 1984, Mr. Shouzou Sano assumed positions including Department Manager of Saitama Branch Office from 2008, Department Manager of Osaka Branch Office from 2010, Head of Tokyo Area Division from 2013, Director in charge of Sales and Marketing (current position) from 2015, and Managing Director (current position) from 2019. The Company nominates him for Director as he has a wealth of business experience in sales division of medical products and broad insight into such field.</p>	6,900
4	<p><u>Reappointment</u></p> <p>Takashi Takaya (November 13, 1960)</p> <p>Tenure of office: 5 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1984 Joined the Company</p> <p>April 2005 Department Manager, Marketing Department, Sales and Marketing</p> <p>April 2009 Department Manager, Marketing Department, Sales and Marketing Planning Division, Sales and Marketing</p> <p>April 2010 Department Manager, Marketing and Planning Department, Sales and Marketing Planning Division, Sales and Marketing</p> <p>April 2011 Head of Sales and Marketing Planning Division, Sales and Marketing</p> <p>April 2012 Corporate Officer; Head of Sales and Marketing Planning Division, Sales and Marketing</p> <p>June 2018 Director (current position)</p> <p>June 2018 General Manager, Administration</p> <p>April 2022 General Manager, Personnel, General Affairs, Risk Management, Compliance & Digital Transformation (current position)</p> <p>[Reasons for the nomination for Director] After joining the Company in 1984, Mr. Takashi Takaya assumed positions including Manager, Business Planning Section, Tokyo Branch Office from 1999, Section Manager, Corporate Strategy Department from 2001, Manager, Planning Section, Marketing and Planning Department from 2003, Department Manager, Marketing Department from 2005, Department Manager, Marketing and Planning Department from 2010, Head of Sales and Marketing Planning Division from 2011, and Director in charge of Administration from 2018. He assumed the new position of Director in charge of Personnel, General Affairs, Risk Management, Compliance & Digital Transformation (current position) from 2022. The Company nominates him for Director as he has a wealth of business experience and broad insight into such field.</p>	4,900

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
5	<p><u>Reappointment</u></p> <p>Takanori Edamitsu (August 8, 1963)</p> <p>Tenure of office: 5 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1989 Joined the Company</p> <p>August 2011 Department Manager, Corporate Planning Department</p> <p>April 2013 Corporate Officer; Department Manager, Corporate Planning Department</p> <p>June 2018 Director (current position)</p> <p>June 2018 General Manager, Business Management</p> <p>April 2022 General Manager, Business Management & Sustainability (current position)</p> <p>[Reasons for the nomination for Director] After joining the Company in 1989, Mr. Takanori Edamitsu assumed positions including Manager, Corporate Planning Section, Corporate Planning Department from 2005, Department Manager, Corporate Planning Department from 2011, and Director in charge of Business Management from 2018. He assumed the new position of Director in charge of Business Management & Sustainability (current position) from 2022. The Company nominates him for Director as he has a wealth of experience in corporate planning and broad insight into such field.</p>	4,400
6	<p><u>Reappointment</u></p> <p>Kazuchika Takagaki (November 15, 1961)</p> <p>Tenure of office: 2 year</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1986 Joined the Company</p> <p>June 2014 Department Manager, Discovery Research Laboratories in Tsukuba, Discovery Research Labs., Research & Development</p> <p>June 2016 Department Manager, Discovery Research Labs., Research & Development</p> <p>April 2017 Corporate Officer; Department Manager, Discovery Research Labs., Research & Development</p> <p>June 2021 Director (current position)</p> <p>June 2021 General Manager, Research & Development; Head of Research & Development Division (current position)</p> <p>[Reasons for the nomination for Director] After joining the Company in 1986, Mr. Kazuchika Takagaki assumed positions including Department Manager, Discovery Research Laboratories in Tsukuba from 2014, Department Manager, Discovery Research Labs. from 2016, and Director in charge of Research & Development (current position) from 2021. The Company nominates him for Director as he has a wealth of business experience in research and development and broad insight into such field.</p>	3,500

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
7	<p><u>Reappointment</u></p> <p>Hitoshi Ishizawa (September 18, 1961)</p> <p>Tenure of office: 2 year</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1985 Joined the Company</p> <p>April 2013 Department Manager, Kita-Kanto Branch Office, Northern Japan Division, Sales and Marketing</p> <p>April 2014 Department Manager, Chugoku Branch Office, Western Japan Division, Sales and Marketing</p> <p>April 2015 Department Manager, Tokyo Branch Office, Eastern Japan Division, Sales and Marketing</p> <p>April 2017 Department Manager, Osaka Branch Office, Sales and Marketing</p> <p>April 2018 Corporate Officer; Department Manager, Osaka Branch Office, Sales and Marketing</p> <p>April 2021 Corporate Officer; Department Manager, Kansai Branch Office, Sales and Marketing</p> <p>June 2021 Director (current position)</p> <p>June 2021 General Manager, Functional Food; Head of Functional Food Division (current position)</p> <p>[Reasons for the nomination for Director] After joining the Company in 1985, Mr. Hitoshi Ishizawa assumed positions including Department Manager of Kita-Kanto Branch Office from 2013, Department Manager of Chugoku Branch Office from 2014, Department Manager of Tokyo Branch Office from 2015, and Department Manager of Osaka Branch Office from 2017. In 2021, he was Department Manager of Kansai Branch Office and later became Director in charge of Functional Food (current position). The Company nominates him for Director based on a belief that he can effectively utilize his wealth of business experience in sales division of medical products and broad insight into functional food division.</p>	4,700
8	<p><u>Reappointment</u></p> <p>Hitomi Kimura (September 2, 1961)</p> <p>Tenure of office: 2 year</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1984 Joined the Company</p> <p>April 2015 Department Manager, Regulatory Affairs Department, Regulatory Affairs, Safety Management and Quality Assurance Division</p> <p>April 2020 Head of Regulatory Affairs, Safety Management and Quality Assurance Division (Marketing Supervisor-General)</p> <p>April 2021 Corporate Officer; Head of Regulatory Affairs, Safety Management and Quality Assurance Division (Marketing Supervisor-General)</p> <p>June 2021 Director (current position)</p> <p>June 2021 General Manager, Resource Procurement, Production & Assurance (current position)</p> <p>[Reasons for the nomination for Director] After joining the Company in 1984, Ms. Hitomi Kimura assumed positions including Department Manager, Regulatory Affairs Department from 2015 and Head of Regulatory Affairs, Safety Management and Quality Assurance Division (Marketing Supervisor-General) from 2020, and Director in charge of Resource Procurement, Production & Assurance (current position) from 2021. The Company nominates her for Director as she has a wealth of business experience in supply chain and safety quality assurance and broad insight into such field.</p>	1,700

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
9	<p data-bbox="223 454 383 548"> Reappointment External Independent </p> <p data-bbox="191 582 414 638">Miyuki Sakurai (December 15, 1964)</p> <p data-bbox="215 645 391 701">Tenure of office: 6 years</p> <p data-bbox="183 734 422 857">Attendance at Board of Directors meetings: 100% (15/15)</p>	<p data-bbox="430 268 1292 604"> April 1992 Completed training program at Legal Training and Research Institute of Japan April 1992 Registered with Osaka Bar Association April 1992 Joined Nishimura Law and Accounting Office May 2003 Joint Owner, Hanamizuki Law Office (current position) March 2015 Auditor, Nissay Life Foundation (current position) April 2016 Auditor, Osaka University (current position) June 2017 Director, the Company (current position) June 2020 Member of the Board, NIPPON SHOKUBAI CO., LTD. (current position) June 2022 Outside Auditor, MBS MEDIA HOLDINGS, INC. </p> <p data-bbox="430 645 1292 734"> [Service period as External Director of the Company] She will have served as External Director for 6 years at the conclusion of this General Meeting of Shareholders. </p> <p data-bbox="430 768 1292 891"> [Significant concurrent positions] Joint Owner, Hanamizuki Law Office Member of the Board, NIPPON SHOKUBAI CO., LTD. Outside Auditor, MBS MEDIA HOLDINGS, INC. </p> <p data-bbox="430 925 1292 1037"> [Reasons for the nomination for External Director and outline of expected roles] The Company nominates Ms. Miyuki Sakurai for External Director, as she is offering advice to the management of the Company from a practical perspective based on her expertise and insight from an independent standpoint as a lawyer. </p>	600

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
10	<p data-bbox="223 566 383 600">Reappointment</p> <p data-bbox="223 600 351 633">External</p> <p data-bbox="223 633 367 667">Independent</p> <p data-bbox="191 694 406 750">Yoshinao Wada (December 25, 1950)</p> <p data-bbox="215 784 391 840">Tenure of office: 4 years</p> <p data-bbox="183 873 422 996">Attendance at Board of Directors meetings: 100% (15/15)</p>	<p data-bbox="430 268 981 302">July 1975 Joined Osaka University Hospital</p> <p data-bbox="430 302 1268 358">November 1981 Department of Maternal Medicine, Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="430 358 1284 392">October 1989 Obtained the degree of Doctor of Medicine (Osaka University)</p> <p data-bbox="430 392 1300 481">April 1991 Department Manager, Department of Molecular Medicine, Research Institute, Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="430 481 1292 537">April 1998 Director, Research Institute, Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="430 537 1292 627">April 2011 Department Manager, Department of Maternal Medicine; Director, Research Institute; Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="430 627 1292 716">April 2014 Chief Department Manager, Department of Maternal Medicine; Director, Research Institute; Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="430 716 1276 772">April 2016 Part-time physician, Department of Maternal Medicine, Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="430 772 1276 840">April 2017 Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital (current position)</p> <p data-bbox="430 840 1101 873">April 2018 Visiting Professor, Yokohama City University</p> <p data-bbox="430 873 1053 907">June 2019 Director, the Company (current position)</p> <p data-bbox="430 929 1292 1019">[Service period as External Director of the Company] He will have served as External Director for 4 years at the conclusion of this General Meeting of Shareholders.</p> <p data-bbox="430 1052 1228 1142">[Significant concurrent positions] Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital</p> <p data-bbox="430 1176 1292 1288">[Reasons for the nomination for External Director and outline of expected roles] The Company nominates Dr. Yoshinao Wada for External Director, as he is offering advice to the management of the Company from a practical perspective based on his expertise and insight from an independent standpoint as a physician.</p>	200

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
11	<p data-bbox="220 571 383 667"> <u>Reappointment</u> <u>External</u> <u>Independent</u> </p> <p data-bbox="207 698 399 757">Yukari Kobayashi (April 17, 1963)</p> <p data-bbox="215 788 391 846">Tenure of office: 2 years</p> <p data-bbox="188 884 418 1003">Attendance at Board of Directors meetings: 100% (15/15)</p>	<p data-bbox="434 273 1292 817"> April 1987 Joined IBM Japan, Ltd. July 2002 Senior Manager, Overall Management of System Products Marketing, IBM Japan, Ltd. January 2007 Director in charge of Public Sector, Global Business Service, IBM Japan, Ltd. January 2007 Executive Officer, IBM Business Consulting Services KK March 2016 Growth Leader for Mercer Far East Zone; Chief of staff, Mercer Japan Ltd. January 2018 Director, Mercer Investment Solutions Ltd. February 2018 COO, Mercer Japan Ltd. September 2018 Corporate Officer; Corporate Strategy Management Lead, Area Transformation Lead, and Chief of Staff, Microsoft Japan Co., Ltd. March 2020 Representative Partner, Amanda Life Consulting LLC. (current position) June 2021 Director, the Company (current position) April 2022 Outside Director, Panasonic Connect Co., Ltd. (current position) March 2023 Outside Director, Bridgestone Corporation (current position) </p> <p data-bbox="434 851 1292 940"> [Service period as External Director of the Company] She will have served as External Director for 2 years at the conclusion of this General Meeting of Shareholders. </p> <p data-bbox="434 974 1292 1131"> [Significant concurrent positions] Representative Partner, Amanda Life Consulting LLC. Outside Director, Panasonic Connect Co., Ltd. Outside Director, Bridgestone Corporation CEO, JC1 LLC (Scheduled) </p> <p data-bbox="434 1164 1292 1299"> [Reasons for the nomination for External Director and outline of expected roles] The Company nominates Ms. Yukari Kobayashi for External Director as she is expected to offer advice to the management of the Company from a practical perspective based on her wealth of experience and broad insight from an independent standpoint as a corporate management. </p>	100

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
12	<p style="text-align: center;">New Candidate External Independent</p> <p>Mayumi Nishi (October 7, 1957)</p> <p>Tenure of office: —</p> <p>Attendance at Board of Directors meetings: —</p>	<p>April 1980 Joined Department of Biology, Aichi Cancer Center Research Institute</p> <p>April 1980 Obtained pharmacist license</p> <p>April 1991 Joined Department of Anesthesiology, Kyoto Prefectural University of Medicine</p> <p>May 1991 Obtained medical license</p> <p>March 1997 Obtained the degree of Doctor of Medicine (Kyoto Prefectural University of Medicine)</p> <p>April 1997 Teaching Associate, Department of Anatomy I, Kyoto Prefectural University of Medicine</p> <p>June 1998 Lecturer, Department of Anatomy I, Kyoto Prefectural University of Medicine</p> <p>April 2003 Lecturer, Graduate School of Medical Science, Kyoto Prefectural University of Medicine</p> <p>April 2005 Assistant Professor, Department of Anatomy and Neurobiology, Graduate School of Medical Science, Kyoto Prefectural University of Medicine</p> <p>April 2007 Associate Professor, Department of Anatomy and Neurobiology, Graduate School of Medical Science, Kyoto Prefectural University of Medicine</p> <p>August 2009 Professor, Department of Anatomy and Cell Biology, Nara Medical University</p> <p>April 2010 Visiting Professor, Graduate School of Medical Science, Kyoto Prefectural University of Medicine</p> <p>April 2023 Professor Emeritus, Nara Medical University (current position)</p> <p>[Service period as External Director of the Company] —</p> <p>[Significant concurrent position] None</p> <p>[Reasons for the nomination for External Director and outline of expected roles] The Company nominates Dr. Mayumi Nishi for External Director as it has judged that she will be able to offer advice to the management of the Company from a practical perspective based on her expertise and insight from an independent standpoint as a physician and pharmacist.</p>	0

(Notes)

1. There are no special interests between each candidate and the Company.
2. The Company stipulates criteria for judgment of independence for Independent Outside Officers. The Company's website "Corporate Governance Basic Policy" (https://www.nippon-shinyaku.co.jp/file/download.php?file_id=6726). All candidates for External Director in this proposal meet the criteria. Other matters concerning the candidates for External Director are as follows:
 - (1) Concerning the liability prescribed in the Article 423, Paragraph 1 of the Companies Act, the Company has entered, pursuant to Article 427, Paragraph 1 of the same Act, into an agreement with Ms. Miyuki Sakurai, Dr. Yoshinao Wada, Ms. Yukari Kobayashi, and Dr. Mayumi Nishi to limit maximum amount of their liability to be the amount set forth as minimum liability in Article 425, Paragraph 1 of the same Act. In addition, if Dr. Mayumi Nishi is elected, the Company also intends to enter into an agreement to limit liability with the same contents with her.
 - (2) The Company has designated Ms. Miyuki Sakurai, Dr. Yoshinao Wada, Ms. Yukari Kobayashi, and Dr. Mayumi Nishi as independent directors stipulated by Tokyo Stock Exchange and reported such designation to the Exchange. If the reelection of all of these candidates is approved and resolved, they will continue to serve as independent directors. In addition, if Dr. Mayumi Nishi is elected, the Company also intends to report such designation as an independent director to the Exchange.
3. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, in which all Directors serve as the insured. In the event of a claim for damages submitted by a shareholder or a third party arising from any acts or omissions in the course of duties by Directors who are the insured, any damage incurred by the Directors as a result thereof shall be covered by the insurance agreement. However, under the agreement, liability arising from criminal acts or acts committed with the knowledge that they violate laws are exempted from coverage. The insurance premiums for all the insured are fully borne by the Company. If the candidates assume the office of Director, they will be insured under the insurance agreement.

The Company plans to renew the agreement by retaining the current contents at the time of renewal.

Proposal 3: Election of 2 Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Morio Matsuura and Sumitaka Maruyama will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 2 Audit & Supervisory Board Members is proposed.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidates are listed on the next page.

(Reference) The composition of the Audit & Supervisory Board after the election (scheduled)

No.	Name	Current positions at the Company	Tenure of office	Attendance at Board of Directors meetings	Attendance at Audit & Supervisory Board meetings	Significant concurrent positions
—	Kenji Kuwabara	Standing Audit & Supervisory Board Member	3	100% (15/15)	100% (18/18)	
1	New Candidate Hirotsugu Ito	Department Manager, Information Service Supervisory Department	—	—	—	
—	Outside Independent Tsuyoshi Kondo	Outside Audit & Supervisory Board Member	7	100% (15/15)	100% (18/18)	President, Kondo Law Office Outside Director, Senshu Electric Co., Ltd.
2	New Candidate Outside Independent Hiroharu Hara	—	—	—	—	President, Hiroharu Hara Tax Accountant office

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
1	<p style="text-align: center;">New Candidate</p> <p>Hirotsugu Ito (May 7, 1962)</p>	<p>April 1986 Joined the Company</p> <p>April 2015 Department Manager, Keiji Hokuriku Branch Office, Western Japan Division, Sales and Marketing</p> <p>April 2017 Department Manager, Kyushu Branch Office, Sales and Marketing</p> <p>April 2019 Department Manager, Chushikoku Branch Office, Sales and Marketing</p> <p>April 2021 Department Manager, Nagoya Branch Office, Sales and Marketing</p> <p>April 2022 Department Manager, Information Service Supervisory Department (current position)</p> <p>[Reasons for the nomination for Audit & Supervisory Board Member] After joining the Company in 1986, Mr. Hirotsugu Ito assumed positions including Department Manager of Keiji Hokuriku Branch Office from 2015, Department Manager of Kyushu Branch Office from 2017, Department Manager of Chushikoku Branch Office from 2019, Department Manager of Nagoya Branch Office from 2021, and Department Manager of Information Service Supervisory Department from 2022. The Company nominates him for Audit & Supervisory Board Member as it has judged that he has the appropriate experience and capabilities to serve as Audit & Supervisory Board Member of the Company.</p>	2,100
2	<p style="text-align: center;">New Candidate Outside Independent</p> <p>Hiroharu Hara (July 14, 1960)</p>	<p>April 1983 Joined Osaka Regional Taxation Bureau</p> <p>July 2012 District Director, Shingu Tax Office, Osaka Regional Taxation Bureau</p> <p>July 2015 Director, Second International Information Div., First Examination Dept., Osaka Regional Taxation Bureau</p> <p>July 2016 District Director, Nishi Tax Office, Osaka Regional Taxation Bureau</p> <p>July 2017 Director, Research Management Div., First Examination Dept., Osaka Regional Taxation Bureau</p> <p>July 2019 Deputy Assistant Regional Commissioner, Second Examination Dept., Osaka Regional Taxation Bureau</p> <p>July 2020 District Director, Kita Tax Office, Osaka Regional Taxation Bureau</p> <p>July 2021 Retired from Kita Tax Office, Osaka Regional Taxation Bureau</p> <p>August 2021 Registered as Licensed Tax Accountant</p> <p>August 2021 President, Hiroharu Hara Tax Accountant office (current position)</p> <p>[Service period as Outside Audit & Supervisory Board Member of the Company] —</p> <p>[Significant concurrent position] President, Hiroharu Hara Tax Accountant office</p> <p>[Reasons for the nomination for Outside Audit & Supervisory Board Member] The Company nominates Mr. Hiroharu Hara for Outside Audit & Supervisory Board Member as it has judged that he will be able to offer advice for the enhancement of soundness, transparency, and compliance of the management of the Company based on his expertise and insight from an independent standpoint as a licensed tax accountant.</p>	100

(Notes)

1. There are no special interests between each candidate and the Company.
2. The Company stipulates criteria for judgment of independence for Independent Outside Officers. The Company's website "Corporate Governance Basic Policy" (https://www.nippon-shinyaku.co.jp/file/download.php?file_id=6726). Candidate for Outside Audit & Supervisory Board Member Hiroharu Hara in this proposal meets the criteria. Other matters concerning the candidates for Outside Audit & Supervisory Board Member are as follows:
 - (1) Concerning the liability prescribed in the Article 423, Paragraph 1 of the Companies Act, the Company intends to enter, pursuant to Article 427, Paragraph 1 of the same Act, into an agreement with Mr. Hiroharu Hara to limit maximum amount of their liability to be the amount set forth as minimum liability in Article 425, Paragraph 1 of the same Act, if Mr. Hiroharu Hara is elected.
 - (2) We will designate Mr. Hiroharu Hara as independent audit & supervisory board member stipulated by the Tokyo Stock Exchange and report such designation to the Exchange, if Mr. Hiroharu Hara is elected.

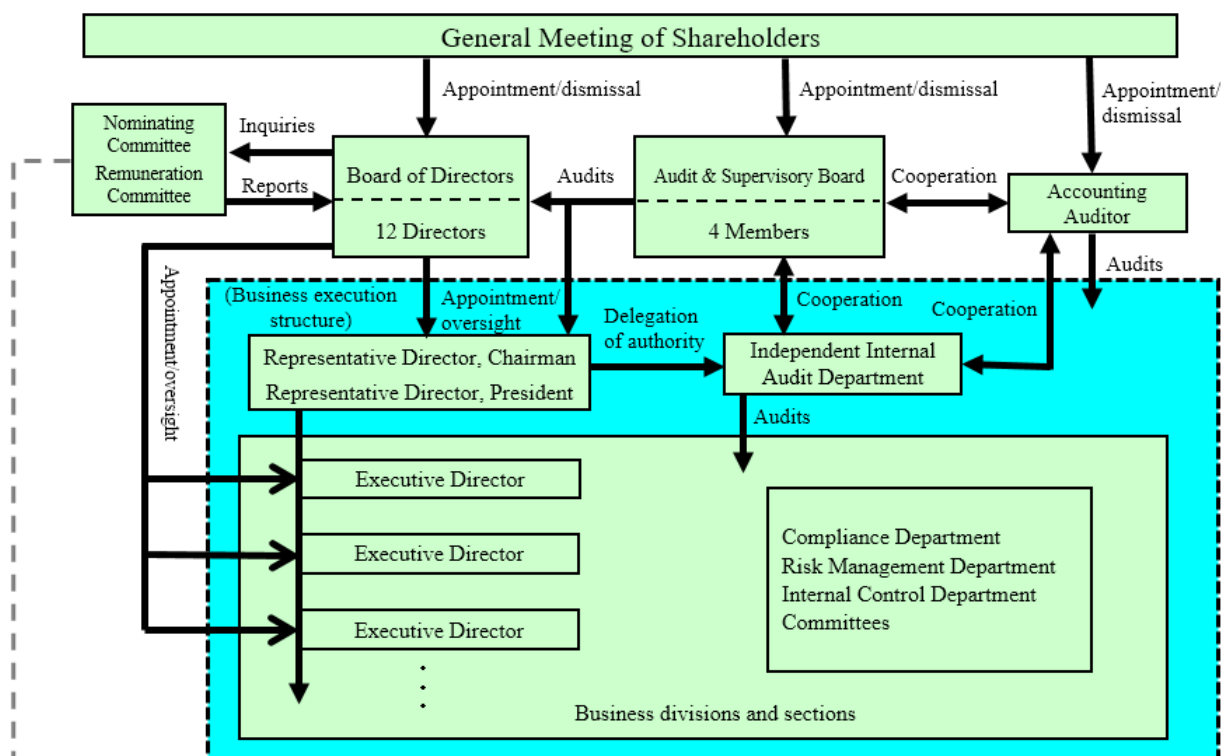
3. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, in which all Audit & Supervisory Board Members serve as the insured. In the event of a claim for damages submitted by a shareholder or a third party arising from any acts or omissions in the course of duties by Audit & Supervisory Board Members who are the insured, any damage incurred by the Audit & Supervisory Board Members as a result thereof shall be covered by the insurance agreement. However, under the agreement, liability arising from criminal acts or acts committed with the knowledge that they violate laws are exempted from coverage. The insurance premiums for all the insured are fully borne by the Company. If the candidates assume the office of Audit & Supervisory Board Member, they will be insured under the insurance agreement. The Company plans to renew the agreement by retaining the current contents at the time of renewal.

Skills Matrix of Directors and Audit & Supervisory Board Members

Category	Name	Skills and experience									
		Corporate management/ Management strategy	Global business	Finance/ Accounting	Legal affairs/ Risk management	Research & Development	Sales/ Marketing	Production/ Quality	Personnel/ HR development	ESG/ Social contribution	IT/ Information management
Director (Inside)	Shigenobu Maekawa	•	•	•	•					•	•
	Toru Nakai	•	•	•			•				
	Shouzou Sano						•				
	Takashi Takaya	•			•		•		•	•	•
	Takanori Edamitsu	•		•	•						
	Kazuchika Takagaki					•					
	Hitoshi Ishizawa						•				
	Hitomi Kimura		•			•		•			
Director (External)	Miyuki Sakurai				•						
	Yoshinao Wada					•			•		
	Yukari Kobayashi	•	•	•			•		•		•
	Mayumi Nishi					•					
Corporate Auditor (Inside)	Kenji Kuwabara		•			•					
	Hirotsugu Ito						•				
Corporate Auditor (Outside)	Tsuyoshi Kondo				•						•
	Hiroharu Hara			•							

(Note) The above list does not represent all of the expertise and experience Directors and Audit & Supervisory Board Members have.

Corporate Governance System



Nominating Committee

- **Roles:** In response to inquiries by the Board of Directors, the Nominating Committee deliberates on matters concerning the appointment and dismissal, etc., of Directors and Audit & Supervisory Board Members, and then reports back to the Board of Directors with the results of its deliberations.
- **Committee Members (as of April 2023)**
 Committee Chairman: Yukio Sugiura (External Director)
 Inside Committee Member: Shigenobu Maekawa (Representative Director, Chairman)
 External Committee Member: Miyuki Sakurai (External Director)

Remuneration Committee

- **Roles:** In response to inquiries by the Board of Directors, the Remuneration Committee deliberates on matters concerning proposals for a general meeting of shareholders with respect to the remuneration for Directors and Audit & Supervisory Board Members, and then reports back to the Board of Directors with the results of its deliberations. Additionally, the Remuneration Committee, being duly delegated by the Board of Directors, deliberates and decides on the details of each Director's remuneration, etc.
- **Committee Members (as of April 2023)**
 Committee Chairman: Yukio Sugiura (External Director)
 Inside Committee Member: Shigenobu Maekawa (Representative Director, Chairman)
 External Committee Member: Miyuki Sakurai (External Director)