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(Stock Exchange Code 4516) June 5, 2019

To Shareholders with Voting Rights:

Shigenobu Maekawa President Nippon Shinyaku Co., Ltd. 14, Nishinosho-Monguchi-cho, Kisshoin, Minami-ku, Kyoto, Japan

NOTICE OF

THE 156TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially invited to attend the 156th Annual General Meeting of Shareholders of Nippon Shinyaku Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights either by mail or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders 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 26, 2019, Japan time, or access the website for exercising voting rights (https://evote.tr.mufg.jp/) and input your vote for or against the proposal.

1. Date and Time: Thursday, June 27, 2019 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

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company's

156th Fiscal Year (April 1, 2018 - March 31, 2019) 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 156th Fiscal Year

(April 1, 2018 - March 31, 2019)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus **Proposal 2:** Election of 12 Directors

Proposal 3: Election of 2 Audit & Supervisory Board Members

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Should the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements and the Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company's website (http://www.nippon-shinyaku.co.jp/).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Our policy on reasonable returning profits to shareholders is aiming to increase dividend per share by increasing EPS (basic earnings per share).

Under our basic policy to maximize corporate value, the Company strives to further strengthen its business foundations by bolstering R&D to expand the pipeline for product development, while taking balance between retaining earnings to enable it to make investments necessary to maintain a corporate position to withstand increasingly competitive conditions and returning profits.

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:

¥41 per share of common stock of the Company

Total amount: ¥2,761,518,879

Together with the interim dividend of \u29 per share, the annual dividend will be \u270 per share.

(3) Effective Date of Distribution of Retained Earnings:

Friday, June 28, 2019

Proposal 2: Election of 12 Directors

The terms of office of all 10 Directors, including 3 External Directors, will expire at the conclusion of this year's Annual General Meeting of Shareholders. In order to promote future business expansion and further strengthen our management structure, we propose to increase the number of Directors by 2 (including 1 External Director) and elect 12 Directors in total.

The candidates are as follows:

No.	Name		Current positions at the Company	Tenure of office	Attendance at Board of Directors meetings	Significant concurrent positions
1	Shigenobu Maekawa	Reappointment	President	14	100% (12/12)	
2	Akira Matsuura	Reappointment	Managing Director, General Manager,Research & Development	9	100% (12/12)	
3	Hitoshi Saito	Reappointment	Director, General Manager, Resource Procurement, Production & Assurance	5	100% (12/12)	
4	Kenro Kobayashi	Reappointment	Director, General Manager, Functional Food	4	100% (12/12)	
5	Shouzou Sano	Reappointment	Director, General Manager, Sales and Marketing	4	100% (12/12)	
6	Takashi Takaya	Reappointment	Director, General Manager, Administration	1	100% (10/10)	
7	Takanori Edamitsu	Reappointment	Director, General Manager, Business Management	1	100% (10/10)	
8	Toru Nakai	New candidate	General Manager, Global Business Division	_	_	
9	Yukio Sugiura	Reappointment External Independent	External Director	6	100% (12/12)	
10	Hitoshi Sakata	Reappointment External Independent	External Director	6	100% (12/12)	Partner, Oike Law Office Outside Audit & Supervisory Board Member of KYOCERA Corporation
11	Miyuki Sakurai	Reappointment External Independent	External Director	2	100% (12/12)	Joint Owner, Hanamizuki Law Office
12	Yoshinao Wada	New candidate External Independent	_	_	_	Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital

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	Shigenobu Maekawa (January 18, 1953)	April 1976 Joined the Company March 1992 Transfer to Japan Federation of Employers' Associations April 2002 Department Manager, Corporate Planning Department, Corporate Strategy Office April 2004 Corporate Officer June 2005 Director, Corporate Planning, Finance & Accounting, and Information system, and Department Manager, Corporate Planning Department June 2006 Managing Director April 2007 General Manager, Corporate Planning, Finance & Accounting, and Information system June 2007 President (current position) [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, and President (current position) from 2007. The Company nominates him for Director as he has a wealth of experience and broad insight as a business manager and he has been fully demonstrating leadership as a member of the management team of the Company.	51,900
2	Akira Matsuura (March 1, 1953)	April 1988 Joined the Company April 2004 Department Manager, Chemical Research Department, Discovery Research Labs., Research & Development Development Manager, Discovery Research Labs., Medicine Development Center, Research & Development Development Center, Research & Development Development Center, Research & Development Director, General Manager, Research & Development; Head of Research & Development Division (current position) June 2010 Director, General Manager, Research & Development; Head of Research & Development Division (current position) June 2016 Managing Director (current position) [Reasons for the nomination for Director] After joining the Company in 1988, Dr. Akira Matsuura assumed positions including Department Manager, Chemical Research Department, Discovery Research Laboratories from 2004, Department Manager, Discovery Research Labs., Medicine Development Center from 2007, Department Manager, Discovery Research Labs., Research & Development Division from 2008, Director in charge of Research and Development (current position) from 2010, and Managing Director (current position) from 2016. The Company nominates him for Director as he has a wealth of business experience in research and development and broad insight into such field.	12,800

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	Hitoshi Saito (August 25, 1955)	April 1978 July 2005 Department Manager, Sourcing & Purchasing Department, Manufacturing Management & Material Procurement Center Department Manager, R&D Administration Department, R&D Administration Division, Research & Development April 2010 Corporate Officer; Head of R&D Administration Division, Research & Development June 2014 Director, General Manager, Resource Procurement, Production & Assurance (current position) [Reasons for the nomination for Director] After joining the Company in 1978, Mr. Hitoshi Saito assumed positions including Department Manager, Sourcing & Purchasing Department, Manufacturing Management & Material Procurement Center from 2005, Department Manager, R&D Administration Department from 2008, and Director in charge of Resource Procurement, Production & Assurance (current position) from 2014. The Company nominates him for Director as he has a wealth of business experience in supply chain and reliability assurance and broad insight into such field.	5,500
4	Kenro Kobayashi (May 26, 1958)	April 1982 Joined the Company April 2007 Department Manager, Kyoto Branch Office, Sales and Marketing April 2010 Corporate Officer; Department Manager, Nagoya Branch Office, Sales Promotion Division, Sales and Marketing April 2013 Corporate Officer; Head of Kinki Tokai Division, Sales and Marketing April 2015 Corporate Officer; Deputy Head of Functional Food Division June 2015 Director, General Manager, Functional Food; Head of Functional Food Division (current position) [Reasons for the nomination for Director] After joining the Company in 1982, Mr. Kenro Kobayashi assumed positions including Department Manager of Kyoto Branch Office from 2007, Department Manager of Nagoya Branch Office from 2010, Head of Kinki Tokai Division from 2013, and Director in charge of Functional Food (current position) from 2015. The Company nominates him for Director as he is effectively utilizing his wealth of business experience in sales division of medical products and broad insight into functional food division.	5,000

No.	Name (Date of birth)	Past 6	experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
5	Shouzou Sano (July 14, 1960)	After joining the Department Ma Osaka Branch C in charge of Sonominates him	Joined the Company Department Manager, Saitama Branch Office, Sales and Marketing Corporate Officer; Department Manager, Osaka Branch Office, Sales Promotion Division, Sales and Marketing Corporate Officer; Head of Tokyo Area Division, Sales and Marketing Corporate Officer; Head of Sales and Marketing Director, General Manager, Sales and Marketing; Head of Sales and Marketing Divison(current position) e nomination for Director] e Company in 1984, Mr. Shouzou Sano assumed positions including mager of Saitama Branch Office from 2008, Department Manager of Office from 2010, Head of Tokyo Area Division from 2013, Director ales and Marketing (current position) from 2015. The Company for Director as he has a wealth of business experience in sales lical products and broad insight into such field.	6,000
6	April 1984 Joined the Company April 2005 Department Manager, Marketing Department, Sales and Marketing April 2009 Department Manager, Marketing Department, Sales and Marketing Planning Division, Sales and Marketing Planning Division, Sales and Marketing April 2010 Department Manager, Marketing and Planning Department, Sales and Marketing Planning Division, Sales and Marketing April 2011 Head of Sales and Marketing Planning Division, Sales and Marketing April 2012 Corporate Officer; Head of Sales and Marketing Planning Division, Sales and Marketing June 2018 Director, General Manager, Administration (current position) [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 2010, Head of Sales and Marketing Planning Division from 2011 and Director in charge of Administration (current position) from 2018. The Company nominates him for Director as he has a wealth of business experience and broad insight into such field.		3,900	

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
7	Takanori Edamitsu (August 8, 1963)	April 1989 Joined the Company August 2011 Department Manager, Corporate Planning Department April 2013 Corporate Officer; Department Manager, Corporate Planning Department June 2018 Director, General Manager, Business Management (current position) [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 (current position) from 2018. The Company nominates him for Director as he has a wealth of experience in corporate planning and broad insight into such field.	3,300
8	New candidate Toru Nakai (December 23, 1971)	April 1995 Joined the Company April 2016 Department Manager, Business Planning Department April 2018 Transfer to U.S. subsidiary NS Pharma, Inc. April 2019 General Manager, Global Business Division, Attached to Global Business Division (NS Pharma, Inc.) (current position) [Reasons for the nomination for Director] After joining the Company in 1995, Mr. Toru Nakai assumed positions including Manager, Business Planning Section, Business Planning Department from 2013 and Department Manager, Business Planning Department from 2016. Further, in 2018, he was transferred to U.S. subsidiary NS Pharma, Inc., where he has been serving as Vice President, US Business Planning. The Company nominates him for Director as he has a wealth of experience in global business and broad insight into such field	3,400

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	
	, i	and significant concurrent positions	Company held
	Candidate for External Director	January 1988 Professor, Institute for Chemical Research, Kyoto University March 1998 Guest professor, Pharmaceutical Department, The University of Manchester	
	Candidate for Independent Director	April 1998 Director, Institute for Chemical Research, Kyoto University April 2005 Emeritus professor, Kyoto University (current position) April 2005 President, The Pharmaceutical Society of Japan April 2007 Specially appointed professor, Faculty of Pharmaceutical Sciences, Doshisha Women's College of Liberal Arts	
0		June 2013 External Director (current position)	1,600
9	Yukio Sugiura (February 3, 1942)	[Service period as External Director of the Company] He will have served as External Director for 6years at the conclusion of this General Meeting of Shareholders.	
		[Significant concurrent position] None	
		[Reasons for the nomination for External Director] The Company nominates Dr. Yukio Sugiura 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 pharmacologist.	
	Candidate for External Director Candidate for Independent Director	April 1985 Registered with Kyoto Bar Association December 1989 Joined Inoue Sakata Law Office July 1995 Partner, Oike Law Office (current position) April 1998 Vice President, Kyoto Bar Association February 2010 Guest researcher, Faculty of Law, University of Cambridge April 2011 Professor, Doshisha Law School, Graduate School of Doshisha University June 2013 External Director (current position) June 2016 Outside Audit & Supervisory Board Member of KYOCERA Corporation (current position)	1,600
10	Hitoshi Sakata (January 22, 1953)	[Service period as External Director of the Company] He will have served as External Director for 6years at the conclusion of this General Meeting of Shareholders.	1,000
		[Significant concurrent positions] Partner, Oike Law Office Outside Audit & Supervisory Board Member of KYOCERA Corporation	
		[Reasons for the nomination for External Director] The Company nominates Mr. Hitoshi Sakata 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 lawyer.	

No.	Name (Date of birth)	Past exp	perience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
	Candidate for External Director Candidate for Independent Director	April 1992 April 1992 April 1992 May 2003 March 2015 April 2016 June 2017	Completed training program at Legal Training and Research Institute of Japan Registered with Osaka Bar Association Joined Nishimura Law and Accounting Office Joint Owner, Hanamizuki Law Office (current position) Auditor, Nissay Life Foundation (current position) Auditor, Osaka University (current position) External Director (current position)	. 5
11	Miyuki Sakurai (December 15, 1964)	[Service period as She will have serve Meeting of Shareh [Significant concu Joint Owner, Hana	100	
		The Company no offering advice to based on her expen	omination for External Director] ominates Ms. Miyuki Sakurai for External Director, as she is the management of the Company from a practical perspective rtise and insight from an independent standpoint as a lawyer.	
	New candidate Candidate for External Director Candidate for Independent Director	July 1975 November 1981 October 1989 April 1991	Joined Osaka University Hospital Department of Maternal Medicine, Osaka Medical Center for Maternal and Child Health Obtained the degree of Doctor of Medicine (Osaka University) Department Manager, Department of Molecular Medicine, Research Institute, Osaka Medical Center for Maternal and Child Health	
	Yoshinao Wada (December 25, 1950)	April 1998 April 2011 April 2014	Director, Research Institute, Osaka Medical Center for Maternal and Child Health Department Manager, Department of Maternal Medicine; Director, Research Institute; Osaka Medical Center for Maternal and Child Health Chief Department Manager, Department of Maternal Medicine;	
12		April 2016 April 2017	Director, Research Institute; Osaka Medical Center for Maternal and Child Health Part-time physician, Department of Maternal Medicine, Osaka Medical Center for Maternal and Child Health Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital (current position)	0
		April 2018 [Significant concu Part-time physicia Children's Hospita	an, Department of Maternal Medicine, Osaka Women's and	
		The Company non to offer advice to the	omination for External Director] ninates Dr. Yoshinao Wada for External Director, as he is expected the management of the Company from a practical perspective based and insight from an independent standpoint as a physician.	

(Notes)

- 1.
- There are no special interests between each candidate and the Company.

 The Company stipulates Criteria of Independence for Independent Outside Officers (see page 13). The Company's website "Corporate Governance Basic Policy" (http://www.nippon-shinyaku.co.jp/english/img/company_profile/CorporateGovernanceBasicPolicy_December17_2018.pdf).

 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 Company has entered,

 - pursuant to Article 427, Paragraph 1 of the same Act, into an agreement with Dr. Yukio Sugiura, Mr. Hitoshi Sakata and Ms. Miyuki Sakurai 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 the appointment of Dr. Yoshinao Wada is approved, the Company will enter into the same limited liability agreement with him.
- (2) The Company has designated Dr. Yukio Sugiura, Mr. Hitoshi Sakata and Ms. Miyuki Sakurai 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. If the appointment of Dr. Yoshinao Wada is approved, the Company will designate him as independent director and report the designation to the Tokyo Stock Exchange.

Proposal 3: Election of 2 Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Tomoyuki Oota and Kazuhiro Imai 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)

	(Reference) The composition of the readit & 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
-	Hideya Mukai		Standing Audit & Supervisory Board Member	3	100% (12/12)	100% (17/17)	
1	Morio Matsuura	New candidate	Associate Division Manager, Sales and Marketing Planning Division, Sales and Marketing	_		-	
_	Tsuyoshi Kondo	External Independent	Outside Audit & Supervisory Board Member	3	91.7% (11/12)		President of Kondo Law Office Outside Director, Senshu Electric Co., Ltd.
2	Sumitaka Maruyama	New candidate External Independent	_	_	-		Outside Audit & Supervisory Board Member, UNITIKA LTD. (scheduled)

No.	Name	Past experience, positions at the Company	Number of shares of the
1,0.	(Date of birth)	and significant concurrent positions	Company held
1	Morio Matsuura (December 10, 1959)	April 1983 Joined the Company April 2013 Department Manager, Keiji/Hokuriku Branch Office, Kinki Tokai Division, Sales and Marketing April 2015 Department Manager, Osaka Branch Office, West Japan Division, Sales and Marketing April 2017 Department Manager, Kitakanto/Koshin-etsu Branch Office, Sales and Marketing April 2019 Associate Division Manager, Sales and Marketing Planning Division, Sales and Marketing (current position) [Reasons for the nomination for Audit & Supervisory Board Member] After joining the Company in 1983, Mr. Morio Matsuura assumed positions including Section Manager of Takasaki Branch Office from 2007, Section Manager of Yokohama Branch Office from 2010, Department Manager of Tama Sales Office of Tokyo Branch Office from 2011, Department Manager of Keiji/Hokuriku Branch Office from 2013, Department Manager of Osaka Branch Office from 2015 and Department Manager of Kitakanto/Koshin-etsu Branch Office from 2017. The Company nominates him for Audit & Supervisory Board Member based on a belief that he has adequate experience and ability required for an Audit & Supervisory Board Member of the Company.	3,800
2	New candidate Candidate for Outside Audit & Supervisory Board Member Candidate for Independent Audit & Supervisory Board Member Sumitaka Maruyama (January 29, 1956)	April 1974 Assigned to Osaka Regional Taxation Bureau July 2008 District Director, Nishinari Tax Office July 2009 Director, Second Human Resources Div., Management & Coordination Dept., Osaka Regional Taxation Bureau July 2014 Deputy Assistant Regional Commissioner, First Taxation Dept., Osaka Regional Taxation Bureau July 2015 Assistant Regional Commissioner, First Taxation Dept., Osaka Regional Taxation Bureau August 2016 Registered as Licensed Tax Accountant June 2019 Outside Audit & Supervisory Board Member , UNITIKA LTD. (scheduled) [Significant concurrent positions] Outside Audit & Supervisory Board Member, UNITIKA LTD. (scheduled) [Reasons for the nomination for Outside Audit & Supervisory Board Member] The Company nominates Mr. Sumitaka Maruyama for Outside Audit & Supervisory Board Member as he is expect to offer advice for the soundness and transparency of the Company's corporate management and for the enhancement of compliance based	0

(Notes)

- 1. There are no special interests between each candidate and the Company.
- 2. The Company stipulates Criteria of Independence for Independent Outside Officers (see page 13). The Company's website "Corporate Governance Basic Policy" (http://www.nipponshinyaku.co.jp/english/img/company_profile/CorporateGovernanceBasicPolicy_December17_2018.pdf)
 Candidate for Outside Audit & Supervisory Board Member Sumitaka Maruyama in this proposal meets the criteria. Other matters concerning the candidates for Outside Audit & Supervisory Board Member are as follows:
 - (1) If Mr. Sumitaka Maruyama is elected, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with him to limit maximum amount of his liability prescribed in the Article 423, Paragraph 1 of the same Act, to be the amount set forth as minimum liability in Article 425, Paragraph 1 of the same Act.
 - (2) If Mr. Sumitaka Maruyama is elected, the Company will designate him as independent audit & supervisory board member stipulated by the Tokyo Stock Exchange and report such designation to the Exchange.

Criteria for judgment of independence

Outside executives (External Directors and Outside Audit & Supervisory Board Members) and other candidates that do not come under any of the following categories shall be considered by the Company to have an adequate degree of independence.

- (1) Current or past executive officers of the Company (including subsidiaries; likewise hereafter)
- (2) Major trading partners of the Company, or their executive officers
- (3) Parties for which the Company is a major transaction partner, or their executive officers
- (4) Consultants, accountancy specialists or legal experts (in the case of corporations, associations and other groups, those who belong to such groups) who receive large sums of money or other assets from the Company in forms other than executive compensation
- (5) Major shareholders of the Company or their executive officers
- (6) Parties who receive significant monetary donations from the Company (in the case of corporations, associations and other groups, executive officers of such groups)
- (7) Any close relative(s) of those specified in (1) to (6) who is a significant party

* Notes

- (1) (6) "Executive officers" above refers to executive directors, executive corporate officers or any other individuals or employees with equivalent status
- (2) "Major trading partners of the Company" refers to any trading partner who has accounted for more than 2% of consolidated sales of the Company by transaction amount over the most recent business year
- (3) "Parties for which the Company is a major transaction partner" refers to any trading partner for which the Company is deemed important; that is, the Company has accounted for more than 2% of its consolidated sales by transaction amount over the most recent business year
- (4) and (6) "Large sums" refers to sums in excess of ¥10 million or exceeding 2% of consolidated sales or total revenues of the party in question
- (5) "Major shareholders of the Company" means shareholders holding at least 10% of the total voting rights
- (7) "Significant party" means executive officers of general manager grade or higher, and "close relatives" refers to spouse or family members in second degree