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(Stock Exchange Code: 4516)
June 7, 2022

To Shareholders with Voting Rights:

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

**NOTICE OF
THE 159TH 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 159th 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 do not attend the meeting, you can exercise your voting rights either by postcard or via the Internet, so please prioritize your own health. 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 Tuesday, June 28, 2022, 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:** Wednesday, June 29, 2022 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 159th Fiscal Year (April 1, 2021 - March 31, 2022) 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 159th Fiscal Year (April 1, 2021 - March 31, 2022)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Partial Amendments to the Articles of Incorporation
 - Proposal 3:** Election of 12 Directors

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Disclosure via the Internet

- 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 (<https://www.nippon-shinyaku.co.jp/>).

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%.

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 building an organization framework adapted to the development of global business, and 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:
¥59 per share of common stock of the Company
Total amount: ¥3,973,829,950
Together with the interim dividend of ¥51 per share, the annual dividend will be ¥110 per share.
- (3) Effective Date of Distribution of Retained Earnings:
Thursday, June 30, 2022

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 16, Paragraph 1 provides that information contained in the reference materials for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the internet disclosure of the reference materials for the general meeting of shareholders, etc. (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
Chapter III. General Meetings of Shareholders <u>(Internet Disclosure of Reference Materials for the General Meeting of Shareholders, Etc.)</u> Article 16 The Company may, when convening a <u>general meeting of shareholders, disclose information pertaining to matters to be described or indicated in the reference materials for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u>	Chapter III. General Meetings of Shareholders <Deleted>

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="391 210 611 237"><Newly established></p> <p data-bbox="391 600 611 627"><Newly established></p>	<p data-bbox="821 210 1243 237"><u>(Measures for Electronic Provision, Etc.)</u></p> <p data-bbox="821 241 1410 394"><u>Article 16 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference materials for the general meeting of shareholders, etc. electronically.</u></p> <p data-bbox="874 398 1410 589"><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> <p data-bbox="821 593 1109 620"><u>(Supplementary provisions)</u></p> <p data-bbox="821 624 1410 846"><u>1. The amendment of Article 16 of the Articles of Incorporation shall come into effect effective from September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u></p> <p data-bbox="821 851 1398 1072"><u>2. Notwithstanding the provisions of the preceding paragraph, Article 16 (Internet Disclosure of Reference Materials for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held by the end of February, 2023.</u></p> <p data-bbox="821 1077 1410 1232"><u>3. These supplementary provisions shall be deleted as of March 1, 2023, or three months have elapsed from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 3: 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	<input type="checkbox"/> Reappointment Shigenobu Maekawa	Chairman	17	100% (13/13)	
2	<input type="checkbox"/> Reappointment Toru Nakai	President	3	100% (13/13)	
3	<input type="checkbox"/> Reappointment Shouzou Sano	Managing Director, General Manager, Sales and Marketing	7	100% (13/13)	
4	<input type="checkbox"/> Reappointment Takashi Takaya	Director, General Manager, Personnel, General Affairs, Risk Management, Compliance & Digital Transformation	4	100% (13/13)	
5	<input type="checkbox"/> Reappointment Takanori Edamitsu	Director, General Manager, Business Management, & Sustainability	4	100% (13/13)	
6	<input type="checkbox"/> Reappointment Kazuchika Takagaki	Director, General Manager, Research & Development	1	100% (11/11)	
7	<input type="checkbox"/> Reappointment Hitoshi Ishizawa	Director, General Manager, Functional Food	1	100% (11/11)	
8	<input type="checkbox"/> Reappointment Hitomi Kimura	Director, General Manager, Resource Procurement, Production & Assurance	1	100% (11/11)	
9	<input type="checkbox"/> Reappointment <input type="checkbox"/> External <input type="checkbox"/> Independent Yukio Sugiura	External Director	9	100% (13/13)	
10	<input type="checkbox"/> Reappointment <input type="checkbox"/> External <input type="checkbox"/> Independent Miyuki Sakurai	External Director	5	100% (13/13)	Joint Owner, Hanamizuki Law Office Member of the Board, NIPPON SHOKUBAI CO., LTD.
11	<input type="checkbox"/> Reappointment <input type="checkbox"/> External <input type="checkbox"/> Independent Yoshinao Wada	External Director	3	100% (13/13)	Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital
12	<input type="checkbox"/> Reappointment <input type="checkbox"/> External <input type="checkbox"/> Independent Yukari Kobayashi	External Director	1	100% (11/11)	Representative Partner, Amanda Life Consulting LLC. Outside Director, Panasonic Connect Co., Ltd.

(Reference)

The composition of the Audit & Supervisory Board

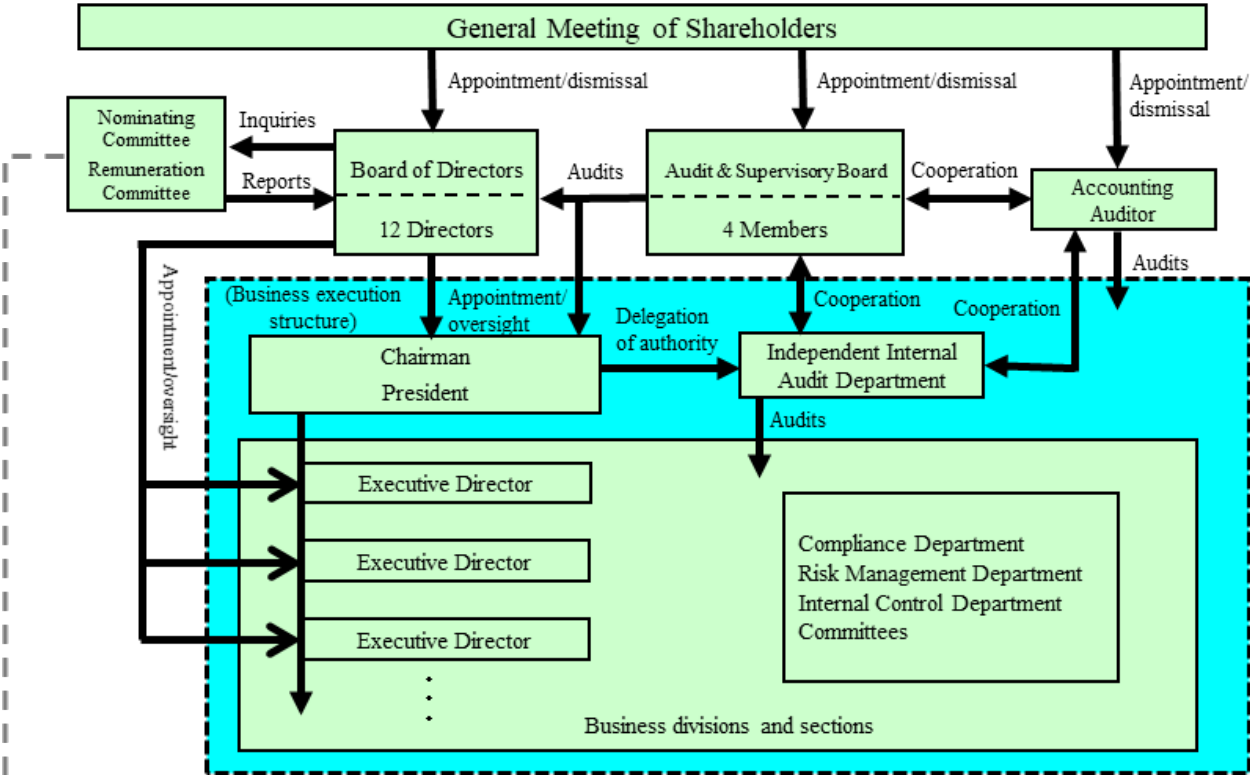
Name	Current positions at the Company	Tenure of office	Attendance at Board of Directors meetings	Attendance at Audit & Supervisory Board meetings	Significant concurrent positions		
Morio Matsuura	Standing Audit & Supervisory Board Member	3	100% (13/13)	100% (15/15)			
Kenji Kuwabara	Standing Audit & Supervisory Board Member	2	100% (13/13)	100% (15/15)			
<table border="1"><tr><td>Outside</td></tr><tr><td>Independent</td></tr></table> Tsuyoshi Kondo	Outside	Independent	Outside Audit & Supervisory Board Member	6	100% (13/13)	100% (15/15)	President, Kondo Law Office Outside Director, Senshu Electric Co., Ltd.
Outside							
Independent							
<table border="1"><tr><td>Outside</td></tr><tr><td>Independent</td></tr></table> Sumitaka Maruyama	Outside	Independent	Outside Audit & Supervisory Board Member	3	100% (13/13)	100% (15/15)	President, Sumitaka Maruyama Accounting Office Outside Auditor UNITIKA LTD.
Outside							
Independent							

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)	Yukio Sugiura					•					
	Miyuki Sakurai				•						
	Yoshinao Wada					•		•			
	Yukari Kobayashi	•	•	•			•	•			•
Corporate Auditor (Inside)	Morio Matsuura						•				
	Kenji Kuwabara		•			•					
Corporate Auditor (Outside)	Tsuyoshi Kondo				•						•
	Sumitaka Maruyama			•				•			

(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 2022)**
 Committee Chairman: Yukio Sugiura (External Director)
 Inside Committee Member: Shigenobu Maekawa (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 2022)**
 Committee Chairman: Yukio Sugiura (External Director)
 Inside Committee Member: Shigenobu Maekawa (Chairman)
 External Committee Member: Miyuki Sakurai (External Director)

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;"><u>Reappointment</u></p> <p>Shigenobu Maekawa (January 18, 1953)</p> <p>Tenure of office: 17 years</p> <p>Attendance at Board of Directors meetings: 100% (13/13)</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 President</p> <p>June 2021 Chairman (current position)</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>	52,900
2	<p style="text-align: center;"><u>Reappointment</u></p> <p>Toru Nakai (December 23, 1971)</p> <p>Tenure of office: 3 years</p> <p>Attendance at Board of Directors meetings: 100% (13/13)</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 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>	10,100

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
3	<p><u>Reappointment</u></p> <p>Shouzou Sano (July 14, 1960)</p> <p>Tenure of office: 7 years</p> <p>Attendance at Board of Directors meetings: 100% (13/13)</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>	6,700
4	<p><u>Reappointment</u></p> <p>Takashi Takaya (November 13, 1960)</p> <p>Tenure of office: 4 years</p> <p>Attendance at Board of Directors meetings: 100% (13/13)</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>	4,600

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
5	<p><u>Reappointment</u></p> <p>Takanori Edamitsu (August 8, 1963)</p> <p>Tenure of office: 4 years</p> <p>Attendance at Board of Directors meetings: 100% (13/13)</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>	4,100
6	<p><u>Reappointment</u></p> <p>Kazuchika Takagaki (November 15, 1961)</p> <p>Tenure of office: 1 year</p> <p>Attendance at Board of Directors meetings: 100% (11/11)</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>	3,200

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
7	<p><u>Reappointment</u></p> <p>Hitoshi Ishizawa (September 18, 1961)</p> <p>Tenure of office: 1 year</p> <p>Attendance at Board of Directors meetings: 100% (11/11)</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>	4,500
8	<p><u>Reappointment</u></p> <p>Hitomi Kimura (September 2, 1961)</p> <p>Tenure of office: 1 year</p> <p>Attendance at Board of Directors meetings: 100% (11/11)</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>	1,500

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
9	<p style="text-align: center;"> Reappointment External Independent </p> <p>Yukio Sugiura (February 3, 1942)</p> <p>Tenure of office: 9 years</p> <p>Attendance at Board of Directors meetings: 100% (13/13)</p>	<p>January 1988 Professor, Institute for Chemical Research, Kyoto University</p> <p>March 1998 Guest professor, Pharmaceutical Department, The University of Manchester</p> <p>April 1998 Director, Institute for Chemical Research, Kyoto University</p> <p>April 2005 Emeritus professor, Kyoto University (current position)</p> <p>April 2005 President, The Pharmaceutical Society of Japan</p> <p>April 2007 Specially appointed professor, Faculty of Pharmaceutical Sciences, Doshisha Women's College of Liberal Arts</p> <p>June 2013 Director, the Company (current position)</p> <p>[Service period as External Director of the Company] He will have served as External Director for 9 years at the conclusion of this General Meeting of Shareholders.</p> <p>[Significant concurrent position] None</p> <p>[Reasons for the nomination for External Director and outline of expected roles] 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.</p>	2,000
10	<p style="text-align: center;"> Reappointment External Independent </p> <p>Miyuki Sakurai (December 15, 1964)</p> <p>Tenure of office: 5 years</p> <p>Attendance at Board of Directors meetings: 100% (13/13)</p>	<p>April 1992 Completed training program at Legal Training and Research Institute of Japan</p> <p>April 1992 Registered with Osaka Bar Association</p> <p>April 1992 Joined Nishimura Law and Accounting Office</p> <p>May 2003 Joint Owner, Hanamizuki Law Office (current position)</p> <p>March 2015 Auditor, Nissay Life Foundation (current position)</p> <p>April 2016 Auditor, Osaka University (current position)</p> <p>June 2017 Director, the Company (current position)</p> <p>June 2020 Member of the Board, NIPPON SHOKUBAI CO., LTD. (current position)</p> <p>[Service period as External Director of the Company] She will have served as External Director for 5 years at the conclusion of this General Meeting of Shareholders.</p> <p>[Significant concurrent positions] Joint Owner, Hanamizuki Law Office Member of the Board, NIPPON SHOKUBAI CO., LTD.</p> <p>[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>	400

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="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: 3 years</p> <p data-bbox="183 873 422 996">Attendance at Board of Directors meetings: 100% (13/13)</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 1300 537">April 1998 Director, Research Institute, Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="430 537 1300 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 1300 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 1284 772">April 2016 Part-time physician, Department of Maternal Medicine, Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="430 772 1284 828">April 2017 Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital (current position)</p> <p data-bbox="430 828 1109 862">April 2018 Visiting Professor, Yokohama City University</p> <p data-bbox="430 862 1061 896">June 2019 Director, the Company (current position)</p> <p data-bbox="430 929 1300 1019">[Service period as External Director of the Company] He will have served as External Director for 3 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 1300 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>	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>Yukari Kobayashi (April 17, 1963)</p> <p>Tenure of office: 1 year</p> <p>Attendance at Board of Directors meetings: 100% (11/11)</p> <p>Reappointment External Independent</p>	<p>June 1987 Joined IBM Japan, Ltd.</p> <p>July 2002 General Manager, Overall Management, IBM Japan, Ltd.</p> <p>January 2007 Executive Director, IBM Japan, Ltd.</p> <p>January 2007 Executive Officer, IBM Business Consulting Services KK</p> <p>March 2016 Joined Mercer Japan Ltd.</p> <p>March 2016 In charge of Growth Strategy; General Manager, President's Office, Mercer Japan Ltd.</p> <p>January 2018 Director, Mercer Investment Solutions Ltd.</p> <p>February 2018 COO, Mercer Japan Ltd.</p> <p>July 2018 Joined Microsoft Japan Co., Ltd.</p> <p>September 2018 Corporate Officer; General Manager, Corporate Strategy Management Division; General Manager, President's Office, Microsoft Japan Co., Ltd.</p> <p>March 2020 Representative Partner, Amanda Life Consulting LLC. (current position)</p> <p>June 2021 Director, the Company (current position)</p> <p>January 2022 Executive Advisor, Panasonic Corporation, Connected Solutions Company (currently Panasonic Connect Co., Ltd.)</p> <p>April 2022 Outside Director, Panasonic Connect Co., Ltd. (current position)</p> <p>[Service period as External Director of the Company] She will have served as External Director for 1 year at the conclusion of this General Meeting of Shareholders.</p> <p>[Significant concurrent positions] Representative Partner, Amanda Life Consulting LLC. Outside Director, Panasonic Connect Co., Ltd.</p> <p>[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>	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 (see the next page). The Company's website "Corporate Governance Basic Policy" (https://www.nippon-shinyaku.co.jp/file/download.php?file_id=5828). 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 Dr. Yukio Sugiura, Ms. Miyuki Sakurai, Dr. Yoshinao Wada, and Ms. Yukari Kobayashi 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.
 - (2) The Company has designated Dr. Yukio Sugiura, Ms. Miyuki Sakurai, Dr. Yoshinao Wada, and Ms. Yukari Kobayashi 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.
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.

Criteria for judgment of independence

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