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(Stock Exchange Code: 4516)  
Date of issue: June 5, 2026

**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 163RD 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 163rd 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 163RD 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](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 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 Thursday, June 25, 2026 (JST), or access the website for exercising voting rights (See page 4) and input your vote for or against the proposal.

- 1. Date and Time:** Friday, June 26, 2026 at 10:00 A.M. (JST) (Registration is scheduled to begin at 9:15 A.M. (JST))
- 2. Place:** Auditorium of Nippon Shinyaku Co., Ltd. Head Office located at 14, Nishinosho-Monguchi-cho, Kisshoin, Minami-ku, Kyoto, Japan (See the map included in the end of this Notice)

(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 163rd Fiscal Year (April 1, 2025 - March 31, 2026) 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 163rd Fiscal Year (April 1, 2025 - March 31, 2026)

**Proposals to be resolved:**

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Election of 12 Directors

### **4. Matters Determined in Regard to the Convocation**

- If voting rights are exercised multiple times via the Internet, the final vote submitted shall be considered the valid exercise of voting rights.
- If voting rights are exercised both in writing and via the Internet, the vote submitted via the Internet shall be considered the valid exercise of voting rights.
- If there is no indication of a vote for or against a specific proposal on the Voting Rights Exercise Form, it shall be deemed as an indication of approval to that proposal.
- 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. In addition, the Audit & Supervisory Board Members and the Accounting Auditor have audited the documents to be audited, including the following matters.

[Business Report]

The following matters regarding the current status of the corporate group: "Issues to be addressed," "Trends in assets and profit and loss," "Main businesses," "Main offices and plants," "Status of employees," matters concerning the Company's shares, the following matters concerning the Company's officers: "Matters concerning outside executives," matters concerning the Accounting Auditor, matters concerning the Company's structure and policies

[Consolidated Financial Statements]

Consolidated Statement of Changes in Net Assets and Notes to the Consolidated Financial Statements

[Non-consolidated Financial Statements]

Balance Sheet, Income Statement, Non-consolidated Statements of Changes in Net Assets, and Notes to the Non-Consolidated Financial Statements

[Audit Reports]

Audit Report of the Accounting Auditor on the Consolidated Financial Statements, Audit Report of the Accounting Auditor, and Audit Report of the Audit & Supervisory Board Members

« Note »

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. This paper-based document is also delivered as the document stating matters of electronic provision measures matters provided as per request from the shareholders.

### **Voting rights methods**

You may exercise your voting rights through the following methods. Please review the attached Reference Documents for the General Meeting of Shareholders and cast your vote.

#### **If you are exercising voting rights in writing**

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it by mail.

If there is no indication of a vote for or against a specific proposal on the Voting Rights Exercise Form, it shall be deemed as an indication of approval to that proposal.

**Deadline: 5:30 P.M. (JST) on Thursday, June 25, 2026 (time of receipt)**

#### **If you are exercising voting rights over the Internet**

Please input your vote for or against each proposal following the instructions on the next page.

If voting rights are exercised multiple times via the Internet, the final vote submitted shall be considered the valid exercise of voting rights.

In addition, if voting rights are exercised both in writing and via the Internet, the vote submitted via the Internet shall be considered the valid exercise of voting rights.

**Deadline: 5:30 P.M. (JST) on Thursday, June 25, 2026**

#### **If you are attending the meeting**

Please submit the enclosed Voting Rights Exercise Form at the reception desk.

**Date and time: Friday, June 26, 2026 at 10:00 A.M. (JST) (Registration is scheduled to begin at 9:15 A.M. (JST))**

### **Details regarding exercise of voting rights via Internet**

When exercising your voting rights via the Internet, please review the following details and cast your vote by 5:30 P.M. (JST) on Thursday, June 25, 2026. Please note that if you are attending the meeting, you do not need to follow the voting procedures in writing by mail (the Voting Rights Exercise Form) or via the Internet.

### **Method of Scanning the QR Code**

You can log in to the website for exercising voting rights without inputting the login ID and temporary password printed on the side slip of the Voting Rights Exercise Form.

- 1 Please scan QR Code printed on the side slip (the right side) of the Voting Rights Exercise Form.  
\* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
- 2 Please follow the directions that appear on the screen to input your vote for or against each proposal.

### **Method of Inputting the Login ID and Temporary Password**

The website for the exercise of voting rights: <https://evote.tr.mufg.jp/>

- 1 Please access the website for exercise of voting rights.  
Click the yellow button (labeled “Proceed to the next” in Japanese)
- 2 Please enter the login ID and temporary password.  
Click the yellow button immediately to the right of the password field (labeled “login” in Japanese)
- 3 Then, enter your vote by indicating for or against according to the instructions on the screen.

Note:

You are required to bear the costs charged for access to the website for exercise of the voting rights (such as Internet access fees).

<p>Contact for Inquiry Regarding the System, etc.</p>	<p>Information for Institutional Investors</p>
<p>Securities Transfer Agency Division, Mitsubishi UFJ Trust and Banking Corporation Telephone: 0120-173-027 (Toll-free only in Japan, time for acceptance of inquiries: 9:00 A.M. (JST) to 9:00 P.M. (JST))</p>	<p>The Electronic Voting System Platform operated and managed by ICJ, Inc. is also available to exercise voting rights on the condition that prior application was made for the use of the platform.</p>

**Accepting questions in advance 【Submission period: Until 5:30 P.M. (JST) on Tuesday, June 16, 2026】**

We will be accepting questions in advance regarding the subject matters of this General Meeting of Shareholders and management of the Company.

Among the questions we received in advance, we will answer those that are likely to be of high interest to our shareholders on the day of the General Meeting of Shareholders.

Please note that we do not promise to answer all the questions we receive.

In addition, we will not be able to provide individual responses to questions that have not been answered.

<How to submit advance questions>

1. Access the question submission website

Please access via the following URL.

<https://forms.office.com/r/imHAvr6Ve8>

2. Enter your information

Please enter “Shareholder Number” and “Postal Code” printed on the Voting Rights Exercise Form.

3. Enter the question

After entering the question, please click the green button at the bottom of the screen.

**Regarding the on-demand streaming of the General Meeting of Shareholders**

The on-demand streaming of a part of this General Meeting of Shareholders will be posted on the Company’s Website at a later date.

Please access and watch via the following URL.

[https://www.nippon-shinyaku.co.jp/english/ir/ir\\_stock/smeeting.php](https://www.nippon-shinyaku.co.jp/english/ir/ir_stock/smeeting.php)

# 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 maintaining stable dividends while taking into consideration the DOE (dividend on equity) ratio.

In accordance with our basic policy of maximizing corporate value, we will work to enhance our R&D pipeline by bolstering our research and development structure, and we will strive to further strengthen our management base while balancing investment and return of profits in order to develop a corporate structure capable of withstanding increasingly intense competition.

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:  
JPY62 per share of common stock of the Company  
Total amount: JPY4,178,857,598  
Together with the interim dividend of JPY62 per share, the annual dividend will be JPY124 per share.
- (3) Effective Date of Distribution of dividends from surplus:  
Monday, June 29, 2026 (JST)



**Proposal 2: Election of 12 Directors**



The terms of office of all 12 Directors, including 4 Outside Directors, will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 12 Directors, including 4 Outside 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	21	100% (14/14)	Outside Director, KYOCERA Corporation
2	<u>Reappointment</u> Toru Nakai	Representative Director, President	7	100% (14/14)	
3	<u>Reappointment</u> Takanori Edamitsu	Director, Business Management, & Sustainability	8	100% (14/14)	
4	<u>Reappointment</u> Hitoshi Ishizawa	Director, Functional Food	5	100% (14/14)	
5	<u>Reappointment</u> Hitomi Kimura	Director, Resource Procurement, Production & Assurance	5	100% (14/14)	
6	<u>Reappointment</u> Kazuyuki Iwata	Director, Sales and Marketing	1	100% (10/10)	
7	<u>Reappointment</u> Keiichi Kuwano	Director, Research & Development	1	100% (10/10)	
8	<u>New Candidate</u> Mitsuharu Koizumi	Corporate Officer, Head of Director, Personnel, General Affairs, Risk Management, Compliance & Digital Transformation Dept. (Personnel & DX)	—	—	
9	<u>Reappointment</u> <u>Outside</u> <u>Independent</u> Yoshinao Wada	Outside Director	7	100% (14/14)	Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital
10	<u>Reappointment</u> <u>Outside</u> <u>Independent</u> Yukari Kobayashi	Outside Director	5	100% (14/14)	Representative Partner, Amanda Life Consulting LLC. Outside Director, Bridgestone Corporation CEO, JC1 LLC
11	<u>Reappointment</u> <u>Outside</u> <u>Independent</u> Mayumi Nishi	Outside Director	3	100% (14/14)	
12	<u>Reappointment</u> <u>Outside</u> <u>Independent</u> Yohtaro Hongo	Outside Director	1	100% (10/10)	

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><b>Reappointment</b></p> <p>Shigenobu Maekawa (January 18, 1953)</p> <p>Tenure of office: 21 years</p> <p>Attendance at Board of Directors meetings: 100% (14/14)</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 &amp; 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 &amp; Accounting, and Information system</p> <p>June 2007      Representative Director, President</p> <p>June 2021      Representative Director, Chairman (current position)</p> <p>June 2022      Chairman, Kyoto Employers' Association (current position)</p> <p>June 2023      Outside Director, KYOCERA Corporation (current position)</p> <p>[Significant concurrent positions] Outside Director, KYOCERA Corporation</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 &amp; 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>	65,093
2	 <p><b>Reappointment</b></p> <p>Toru Nakai (December 23, 1971)</p> <p>Tenure of office: 7 years</p> <p>Attendance at Board of Directors meetings: 100% (14/14)</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, General Manager, Global Business Division and Director in charge of Global Business from 2019, and 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>	24,237


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	 <u>Reappointment</u> Takanori Edamitsu (August 8, 1963)  Tenure of office: 8 years  Attendance at Board of Directors meetings: 100% (14/14)	April 1989      Joined the Company August 2011    Department Manager, Corporate Planning Department April 2013      Corporate Officer; Department Manager, Corporate Planning Department June 2018       Director (current position) June 2018       General Manager, Business Management April 2022       General Manager, Business Management & Sustainability (current position)  [Reasons for the nomination for Director] After joining the Company in 1989, Mr. Takanori Edamitsu assumed positions including 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.	11,344
4	 <u>Reappointment</u> Hitoshi Ishizawa (September 18, 1961)  Tenure of office: 5 years  Attendance at Board of Directors meetings: 100% (14/14)	April 1985      Joined the Company April 2013      Department Manager, Kitakanto Business Office, Kitanihon Division, Sales and Marketing April 2014      Department Manager, Cyugoku Business Office, Nishinihon Division, Sales and Marketing April 2015      Department Manager, Tokyo Business Office, East Japan Sales Division, Sales and Marketing April 2017      Department Manager, Osaka Business Office, Sales and Marketing April 2018      Corporate Officer; Department Manager, Osaka Business Office, Sales and Marketing April 2021      Corporate Officer; Department Manager, Kansai Business Office, Sales and Marketing June 2021       Director (current position) June 2021       General Manager, Functional Food; Head of Functional Food Division (current position)  [Reasons for the nomination for Director] After joining the Company in 1985, Mr. Hitoshi Ishizawa assumed positions including Department Manager of Kitakanto Business Office from 2013, Department Manager of Cyugoku Business Office from 2014, Department Manager of Tokyo Business Office from 2015, and Department Manager of Osaka Business Office from 2017. In 2021, he 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.	11,577


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	 <u>Reappointment</u> Hitomi Kimura (September 2, 1961) Tenure of office: 5 years Attendance at Board of Directors meetings: 100% (14/14)	April 1984      Joined the Company April 2015      Department Manager, Regulatory Affairs Department, Regulatory Affairs, Safety Management and Quality Assurance Division April 2020      Head of Regulatory Affairs, Safety Management and Quality Assurance Division (Marketing Supervisor-General) April 2021      Corporate Officer; Head of Regulatory Affairs, Safety Management and Quality Assurance Division (Marketing Supervisor-General) June 2021      Director (current position) June 2021      General Manager, Resource Procurement, Production & Assurance (current position)  [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.	7,277
6	 <u>Reappointment</u> Kazuyuki Iwata (November 16, 1966) Tenure of office: 1 year Attendance at Board of Directors meetings: 100% (10/10)	April 1990      Joined the Company April 2015      Department Manager, Chiba Business Office, East Japan Sales Division, Sales and Marketing April 2016      Department Manager, Yokohama Business Office, East Japan Sales Division, Sales and Marketing April 2017      Department Manager, Primary Care Products Promotion Department, Sales and Marketing Planning Division, Sales and Marketing April 2019      Department Manager, Pharmaceutical Information of Urology Department, Sales and Marketing Planning Division, Sales and Marketing April 2021      Department Manager, Kanetsu Business Office, Sales and Marketing April 2022      Department Manager, Nagoya Business Office, Sales and Marketing April 2023      Corporate Officer; Department Manager, Nagoya Business Office, Sales and Marketing June 2025      Director (current position) June 2025      General Manager, Sales and Marketing; Head of Sales and Marketing Division (current position)  [Reasons for the nomination for Director] After joining the Company in 1990, Mr. Kazuyuki Iwata assumed positions including Department Manager of Chiba Business Office from 2015, Department Manager of Yokohama Business Office from 2016, Department Manager of Primary Care Products Promotion Department from 2017, Department Manager of Pharmaceutical Information of Urology Department from 2019, Department Manager of Kanetsu Business Office from 2021, Department Manager of Nagoya Business Office from 2022, and Director in charge of Sales and Marketing (current position) from 2025. The Company nominates him for Director as he has a wealth of business experience in sales and broad insight into such field.	3,100

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
7	 <u>Reappointment</u> Keiichi Kuwano (April 18, 1967)  Tenure of office: 1 year  Attendance at Board of Directors meetings: 100% (10/10)	April 1993    Joined the Company April 2016    Department Manager, R&D Administration Department, R&D Administration Division, Research & Development June 2021    Department Manager, Discovery Research Labs., Research & Development April 2022    Corporate Officer; Department Manager, Discovery Research Labs., Research & Development June 2025    Director (current position) June 2025    General Manager, Research & Development; Head of Research & Development Division (current position)  [Reasons for the nomination for Director] After joining the Company in 1993, Mr. Keiichi Kuwano assumed positions including Department Manager of R&D Administration Department from 2016, Department Manager, Discovery Research Labs. from 2021, and Director in charge of Research & Development (current position) from 2025. The Company nominates him for Director as he has a wealth of business experience in research and development and broad insight into such field.	900
8	 <u>New Candidate</u> Mitsuharu Koizumi (July 16, 1966)  Tenure of office: –  Attendance at Board of Directors meetings: –	April 1990    Joined the Company April 2014    Department Manager, Product Marketing Department, Sales and Marketing Planning Division, Sales and Marketing April 2015    Department Manager, Marketing & Development of Urology Department, Sales and Marketing Planning Division, Sales and Marketing April 2017    Department Manager, Yokohama Business Office, Sales and Marketing April 2019    Department Manager, Nagoya Business Office, Sales and Marketing April 2020    Corporate Officer; Department Manager, Nagoya Business Office, Sales and Marketing April 2021    Corporate Officer; Head of Sales and Marketing Planning Division, Sales and Marketing April 2026    Corporate Officer; Head of Director, Personnel, General Affairs, Risk Management, Compliance & Digital Transformation Department, Personnel & DX (current position)  [Reasons for the nomination for Director] After joining the Company in 1990, Mr. Mitsuharu Koizumi assumed positions including Department Manager of Product Marketing Department from 2014, Department Manager of Urology Promotion Department from 2015, Department Manager of Yokohama Business Office from 2017, Department Manager of Nagoya Business Office from 2019, and Head of Sales and Marketing Planning Division from 2021. The Company nominates him for Director as he has a wealth of business experience and broad insight into such fields.	3,400

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
9	 <p data-bbox="226 600 386 698"> <span style="border: 1px solid black; padding: 2px;">Reappointment</span>  <span style="border: 1px solid black; padding: 2px;">Outside</span>  <span style="border: 1px solid black; padding: 2px;">Independent</span> </p> <p data-bbox="194 728 418 788">Yoshinao Wada (December 25, 1950)</p> <p data-bbox="220 817 395 878">Tenure of office: 7 years</p> <p data-bbox="188 913 427 1034">Attendance at Board of Directors meetings: 100% (14/14)</p>	<p data-bbox="438 273 986 295">July 1975      Joined Osaka University Hospital</p> <p data-bbox="438 309 1268 362">November 1981    Department of Maternal Medicine, Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="438 369 1284 392">October 1989      Obtained the degree of Doctor of Medicine (Osaka University)</p> <p data-bbox="438 398 1241 474">April 1991      Department Manager, Department of Molecular Medicine, Research Institute, Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="438 488 1295 542">April 1998      Director, Research Institute, Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="438 548 1295 624">April 2011      Department Manager, Department of Maternal Medicine; Director, Research Institute; Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="438 631 1295 707">April 2014      Chief Department Manager, Department of Maternal Medicine; Director, Research Institute; Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="438 721 1279 775">April 2016      Part-time physician, Department of Maternal Medicine, Osaka Medical Center for Maternal and Child Health</p> <p data-bbox="438 788 1279 842">April 2017      Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital (current position)</p> <p data-bbox="438 855 1109 878">April 2018      Visiting Professor, Yokohama City University</p> <p data-bbox="438 884 1056 907">June 2019      Director, the Company (current position)</p> <p data-bbox="438 936 1232 1025">[Significant concurrent positions] Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital</p> <p data-bbox="438 1057 1295 1169">[Reasons for the nomination for Outside Director and outline of expected roles] The Company nominates Dr. Yoshinao Wada for Outside 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>	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="223 609 383 705"> <u>Reappointment</u>  <u>Outside</u>  <u>Independent</u> </p> <p data-bbox="207 734 399 795">Yukari Kobayashi (April 17, 1963)</p> <p data-bbox="215 824 391 884">Tenure of office: 5 years</p> <p data-bbox="188 918 418 1041">Attendance at Board of Directors meetings: 100% (14/14)</p>	<p data-bbox="434 273 1292 851"> 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.  March 2023      Outside Director, Bridgestone Corporation (current position)  June 2023      CEO, JC1 LLC (current position) </p> <p data-bbox="434 884 997 1003"> [Significant concurrent positions]  Representative Partner, Amanda Life Consulting LLC.  Outside Director, Bridgestone Corporation  CEO, JC1 LLC </p> <p data-bbox="434 1037 1292 1182"> [Reasons for the nomination for Outside Director and outline of expected roles]  The Company nominates Ms. Yukari Kobayashi for Outside 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>	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
11	 <p data-bbox="223 604 383 705"> <span style="border: 1px solid black; padding: 2px;">Reappointment</span>  <span style="border: 1px solid black; padding: 2px;">Outside</span>  <span style="border: 1px solid black; padding: 2px;">Independent</span> </p> <p data-bbox="207 728 399 795">Mayumi Nishi (October 7, 1957)</p> <p data-bbox="215 817 391 884">Tenure of office: 3 years</p> <p data-bbox="188 907 418 1041">Attendance at Board of Directors meetings: 100% (14/14)</p>	<p data-bbox="430 268 1292 324">April 1980      Joined Department of Biology, Aichi Cancer Center Research Institute</p> <p data-bbox="430 324 1292 358">April 1980      Obtained pharmacist license</p> <p data-bbox="430 358 1292 414">April 1991      Joined Department of Anesthesiology, Kyoto Prefectural University of Medicine</p> <p data-bbox="430 414 1292 448">May 1991      Obtained medical license</p> <p data-bbox="430 448 1292 504">March 1997     Obtained the degree of Doctor of Medicine (Kyoto Prefectural University of Medicine)</p> <p data-bbox="430 504 1292 560">April 1997     Teaching Associate, Department of Anatomy I, Kyoto Prefectural University of Medicine</p> <p data-bbox="430 560 1292 616">June 1998     Lecturer, Department of Anatomy I, Kyoto Prefectural University of Medicine</p> <p data-bbox="430 616 1292 672">April 2003     Lecturer, Graduate School of Medical Science, Kyoto Prefectural University of Medicine</p> <p data-bbox="430 672 1292 772">April 2005     Assistant Professor, Department of Anatomy and Neurobiology, Graduate School of Medical Science, Kyoto Prefectural University of Medicine</p> <p data-bbox="430 772 1292 851">April 2007     Associate Professor, Department of Anatomy and Neurobiology, Graduate School of Medical Science, Kyoto Prefectural University of Medicine</p> <p data-bbox="430 851 1292 918">August 2009   Professor, Department of Anatomy and Cell Biology, Nara Medical University</p> <p data-bbox="430 918 1292 974">April 2010     Visiting Professor, Graduate School of Medical Science, Kyoto Prefectural University of Medicine</p> <p data-bbox="430 974 1292 1008">April 2023     Professor Emeritus, Nara Medical University (current position)</p> <p data-bbox="430 1008 1292 1041">June 2023     Director, the Company (current position)</p> <p data-bbox="430 1075 766 1131">[Significant concurrent position] None</p> <p data-bbox="430 1176 1292 1310">[Reasons for the nomination for Outside Director and outline of expected roles] The Company nominates Dr. Mayumi Nishi for Outside 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>	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
12	 <p>Reappointment Outside Independent</p> <p>Yohtaro Hongo (June 14, 1967)</p> <p>Tenure of office: 1 year</p> <p>Attendance at Board of Directors meetings: 100% (10/10)</p>	<p>April 1990      Joined The Sanwa Bank, Limited</p> <p>May 1995      Obtained an MBA at the Wharton School of the University of Pennsylvania</p> <p>August 1999    Investment Banking, JPMorgan Securities Japan Co., Ltd.</p> <p>May 2008      Managing Director, JPMorgan Securities Japan Co., Ltd.</p> <p>January 2023   Vice Chairman of Japan Investment Banking, JPMorgan Securities Japan Co., Ltd.</p> <p>May 2025      Retired from JPMorgan Securities Japan Co., Ltd.</p> <p>June 2025      Director, the Company (current position)</p> <p>[Significant concurrent position] None</p> <p>[Reasons for the nomination for Outside Director and outline of expected roles] The Company nominates Mr. Yohtaro Hongo for Outside Director as he is expected to offer advice to the management of the Company from a practical perspective based on his wealth of experience and broad insight acquired from his involvement in various duties at a bank and a securities firm for many years from an independent standpoint.</p>	1,600

(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 Executives. “Corporate Governance Basic Policy” (Attachment 2) on the Company’s website ([https://www.nippon-shinyaku.co.jp/file/download.php?file\\_id=8622](https://www.nippon-shinyaku.co.jp/file/download.php?file_id=8622))  
All candidates for Outside Director in this proposal meet the criteria.  
Other matters concerning the candidates for Outside 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. Yoshinao Wada, Ms. Yukari Kobayashi, Dr. Mayumi Nishi, and Mr. Yohtaro Hongo 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. Yoshinao Wada, Ms. Yukari Kobayashi, Dr. Mayumi Nishi and Mr. Yohtaro Hongo 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. The insurance premiums for all the insured are fully borne by the Company. However, liability arising from criminal acts or acts committed with the knowledge that they violate laws shall not be covered by the agreement. 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.

(Reference)

The composition of the Audit & Supervisory Board after the election

Name	Current positions at the Company	Tenure of office	Attendance at Board of Directors meetings	Attendance at Audit & Supervisory Board meetings	Significant concurrent positions
Hirotsugu Ito	Standing Audit & Supervisory Board Member	3	100% (14/14)	100% (18/18)	
Eriko Doi	Standing Audit & Supervisory Board Member	2	100% (14/14)	100% (18/18)	
Hiroharu Hara	Outside Audit & Supervisory Board Member	3	100% (14/14)	100% (18/18)	President, Hiroharu Hara Tax Accountant office
Mariko Chaki	Outside Audit & Supervisory Board Member	2	100% (14/14)	100% (18/18)	Partner, Oike Law Office Outside Director, Japan University Health Association (scheduled to assume office in June 2026)

Skills Matrix of Directors and Audit & Supervisory Board Members (Scheduled)

Category	Name	Skills and experience								
		Corporate management	Global business	Finance/ Accounting	Legal affairs/ Risk management	Research & Development	Sales/ Marketing	Personnel/ HR development	Corporate governance/ Sustainability	DX/IT
Director (Inside)	Shigenobu Maekawa	•	•	•	•				•	•
	Toru Nakai	•	•	•			•			
	Takanori Edamitsu	•		•	•				•	
	Hitoshi Ishizawa						•			
	Hitomi Kimura		•			•				
	Kazuyuki Iwata					•	•			
	Keiichi Kuwano					•				
	Mitsuharu Koizumi						•			
Director (Outside)	Yoshinao Wada					•		•		
	Yukari Kobayashi	•	•	•			•	•		•
	Mayumi Nishi					•				
	Yohtaro Hongo		•	•						
Audit & Supervisory Board Member (Inside)	Hirotsugu Ito				•		•			
	Eriko Doi				•	•				
Audit & Supervisory Board Member (Outside)	Hiroharu Hara			•						
	Mariko Chaki				•					

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