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(Stock Exchange Code: 4516)
Date of issue: June 6, 2025

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 162ND 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 162nd 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 162ND ANNUAL GENERAL MEETING OF SHAREHOLDERS” on the Company’s website on the Internet indicated below.

The Company’s website

https://www.nippon-shinyaku.co.jp/english/ir/ir_stock/smeeting.php

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

TSE website (TSE Listed Company Search)

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

If you do not attend the meeting, you can exercise your voting rights either by postcard or via the Internet, so please review the attached Reference Documents for the General Meeting of Shareholders 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 26, 2025, 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:

Friday, June 27, 2025 at 10:00 A.M. Japan time (Registration begins at 9:15 A.M.)

2. Place:

Head Office Auditorium of Nippon Shinyaku Co., Ltd. located at
14, Nishinosho-Monguchi-cho, Kisshoin, Minami-ku, Kyoto, Japan

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

3. Meeting Agenda:

- Matters to be reported:**
- 1.The Business Report, Consolidated Financial Statements for the Company's 162nd Fiscal Year (April 1, 2024 - March 31,2025) 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 162nd Fiscal Year (April 1, 2024 - March 31,2025)

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 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 officers," 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.

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 dividend on equity (DOE) 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: JPY4,177,475,990
Together with the interim dividend of JPY62 per share, the annual dividend will be JPY124 per share.
- (3) Effective Date of Distribution of Retained Earnings:
Monday, June 30, 2025

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	<div>Reappointment</div> Shigenobu Maekawa	Representative Director, Chairman	20	100% (15/15)	Chairman, Kyoto Employers' Association Outside Director, KYOCERA Corporation
2	<div>Reappointment</div> Toru Nakai	Representative Director, President	6	100% (15/15)	
3	<div>Reappointment</div> Takashi Takaya	Director, Personnel, General Affairs, Risk Management, Compliance & Digital Transformation	7	100% (15/15)	
4	<div>Reappointment</div> Takanori Edamitsu	Director, Business Management, & Sustainability	7	100% (15/15)	
5	<div>Reappointment</div> Hitoshi Ishizawa	Director, Functional Food	4	100% (15/15)	
6	<div>Reappointment</div> Hitomi Kimura	Director, Resource Procurement, Production & Assurance	4	100% (15/15)	
7	<div>New Candidate</div> Kazuyuki Iwata	Corporate Officer, Department Manager, Nagoya Business Office, Sales and Marketing	—	—	
8	<div>New Candidate</div> Keiichi Kuwano	Corporate Officer, Department Manager, Discovery Research Labs., Research & Development	—	—	
9	<div>Reappointment</div> <div>Outside</div> <div>Independent</div> Yoshinao Wada	Outside Director	6	100% (15/15)	Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital
10	<div>Reappointment</div> <div>Outside</div> <div>Independent</div> Yukari Kobayashi	Outside Director	4	100% (15/15)	Representative Partner, Amanda Life Consulting LLC. Outside Director, Panasonic Connect Co., Ltd. Outside Director, Bridgestone Corporation CEO, JC1 LLC
11	<div>Reappointment</div> <div>Outside</div> <div>Independent</div> Mayumi Nishi	Outside Director	2	100% (15/15)	
12	<div>New Candidate</div> <div>Outside</div> <div>Independent</div> Yohtaro Hongo	—	—	—	


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>Reappointment</p> <p>Shigenobu Maekawa (January 18, 1953)</p> <p>Tenure of office: 20 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1976 Joined the Company</p> <p>March 1992 Transfer to Japan Federation of Employers' Associations</p> <p>April 2002 Department Manager, Corporate Planning Department, Corporate Strategy Office</p> <p>April 2004 Corporate Officer</p> <p>June 2005 Director</p> <p>June 2005 Corporate Planning, Finance & Accounting, and Information system, and Department Manager, Corporate Planning Department</p> <p>June 2006 Managing Director</p> <p>April 2007 General Manager, Corporate Planning, Finance & Accounting, and Information system</p> <p>June 2007 Representative Director, President</p> <p>June 2021 Representative Director, Chairman (current position)</p> <p>June 2022 Chairman, Kyoto Employers' Association (current position)</p> <p>June 2023 Outside Director, KYOCERA Corporation (current position)</p> <p>[Significant concurrent positions] Chairman, Kyoto Employers' Association 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 & 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>	59,017
2	 <p>Reappointment</p> <p>Toru Nakai (December 23, 1971)</p> <p>Tenure of office: 6 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1995 Joined the Company</p> <p>April 2016 Department Manager, Business Planning Department</p> <p>April 2018 Acting General Manager, Corporate Planning (NS Pharma, Inc.)</p> <p>April 2019 General Manager, Global Business Division, Attached to Global Business Division (NS Pharma, Inc.)</p> <p>June 2019 Director</p> <p>June 2019 General Manager, Global Business; Head of Global Business Division</p> <p>June 2021 Representative Director, President (current position)</p> <p>[Reasons for the nomination for Director] After joining the Company in 1995, Mr. Toru Nakai assumed positions including Department Manager, Business Planning Department from 2016. Further, in 2018, he was transferred to U.S. subsidiary NS Pharma, Inc. (General Director, Corporate Planning of U.S. branch). In 2019, he was General Manager, Global Business Division and later became Director in charge of Global Business. He assumed the position of President (current position) from 2021. The Company nominates him for Director as he has a wealth of experience in global business and broad insight into such field and he has been fully demonstrating leadership as a member of the management team of the Company.</p>	17,487


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>Reappointment</p> <p>Takashi Takaya (November 13, 1960)</p> <p>Tenure of office: 7 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1984 Joined the Company</p> <p>April 2005 Department Manager, Marketing Department, Sales and Marketing</p> <p>April 2009 Department Manager, Marketing Department, Sales and Marketing Planning Division, Sales and Marketing</p> <p>April 2010 Department Manager, Marketing and Planning Department, Sales and Marketing Planning Division, Sales and Marketing</p> <p>April 2011 Head of Sales and Marketing Planning Division, Sales and Marketing</p> <p>April 2012 Corporate Officer; Head of Sales and Marketing Planning Division, Sales and Marketing</p> <p>June 2018 Director (current position)</p> <p>June 2018 General Manager, Administration</p> <p>April 2022 General Manager, Personnel, General Affairs, Risk Management, Compliance & Digital Transformation (current position)</p> <p>[Reasons for the nomination for Director] After joining the Company in 1984, Mr. Takashi Takaya assumed positions including Manager, Business Planning Section, Tokyo Branch Office from 1999, Section Manager, Corporate Strategy Department from 2001, Manager, Planning Section, Marketing and Planning Department from 2003, Department Manager, Marketing Department from 2005, Department Manager, Marketing and Planning Department from 2010, Head of Sales and Marketing Planning Division from 2011, and Director in charge of Administration from 2018. He assumed the new position of Director in charge of Personnel, General Affairs, Risk Management, Compliance & Digital Transformation (current position) from 2022. The Company nominates him for Director as he has a wealth of business experience and broad insight into such field.</p>	8,082
4	 <p>Reappointment</p> <p>Takanori Edamitsu (August 8, 1963)</p> <p>Tenure of office: 7 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1989 Joined the Company</p> <p>August 2011 Department Manager, Corporate Planning Department</p> <p>April 2013 Corporate Officer; Department Manager, Corporate Planning Department</p> <p>June 2018 Director (current position)</p> <p>June 2018 General Manager, Business Management</p> <p>April 2022 General Manager, Business Management & Sustainability (current position)</p> <p>[Reasons for the nomination for Director] After joining the Company in 1989, Mr. Takanori Edamitsu assumed positions including Manager, Corporate Planning Section, Corporate Planning Department from 2005, Department Manager, Corporate Planning Department from 2011, and Director in charge of Business Management from 2018. He assumed the new position of Director in charge of Business Management & Sustainability (current position) from 2022. The Company nominates him for Director as he has a wealth of experience in corporate planning and broad insight into such field.</p>	7,914


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>Hitoshi Ishizawa (September 18, 1961)</p> <p>Tenure of office: 4 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1985 Joined the Company</p> <p>April 2013 Department Manager, Kitakanto Business Office, Kitanihon Division, Sales and Marketing</p> <p>April 2014 Department Manager, Cyugoku Business Office, Nishinihon Division, Sales and Marketing</p> <p>April 2015 Department Manager, Tokyo Business Office, East Japan Sales Division, Sales and Marketing</p> <p>April 2017 Department Manager, Osaka Business Office, Sales and Marketing</p> <p>April 2018 Corporate Officer; Department Manager, Osaka Business Office, Sales and Marketing</p> <p>April 2021 Corporate Officer; Department Manager, Kansai Business 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 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 was Department Manager of Kansai Business 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>	8,214
6	 <p><u>Reappointment</u></p> <p>Hitomi Kimura (September 2, 1961)</p> <p>Tenure of office: 4 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1984 Joined the Company</p> <p>April 2015 Department Manager, Regulatory Affairs Department, Regulatory Affairs, Safety Management and Quality Assurance Division</p> <p>April 2020 Head of Regulatory Affairs, Safety Management and Quality Assurance Division (Marketing Supervisor-General)</p> <p>April 2021 Corporate Officer; Head of Regulatory Affairs, Safety Management and Quality Assurance Division (Marketing Supervisor-General)</p> <p>June 2021 Director (current position)</p> <p>June 2021 General Manager, Resource Procurement, Production & Assurance (current position)</p> <p>[Reasons for the nomination for Director] After joining the Company in 1984, Ms. Hitomi Kimura assumed positions including Department Manager, Regulatory Affairs Department from 2015 and Head of Regulatory Affairs, Safety Management and Quality Assurance Division (Marketing Supervisor-General) from 2020, and Director in charge of Resource Procurement, Production & Assurance (current position) from 2021. The Company nominates her for Director as she has a wealth of business experience in supply chain and safety quality assurance and broad insight into such field.</p>	4,582

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>New Candidate</p> <p>Kazuyuki Iwata (November 16, 1966)</p> <p>Tenure of office: —</p> <p>Attendance at Board of Directors meetings: —</p>	<p>April 1990 Joined the Company</p> <p>April 2015 Department Manager, Chiba Business Office, East Japan Sales Division, Sales and Marketing</p> <p>April 2016 Department Manager, Yokohama Business Office, East Japan Sales Division, Sales and Marketing</p> <p>April 2017 Department Manager, Primary Care Products Promotion Department, Sales and Marketing Planning Division, Sales and Marketing</p> <p>April 2019 Department Manager, Pharmaceutical Information of Urology Department, Sales and Marketing Planning Division, Sales and Marketing</p> <p>April 2021 Department Manager, Kanetsu Business Office, Sales and Marketing</p> <p>April 2022 Department Manager, Nagoya Business Office, Sales and Marketing</p> <p>April 2023 Corporate Officer; Department Manager, Nagoya Business Office, Sales and Marketing (current position)</p> <p>[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, and Department Manager of Nagoya Business Office from 2022. The Company nominates him for Director as he has a wealth of business experience in sales and broad insight into such field.</p>	3,000
8	 <p>New Candidate</p> <p>Keiichi Kuwano (April 18, 1967)</p> <p>Tenure of office: —</p> <p>Attendance at Board of Directors meetings: —</p>	<p>April 1993 Joined the Company</p> <p>April 2016 Department Manager, R&D Administration Department, R&D Administration Division, Research & Development</p> <p>June 2021 Department Manager, Discovery Research Labs., Research & Development</p> <p>April 2022 Corporate Officer; Department Manager, Discovery Research Labs., Research & Development (current position)</p> <p>[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 and Department Manager, Discovery Research Labs. 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>	700

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
9	 <p>Reappointment Outside Independent</p> <p>Yoshinao Wada (December 25, 1950)</p> <p>Tenure of office: 6 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>July 1975 Joined Osaka University Hospital</p> <p>November 1981 Department of Maternal Medicine, Osaka Medical Center for Maternal and Child Health</p> <p>October 1989 Obtained the degree of Doctor of Medicine (Osaka University)</p> <p>April 1991 Department Manager, Department of Molecular Medicine, Research Institute, Osaka Medical Center for Maternal and Child Health</p> <p>April 1995 Visiting Professor, Osaka University</p> <p>April 1998 Director, Research Institute, Osaka Medical Center for Maternal and Child Health</p> <p>April 2011 Department Manager, Department of Maternal Medicine; Director, Research Institute; Osaka Medical Center for Maternal and Child Health</p> <p>April 2014 Chief Department Manager, Department of Maternal Medicine; Director, Research Institute; Osaka Medical Center for Maternal and Child Health</p> <p>April 2016 Part-time physician, Department of Maternal Medicine, Osaka Medical Center for Maternal and Child Health</p> <p>April 2017 Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital (current position)</p> <p>April 2018 Visiting Professor, Yokohama City University</p> <p>June 2019 Director, the Company (current position)</p> <p>[Significant concurrent positions] Part-time physician, Department of Maternal Medicine, Osaka Women's and Children's Hospital</p> <p>[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>	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
10	 <p>Reappointment Outside Independent</p> <p>Yukari Kobayashi (April 17, 1963)</p> <p>Tenure of office: 4 years</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1987 Joined IBM Japan, Ltd.</p> <p>July 2002 Senior Manager, Overall Management of System Products Marketing, IBM Japan, Ltd.</p> <p>January 2007 Director in charge of Public Sector, Global Business Service, IBM Japan, Ltd.</p> <p>January 2007 Executive Officer, IBM Business Consulting Services KK</p> <p>March 2016 Growth Leader for Mercer Far East Zone; Chief of staff, Mercer Japan Ltd.</p> <p>January 2018 Director, Mercer Investment Solutions Ltd.</p> <p>February 2018 COO, Mercer Japan Ltd.</p> <p>September 2018 Corporate Officer; Corporate Strategy Management Lead, Area Transformation Lead, and Chief of Staff, 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>April 2022 Outside Director, Panasonic Connect Co., Ltd. (current position)</p> <p>March 2023 Outside Director, Bridgestone Corporation (current position)</p> <p>June 2023 CEO, JC1 LLC (current position)</p> <p>[Significant concurrent positions] Representative Partner, Amanda Life Consulting LLC. Outside Director, Panasonic Connect Co., Ltd. Outside Director, Bridgestone Corporation CEO, JC1 LLC</p> <p>[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>	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
11	 <p>Reappointment Outside Independent</p> <p>Mayumi Nishi (October 7, 1957)</p> <p>Tenure of office: 2 year</p> <p>Attendance at Board of Directors meetings: 100% (15/15)</p>	<p>April 1980 Joined Department of Biology, Aichi Cancer Center Research Institute</p> <p>April 1980 Obtained pharmacist license</p> <p>April 1991 Joined Department of Anesthesiology, Kyoto Prefectural University of Medicine</p> <p>May 1991 Obtained medical license</p> <p>March 1997 Obtained the degree of Doctor of Medicine (Kyoto Prefectural University of Medicine)</p> <p>April 1997 Teaching Associate, Department of Anatomy I, Kyoto Prefectural University of Medicine</p> <p>June 1998 Lecturer, Department of Anatomy I, Kyoto Prefectural University of Medicine</p> <p>April 2003 Lecturer, Graduate School of Medical Science, Kyoto Prefectural University of Medicine</p> <p>April 2005 Assistant Professor, Department of Anatomy and Neurobiology, Graduate School of Medical Science, Kyoto Prefectural University of Medicine</p> <p>April 2007 Associate Professor, Department of Anatomy and Neurobiology, Graduate School of Medical Science, Kyoto Prefectural University of Medicine</p> <p>August 2009 Professor, Department of Anatomy and Cell Biology, Nara Medical University</p> <p>April 2010 Visiting Professor, Graduate School of Medical Science, Kyoto Prefectural University of Medicine</p> <p>April 2023 Professor Emeritus, Nara Medical University (current position)</p> <p>June 2023 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 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>	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
12	 <p>New Candidate Outside Independent</p> <p>Yohtaro Hongo (June 14, 1967)</p> <p>Tenure of office: —</p> <p>Attendance at Board of Directors meetings: —</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>[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>	1,000

(Notes)

- There are no special interests between each candidate and the Company.
- The Company stipulates criteria for judgment of independence for Independent Outside Officers.
“Corporate Governance Basic Policy” (Attachment 2) on the Company’s website
(https://www.nippon-shinyaku.co.jp/file/download.php?file_id=7992)
All candidates for Outside Director in this proposal meet the criteria.
Other matters concerning the candidates for Outside Director are as follows:
 - 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, and Dr. Mayumi Nishi to limit maximum amount of their liability to be the amount set forth as minimum liability in Article 425, Paragraph 1 of the same Act. In addition, if Mr. Yohtaro Hongo is elected, the Company also intends to enter into an agreement to limit liability with the same contents with him.
 - The Company has designated Dr. Yoshinao Wada, Ms. Yukari Kobayashi, and Dr. Mayumi Nishi as independent directors stipulated by Tokyo Stock Exchange and reported such designation to the Exchange. If the reelection of all of these candidates is approved and resolved, they will continue to serve as independent directors. In addition, if Mr. Yohtaro Hongo is elected, the Company also intends to report such designation as an independent director to the Exchange.
- 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 (scheduled)

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	2	100% (15/15)	100% (24/24)	
Eriko Doi	Standing Audit & Supervisory Board Member	1	100% (12/12)	100% (19/19)	
Hiroharu Hara	Outside Audit & Supervisory Board Member	2	100% (15/15)	100% (24/24)	President, Hiroharu Hara Tax Accountant office
Mariko Chaki	Outside Audit & Supervisory Board Member	1	100% (12/12)	100% (19/19)	Partner, Oike Law Office

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	●	●	●			●				
	Takashi Takaya	●			●		●		●	●	●
	Takanori Edamitsu	●		●	●					●	
	Hitoshi Ishizawa						●				
	Hitomi Kimura		●			●		●			
	Kazuyuki Iwata					●	●				
	Keiichi Kuwano					●					
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.