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Stock Exchange Code 4530
April 26, 2019

To Shareholders with Voting Rights:

Hiroataka Nakatomi
Chairman & CEO
Hisamitsu Pharmaceutical Co., Inc.
408 Tashiro Daikan-machi, Tosu, Saga

**NOTICE OF CONVOCATION OF
THE 117TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

You are cordially invited to attend the 117th Annual General Meeting of Shareholders of Hisamitsu Pharmaceutical Co., Inc. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing. In this case, please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:00 p.m. on Wednesday, May 22, 2019, Japan time.

1. Date and Time: Thursday, May 23, 2019 at 10:00 a.m. Japan time
2. Place: Head office of the Company located at
408 Tashiro Daikan-machi, Tosu, Saga, Japan
3. Meeting Agenda:
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 117th Fiscal Year (March 1, 2018 - February 28, 2019)
 2. Results of audits by the Independent Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements for the Company’s 117th Fiscal Year
Proposals to be resolved:
 - Proposal 1: Appropriation of Surplus
 - Proposal 2: Election of 12 Directors
 - Proposal 3: Election of One Corporate Auditor

(The details of the meeting agenda and other matters are stated in the following pages.)

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. In addition, you are requested to bring this Notice of Convocation of the General Meeting of Shareholders with you in order to save resources.

Any revisions to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements will be posted on the Company’s website (<http://www.hisamitsu.co.jp>).

Proposal 2:

Election of 12 Directors

The terms of office of all 12 Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 12 Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Special interests in the Company
1	Hiroataka Nakatomi (February 6, 1937)	February 1966 Joined the Company April 1975 Director May 1979 Managing Director May 1981 President	177,732	None
	[Reappointment]	May 2006 President & Executive Officer May 2015 Chairman & CEO (to present)		
[Reason for nomination as candidate] Mr. Hiroataka Nakatomi has long been in charge of management of the Company as a Representative Director, and makes the Board of Directors function effectively by leveraging his extensive experience and deep insight into all aspects of management. We believe he is suitable for continuing to serve as a Director of the Company, and nominate him as a candidate for Director.				
2	Kazuhide Nakatomi (June 30, 1972)	April 1999 Joined the Company February 2007 Head of Corporate Strategy Planning May 2007 Director & Executive Officer May 2009 Managing Director & Executive Officer	237,942	None
	[Reappointment]	May 2011 Senior Managing Director & Executive Officer May 2014 Vice President & Executive Officer May 2015 President & COO (to present)		
[Reason for nomination as candidate] Mr. Kazuhide Nakatomi has extensive operational experience in the corporate strategy planning division, and took office as Director of the Company in 2007. He also has built track records as a corporate manager since he became President in 2015. We believe he is suitable for continuing to serve as a Director of the Company, and nominate him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Special interests in the Company	
3	Kousuke Sugiyama (April 28, 1952) [Reappointment]	April 1977 May 1999 February 2010 July 2012 May 2014	Joined the Company Director Director & Executive Officer Managing Director & Executive Officer Senior Managing Director & Executive Officer [In charge of Human Resources, BU, Hisamitsu Springs, Quality Assurance & Pharmacovigilance and Internal Audit] (to present)	13,000	None
		[Reason for nomination as candidate] Mr. Kousuke Sugiyama has extensive operational experience in the human resources division, and has been managing and supervising management in general, including human resources, since he took office as Director of the Company in 1999. We believe he is suitable for continuing to serve as a Director of the Company, and nominate him as a candidate for Director.			
4	Tetsuo Akiyama (May 16, 1951) [Reappointment]	April 1974 March 2003 May 2007 May 2009 March 2013	Joined the Company Executive Officer Senior Executive Officer Director & Executive Officer Managing Director & Executive Officer [In charge of Operation Division] (to present)	7,000	None
		[Reason for nomination as candidate] Mr. Tetsuo Akiyama has extensive operational experience in the sales division, and has been managing and supervising sales activities, etc. since he took office as Director of the Company in 2009. We believe he is suitable for continuing to serve as a Director of the Company, and nominate him as a candidate for Director.			
5	Naruhito Higo (January 15, 1963) [Reappointment]	April 1985 March 2011 May 2012 May 2014 May 2017	Joined the Company Executive Officer Director & Executive Officer Managing Director & Executive Officer Director (part-time) [Board Chairman of Noven Pharmaceuticals, Inc.] (to present)	3,100	(Note 1)
		[Reason for nomination as candidate] Mr. Naruhito Higo has extensive operational experience in the research and development division, and has been managing and supervising research and development activities both in Japan and abroad since he took office as Director of the Company in 2012. We believe he is suitable for continuing to serve as a Director of the Company, and nominate him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Special interests in the Company
6	Toshiaki Tsuruda (May 10, 1955) [Reappointment]	April 1978 Joined the Company April 2007 Executive Officer May 2011 Director & Executive Officer [Head of Production Division, Vice Chairman of Noven Pharmaceuticals, Inc., Director of Yutoku Pharmaceutical Ind. Co., Ltd. (part-time) and Corporate Auditor of Maruto Sangyo Co., Ltd. (part-time)] (to present)	7,100	None
		[Reason for nomination as candidate] Mr. Toshiaki Tsuruda has extensive operational experience in the production division, and has been managing and supervising production activities of the entire Hisamitsu Pharmaceutical Group since he took office as Director of the Company in 2011. We believe he is suitable for continuing to serve as a Director of the Company, and nominate him as a candidate for Director.		
7	Shinichiro Takao (January 23, 1955) [Reappointment]	April 1978 Joined the Company May 2007 Executive Officer May 2013 Director & Executive Officer [Head of BU Division, General Manager of Finance and Accounting, IR, CSR, President of Hisamitsu U.S., Inc. and Director of Yutoku Pharmaceutical Ind. Co., Ltd. (part-time)] (to present)	3,200	None
		[Reason for nomination as candidate] Mr. Shinichiro Takao has extensive operational experience in the corporate strategy planning and finance and accounting divisions, and has been extensively managing and supervising back-office divisions, including finance and accounting, general affairs and information systems, since he took office as Director of the Company in 2013. We believe he is suitable for continuing to serve as a Director of the Company, and nominate him as a candidate for Director.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Special interests in the Company	
8	Kyu Saito (June 10, 1963) [Reappointment]	April 1987 April 2009 May 2013	Joined the Company Executive Officer Director & Executive Officer [Head of International Division, Chairman of Hisamitsu America, Inc., President of Hisamitsu Pharmaceutical Technology Consulting (Beijing) Co., Ltd., President of Hisamitsu Pharmaceutical (China) Co., LTD., President of Hisamitsu Pharmaceutical (Hong Kong) Co., Ltd., Chairman of Hisamitsu Italia S.r.l., and Director of P.T. Hisamitsu Pharma Indonesia] (to present)	3,800	None
		[Reason for nomination as candidate] Mr. Kyu Saito has extensive operational experience in the sales and corporate strategy planning divisions, and has been managing and supervising the overseas sales division since he took office as Director of the Company in 2013. We believe he is suitable for continuing to serve as a Director of the Company, and nominate him as a candidate for Director.			
9	Nobuo Tsutsumi (March 11, 1964) [Reappointment]	April 1988 March 2010 May 2014	Joined the Company Executive Officer Director & Executive Officer [General Manager of Legal and Compliance] (to present)	3,100	None
		[Reason for nomination as candidate] Mr. Nobuo Tsutsumi has extensive operational experience in the legal division, and has been managing and supervising legal affairs and compliance based on his high expertise since he took office as Director of the Company in 2014. We believe he is suitable for continuing to serve as a Director of the Company, and nominate him as a candidate for Director.			
10	Shinichi Murayama (October 16, 1967) [Reappointment]	March 1991 March 2012 May 2014	Joined the Company Executive Officer Director & Executive Officer [Executive Secretary of Chairman's Office and Outside Corporate Auditor of SANOFI-HISAMITSU K.K. (part-time)] (to present)	3,000	None
		[Reason for nomination as candidate] Mr. Shinichi Murayama has extensive operational experience in the sales and corporate strategy planning divisions, and has been managing and supervising management in general as Executive Secretary of Chairman's Office since he took office as Director of the Company in 2014. We believe he is suitable for continuing to serve as a Director of the Company, and nominate him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Special interests in the Company
11	Isao Ichikawa (January 10, 1928) [Reappointment] [Outside Director] [Independent Officer]	June 1986 Senior Managing Officer and Representative Director of The Mitsubishi Bank, Ltd. June 1989 Senior Executive Vice President and Representative Director of NIKON CORPORATION June 1993 Vice Chairman of the Board and Representative Director of NIKON CORPORATION October 2001 Financial Advisor to Keio University April 2004 Director of the National University Corporation Tokyo Gakugei University May 2004 Outside Corporate Auditor of the Company January 2008 Member of the Tokyo Metropolitan Public Interest Corporation Council May 2015 Outside Director of the Company (to present)	2,000	None
[Reason for nomination as candidate] Mr. Isao Ichikawa has extensive experience and insight into overall management acquired as a representative director of a listed company. We nominate him as a candidate for Director in order for him to provide precise advice on the Company's management and since there is no problem with his independence in relationship with the Company. We believe he is suitable for continuing to serve as an Outside Director of the Company.				
12	Teijiuro Furukawa (September 11, 1934) [Reappointment] [Outside Director] [Independent Officer]	January 1960 Joined the Ministry of Health and Welfare June 1986 Principal Counsellor of Cabinet Secretariat June 1989 Director General of Children and Families Bureau, Ministry of Health and Welfare June 1993 Vice-Minister of Health and Welfare February 1995 Deputy Chief Cabinet Secretary September 2003 Resigned from the position of Deputy Chief Cabinet Secretary July 2005 Executive President of Imperial Gift Foundation Boshi-Aiiku-Kai April 2015 Executive Chairman of Imperial Gift Foundation Boshi-Aiiku-Kai (to present) May 2015 Outside Director of the Company (to present)	200	None
[Reason for nomination as candidate] Mr. Teijiuro Furukawa held key positions in the Ministry of Health and Welfare and has deep insight with regard to the Company's particular business. We nominate him as a candidate for Director in order for him to provide precise advice on the Company's management and since there is no problem with his independence in relationship with the Company. We believe he is suitable for continuing to serve as an Outside Director of the Company.				

(Notes)

- The Company is engaged in the following transactions with the company at which Mr. Naruhito Higo serves concurrently as a representative director.
Noven Pharmaceuticals, Inc.: Research consignment
- Messrs. Isao Ichikawa and Teijiuro Furukawa are candidates for Outside Directors.
- Messrs. Isao Ichikawa and Teijiuro Furukawa, candidates for Outside Directors, satisfy the requirements of independent officers stipulated by Tokyo Stock Exchange, Inc., Nagoya Stock Exchange, Inc. and Fukuoka Stock Exchange, respectively, and the Company has notified these stock exchanges of them as independent officers.
- At the conclusion of this General Meeting of Shareholders, Messrs. Isao Ichikawa and Teijiuro Furukawa will have served for four years as Outside Directors of the Company.
- The Company has entered into agreements with Messrs. Isao Ichikawa and Teijiuro Furukawa in accordance with Article 427, Paragraph 1 of the Companies Act, to limit the liability for damages set forth in Article 423, Paragraph 1 of the same act to the amount stipulated by laws and regulations. If this proposal is approved, the Company plans to continue the said agreements with them.

Proposal 3: Election of One Corporate Auditor

The term of office of Tetsuo Tokunaga, one of the total four Corporate Auditors, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of one Corporate Auditor is proposed.

The Board of Corporate Auditors has given its consent to this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Special interests in the Company
Tetsuo Tokunaga (May 30, 1936) [Reappointment] [Outside Corporate Auditor] [Independent Officer]	<p>April 1961 Joined Asahi Chemical Industry Co., Ltd. (Currently Asahi Kasei Corp.)</p> <p>June 1998 Vice President & Representative Director of Asahi Kasei Corp.</p> <p>June 2003 Executive Advisor of Asahi Kasei Corp.</p> <p>June 2005 Advisor of Asahi Kasei Corp.</p> <p>February 2008 Administrative Director of Pension Fund Association</p> <p>May 2011 Outside Corporate Auditor of the Company (to present)</p>	800	None
<p>[Reason for nomination as candidate] Mr. Tetsuo Tokunaga has extensive experience and insight into overall management acquired as a representative director of a listed company. We nominate him as a candidate for Corporate Auditor in order for him to provide precise advice on the Company's management and since there is no problem with his independence in relationship with the Company. We believe he is suitable for continuing to serve as an Outside Corporate Auditor of the Company.</p>			

(Notes)

1. Mr. Tetsuo Tokunaga is a candidate for Outside Corporate Auditor.
2. Mr. Tetsuo Tokunaga, candidate for Outside Corporate Auditor, satisfies the requirements of independent officers stipulated by Tokyo Stock Exchange, Inc., Nagoya Stock Exchange, Inc. and Fukuoka Stock Exchange, respectively, and the Company has notified these stock exchanges of him as an independent officer. At the conclusion of this General Meeting of Shareholders, he will have served for eight years as an Outside Corporate Auditor of the Company.
3. The Company has entered into an agreement with Mr. Tetsuo Tokunaga in accordance with Article 427, Paragraph 1 of the Companies Act, to limit the liability for damages set forth in Article 423, Paragraph 1 of the same act to the amount stipulated by laws and regulations. If this proposal is approved, the Company plans to continue the said agreement with him.