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Stock Exchange Code 4530

May 2, 2023

(Start date of measures for electronic provision: April 27, 2023)

To Shareholders with Voting Rights:

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

**NOTICE OF CONVOCATION OF
THE 121ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

This is to notify you that the 121st Annual General Meeting of Shareholders of Hisamitsu Pharmaceutical Co., Inc. (the “Company”) will be held for the purposes as described below.

In convening the General Meeting of Shareholders, the Company has taken measures for electronic provision and has posted the matters subject to electronic provision on the Company’s website. Please access the Company’s website below to see the information.

The Company’s website <https://global.hisamitsu/ir/shareholders.html>

In addition to the Company’s website, the matters subject to electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE). When you access the TSE website, search for the Company by entering “Hisamitsu Pharmaceutical” in the “Issue name (company name)” bar or the Company’s stock exchange code “4530” in the “Code” bar, continue selecting “Basic information” and “Documents for public inspection/PR information” and choose “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection” to see the matters.

TSE website (Listed Company Search)

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

In lieu of attending the meeting, you may exercise your voting rights via electromagnetic means, including the Internet, or in writing. In this case, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

1. Date and Time: Thursday, May 25, 2023 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 121st Fiscal Year (March 1, 2022 - February 28, 2023)
 2. Results of audits by the Independent Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements for the Company’s 121st Fiscal Year

Proposals to be resolved:

- Proposal 1: Appropriation of Surplus
- Proposal 2: Election of 9 Directors
- Proposal 3: Election of 1 Corporate Auditor

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

4. Matters decided for convocation

- Items not stated in a document delivered to shareholders

The document delivered to shareholders also serves as a document that states the matters subject to electronic provision, which is delivered to shareholders who have requested a paper copy of it. Please note that in accordance with applicable laws and regulations and Article 14 of the Articles of Incorporation of the Company, the following items are not included in it. Accordingly, the document is part of the documents audited by the Corporate Auditors and the Independent Auditor in the course of preparing audit reports.

- (1) Matters Regarding Share Acquisition Rights, etc. of the Company, Status of Independent Auditor, and Structure and Policy of the Company in the Business Report
- (2) Consolidated Statements of Changes in Shareholders' Equity and Notes to Consolidated Financial Statements in the Consolidated Financial Statements
- (3) Non-consolidated Statement of Changes in Shareholders' Equity and Notes to Non-consolidated Financial Statements in the Non-consolidated Financial Statements

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company regards the appropriate return of profits to shareholders as one of the most important management issues.

With respect to dividends of surplus at the end of the fiscal year under review, upon comprehensively examining factors such as the performance for the fiscal year, dividend payout ratios and various management measures for the future in addition to taking into account the stable distribution of dividends to shareholders, the Company proposes to pay a dividend of ¥42.25 per share as follows. Accordingly, the annual dividend including an interim dividend of ¥42.25 will be ¥84.5 per share, an increase from the annual dividend of ¥84 per share for the previous fiscal year.

To provide the stable distribution of dividends to shareholders, the Company proposes to reverse ¥2 billion from the general reserve as follows.

1. Matters concerning dividends of surplus

- (1) Allotment of dividend properties to shareholders and the total amount thereof
¥42.25 per share of the Company's common stock Total payment of dividends: ¥3,285,935,107
- (2) Effective date of dividends of surplus
Friday, May 26, 2023

2. Matters concerning appropriation of surplus

- (1) Surplus item to be decreased and the amount thereof
General reserve ¥2,000,000,000
- (2) Surplus item to be increased and the amount thereof
Retained earnings brought forward ¥2,000,000,000

Proposal 2: Election of 9 Directors

The terms of office of all 9 Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 9 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	Kazuhide Nakatomi (June 30, 1972) [Reappointment]	April 1999 February 2007 May 2007 May 2009 May 2011 May 2014 May 2015 May 2019	243,242	None
		Joined the Company Head of Corporate Strategy Planning Director & Executive Officer Managing Director & Executive Officer Senior Managing Director & Executive Officer Vice President & Executive Officer President & COO President & CEO (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 Representative Director 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.				
2	Kosuke Sugiyama (April 28, 1952) [Reappointment]	April 1977 May 1999 February 2010 July 2012 May 2014	13,000	None
		Joined the Company Director Director & Executive Officer Managing Director & Executive Officer Senior Managing Director & Executive Officer [In charge of Human Resources, Research and Development, and Corporate Strategy] (to present)		
[Reason for nomination as candidate] Mr. Kosuke 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.				

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	Kyu Saito (June 10, 1963) [Reappointment]	April 1987 April 2009 May 2013 Joined the Company Executive Officer Director & Executive Officer [Management 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 Pharmaceutical Malaysia Sdn. Bhd., Chairman of Hisamitsu Italia S.r.l., President of Hisamitsu U.S., Inc., and Director of P.T. Hisamitsu Pharma Indonesia] (to present)	6,400	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.		
4	Nobuo Tsutsumi (March 11, 1964) [Reappointment]	April 1988 March 2010 May 2014 Joined the Company Executive Officer Director & Executive Officer [General Manager of Legal, Management of Production, Quality Assurance & Pharmacovigilance, Compliance, and Director of Yutoku Pharmaceutical Ind. Co., Ltd. (part-time)] (to present)	4,700	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.		
5	Shinichi Murayama (October 16, 1967) [Reappointment]	March 1991 March 2012 May 2014 Joined the Company Executive Officer Director & Executive Officer [Management of Internal Audit, Japan Subsidiaries, Director of Yutoku Pharmaceutical Ind. Co., Ltd. (part-time), and Outside Corporate Auditor of SANOFI-HISAMITSU K.K. (part-time)] (to present)	5,000	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, including 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
6	Koji Takiyama (October 31, 1971) [Reappointment]	April 1994 May 2017 May 2021 May 2022	2,835	None
		Joined the Company Executive Officer Senior Executive Officer Director & Executive Officer [Executive Secretary of President's Office, and Management of Digital Transformation (DX), and Sustainability Promotion] (to present)		
[Reason for nomination as candidate] Mr. Koji Takiyama has extensive operational experience in the sales division and in the management of Hisamitsu Pharmaceutical Group companies, and has been managing and supervising management in general, including as Executive Secretary of President's Office, since he took office as Director of the Company in 2022. We believe he is suitable for continuing to serve as a Director of the Company, and nominate him as a candidate for Director.				
7	Yuichiro Anzai (August 29, 1946) [Reappointment] [Outside Director] [Independent Officer]	April 1988 October 1993 May 2001 May 2009 April 2010 June 2011 October 2011 April 2012 February 2018 April 2018 May 2020 July 2020 December 2020	100	None
		Professor of Faculty of Science and Technology, Keio University, Professor of Graduate School of Science and Technology, Keio University Dean of Faculty of Science and Technology, Keio University Dean of Graduate School of Science and Technology, Keio University President of Keio University (Chair of the Board of Trustees of Keio University and the university president of Keio University) Advisor for Academic Affairs to Keio University (to present) Director of the Nakatomi Foundation (to present) Chairman of Japanese Association of University Physical Education and Sports President of Japan Society for the Promotion of Science (JSPS) Professor Emeritus of Keio University (to present) President of Kojunsha Club (to present) Senior Advisor to JSPS (to present) Director of Research Center for Science Systems, JSPS Outside Director of the Company (to present) Executive Director of The Tokyo Foundation for Policy Research Executive Director and Chief Executive Officer of The Tokyo Foundation for Policy Research (to present)		
[Reason for nomination as candidate and summary of expected roles] Mr. Yuichiro Anzai, who has long served as a manager of a university, has a wide range of knowledge and experience, and we expect him to provide precise advice on the Company's management. Furthermore, 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, 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	Tetsugo Matsuo (January 1, 1972) [Reappointment] [Outside Director] [Independent Officer]	April 2001	Joined Matsuo Construction Co., Ltd.	1,300	None
		June 2005	Managing Director of Matsuo Construction Co., Ltd.		
		June 2006	President of Matsuo Construction Co., Ltd. (to present)		
		June 2010	Outside Director of Saga Television Station Co., Ltd. (to present)		
		June 2012	Outside Director of FM Saga Co., Ltd. (to present)		
		June 2013	Outside Director of Saga Ube Concrete Kogyo Co., Ltd. (to present)		
		May 2016	Chairman of Saga General Construction Association (to present)		
		June 2019	Outside Director of West Japan Construction Surety Co., Ltd. (to present)		
	May 2020	Outside Director of the Company (to present)			
[Reason for nomination as candidate and summary of expected roles] Mr. Tetsugo Matsuo has extensive experience and insight into overall management acquired as a representative director of a construction company, and we expect him to provide precise advice on the Company's management. Furthermore, 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, and nominate him as a candidate for Director.					
9	Tamako Watanabe (January 26, 1982) [New Appointment] [Outside Director] [Independent Officer]	April 2004	Joined KPMG AZSA LLC	0	None
		May 2006	Registered as a certified public accountant		
		April 2008	Joined ASG Tax Corporation		
		August 2010	Registered as a certified tax accountant		
		July 2011	Joined Odaki Accounting, Tax and Consulting General Manager of Tateyama Office		
		September 2011	Registered as a licensed social insurance consultant		
		July 2019	Established Itsuki Accounting Firm Representative (to present)		
[Reason for nomination as candidate and summary of expected roles] Ms. Tamako Watanabe has a wide range of knowledge and experience acquired as a certified public accountant, a certified tax accountant and a licensed social insurance consultant, and we expect her to provide precise advice on the Company's management. Furthermore, there is no problem with her independence in relationship with the Company. We believe she is suitable for serving as an Outside Director of the Company, and nominate her as a candidate for Director.					

(Notes)

- Messrs. Yuichiro Anzai and Tetsugo Matsuo and Ms. Tamako Watanabe are candidates for Outside Directors.
- Messrs. Yuichiro Anzai and Tetsugo Matsuo, 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. It has also notified the stock exchanges that if this proposal to appoint Ms. Tamako Watanabe as a Director is approved, she will be an independent officer.
- At the conclusion of this General Meeting of Shareholders, Messrs. Yuichiro Anzai and Tetsugo Matsuo will have served for three years as Outside Directors of the Company.
- The Company has entered into agreements with Messrs. Yuichiro Anzai and Tetsugo Matsuo 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. In addition, if this proposal to appoint Ms. Tamako Watanabe as a Director is approved, the Company will enter into the same liability limitation agreement with her.
- The Company has concluded a directors and officers liability insurance contract with an insurance company, and all candidates for this election proposal will be insured under the contract. The insurance contract covers damages that may arise from the insured directors and officers assuming liability for the execution of their duties or receiving claims related to the pursuit of such liability.

Proposal 3: Election of 1 Corporate Auditor

The term of office of Mr. Tetsuo Tokunaga, 1 of the total 4 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 and significant concurrent positions	Number of shares of the Company held	Special interests in the Company
Kentaro Watanabe (July 26, 1969) [New Appointment] [Outside Corporate Auditor] [Independent Officer]	April 1993 Joined Hitachi, Ltd. September 2007 Passed the bar examination December 2008 Joined Sato Sogo Law Office Registered as an attorney-at-law April 2016 Joined Hokuetsu Kishu Paper Co., Ltd. General Manager of Legal Affairs and Compliance Office July 2020 Established Watanabe Kentaro Law Office Representative (to present)	0	None
[Reason for nomination as candidate] Mr. Kentaro Watanabe has extensive experience and insight as an attorney-at-law and is well versed in corporate business from experience as the person responsible for legal affairs and compliance division at a business 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 serving as an Outside Corporate Auditor of the Company.			

(Notes)

1. Mr. Kentaro Watanabe is a candidate for Outside Corporate Auditor.
2. Mr. Kentaro Watanabe, 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. The Company has notified the stock exchanges that if this proposal to appoint Mr. Kentaro Watanabe as a Corporate Auditor is approved, he will be an independent officer.
3. If this proposal is approved, the Company plans to enter into an agreement with Mr. Kentaro Watanabe 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.
4. The Company has concluded a directors and officers liability insurance contract with an insurance company, and candidates for this election proposal will be insured under the contract. The insurance contract covers damages that may arise from the insured directors and officers assuming liability for the execution of their duties or receiving claims related to the pursuit of such liability.

(Reference)

The Company elects multiple Outside Directors within the limits of the number specified in the Companies Act and the Company's Articles of Incorporation, so that its Board of Directors is both diverse and effective, with a good balance of members who possess the knowledge, experience, and skills needed to effectively perform their roles and responsibilities. If Proposal 2 and Proposal 3 are approved as originally proposed, the composition of the Company's Directors and Corporate Auditors, and experience and expertise of each Director and Corporate Auditor are as follows:

	Name	Corporate management	Sales / Marketing	Global / Business	Production / R&D	IT / Digital transformation (DX)	HR management / development	Sustainability / ESG	Legal affairs / Compliance / Risk management	Finance / Accounting
Directors	Kazuhide Nakatomi	●	●	●	●					
	Kosuke Sugiyama	●		●	●		●			
	Kyu Saito	●	●	●						
	Nobuo Tsutsumi				●			●	●	
	Shinichi Murayama	●		●					●	
	Koji Takiyama	●				●		●	●	
	Yuichiro Anzai	●			●	●	●			
	Tetsugo Matsuo	●	●							
	Tamako Watanabe	●					●			●
Corporate Auditors	Nobuyuki Nakatomi	●								
	Munehiko Hirano				●					
	Keinosuke Ono	●			●		●	●		
	Kentaro Watanabe	●							●	