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Securities code: 4547

June 1, 2023

(Start date of measures for electronic provision: May 29, 2023)

**To Shareholders with Voting Rights:**

Mutsuo Kanzawa  
Chairman & CEO  
KISSEI PHARMACEUTICAL  
CO., LTD.  
19-48, Yoshino, Matsumoto City,  
Nagano, Japan

**NOTICE OF CONVOCATION OF  
THE 78th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 78th Annual General Meeting of Shareholders of KISSEI PHARMACEUTICAL CO., LTD. (the “Company”) will be held as described in the following page. In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision and posted the matters to be provided electronically on the Company’s website on the Internet with the title “Notice of Convocation of the 78th Annual General Meeting of Shareholders”(in Japanese only). Please access and check the Company’s website below to confirm the available information.

◆ Company’s Website:

<https://www.kissei.co.jp/investor/stock/meeting/>

In addition, the matters to be provided electronically have been posted (in Japanese only) on the Tokyo Stock Exchange (TSE)’s website and can be viewed by accessing the TSE website (TSE Listed Company Announcements Service) below, entering and searching for “Kissei Pharmaceutical” in the “Issue name (company name)” field or “4547,” the securities code of the Company, in the “Code” field, and selecting “Basic information” and then “Documents for public inspection/PR information.”

◆ TSE Website (TSE Listed Company Announcements Service):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

You can exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders contained in the matters to be provided electronically and exercise your voting rights with either of the methods below.

[Exercising Voting Rights via the Internet]

Please review the “Guide to Exercising Voting Rights via the Internet” on page 4 of the Japanese original version (in Japanese only), and exercise your vote by 5:20 p.m. on Wednesday, June 21, 2023, Japan time.

[Exercising Voting Rights in Writing (by Mail)]

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it arrives by 5:20 p.m. on Wednesday, June 21, 2023, Japan time.

- 1. Date and Time:** Thursday, June 22, 2023 at 10:00 a.m., Japan time
- 2. Place:** Meeting Room of the Company's Head Office located at 19-48, Yoshino, Matsumoto City, Nagano, Japan  
(Please refer to the Guide Map to the Venue of the Annual General Meeting of the Shareholders at the end of the Japanese original version (in Japanese only).)
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 78th Fiscal Year (April 1, 2022 - March 31, 2023) 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 78th Fiscal Year (April 1, 2022 - March 31, 2023)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of One (1) Audit & Supervisory Board Member
- Proposal 3:** Bonus Payments to Officers
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[Responding to Infectious Diseases]

- In order to prevent infectious diseases, shareholders who are considering attending the meeting in person are requested to check your physical condition and take precautions against infection, such as wearing face masks.
- We ask elderly shareholders, shareholders with underlying medical conditions or pregnant shareholders, who may be seriously affected by the infection, to make especially careful consideration.
- The staff, etc. participating in the Annual General Meeting of Shareholders will check their physical condition and wear a mask.
- The above measures may be updated depending on the situation of the spread of the COVID-19 and the contents of announcements to be made by the government up to the date of the Annual General Meeting of Shareholders. Therefore, we also ask you to check the information to be posted on the Company's website (<https://www.kissei.co.jp/>).

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

If revisions are made to the matters to be provided electronically, a statement to that effect and the matters before and after the revision will be posted both on the Company's website and the TSE website.

# Reference Documents for the General Meeting of Shareholders

## Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

### 1. Year-end dividend

The Company's basic policy is to continue to pay stable dividends while securing a solid management base in the future.

The Company proposes the year-end dividend for the fiscal year under review as described below. Combined with the interim dividend of ¥40 per share, the total amount of the dividends for the fiscal year under review will be ¥80 per share.

#### (1) Type of dividend property

Cash

#### (2) Matters concerning allotment of dividend property and the total amount thereof

¥40 per share of the Company's common stock

Total amount of dividends: ¥1,844,622,680

#### (3) Effective date of dividends of surplus

June 23, 2023

### 2. Other matters related to the appropriation of surplus

There are no applicable matters.

**Proposal 2:** Election of One (1) Audit & Supervisory Board Member

The term of office of Mr. Kando Nakagawa, Audit & Supervisory Board Member, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Audit & Supervisory Board Member.

The candidate has been recommended to the Board of Directors after deliberation of the proposed candidate by the Nomination and Compensation Deliberation Committee, and is nominated by the Board of Directors. The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Members is as follows.

Name (Date of birth)	Career summary, positions at the Company, and significant concurrent positions	Number of shares of the Company held
Kando Nakagawa (June 13, 1949)  [Outside] [Independent]	April 1976 Registered as an attorney-at-law April 1987 Director of Kando Nakagawa Law Office June 2011 Outside Audit & Supervisory Board Member (to present) [Significant concurrent position] Attorney-at-law of Kando Nakagawa Law Office	3,000
<p>[Reason for nomination as candidate for Outside Audit &amp; Supervisory Board Member]</p> <p>Mr. Kando Nakagawa has credentials as attorney-at-law, and the Company has determined that he will be able to conduct audits based on his knowledge and experience in law. Therefore, it is proposed that Mr. Kando Nakagawa be elected to Outside Audit &amp; Supervisory Board Member.</p> <p>Although he has never been directly involved in company management, for the above reasons, the Company has determined that he will be able to execute his duties as Outside Audit &amp; Supervisory Board Member appropriately.</p>		

- Notes:
1. There are no special interests between the candidate and the Company.
  2. Matters concerning a candidate for Outside Audit & Supervisory Board Member set forth in Article 76, Paragraph 4 of the Regulations for Enforcement of the Companies Act:
    - 1) The candidate is a candidate for Outside Audit & Supervisory Board Member.
    - 2) The candidate will have served as Outside Audit & Supervisory Board Member for twelve (12) years at the conclusion of this General Meeting of Shareholders.
  3. The candidate is currently an Outside Audit & Supervisory Board Member. Pursuant to the provisions of Article 39 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement (liability limitation agreement) with him, which limits the liability for damages under Article 423, Paragraph 1 of the Companies Act when the requirements specified in laws and regulations are met. The liability for damages under said agreement is limited to the minimum liability amount under Article 425, Paragraph 1 of the Companies Act. If his reappointment is approved, the Company plans to continue said agreement.
  4. The Company has entered into a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company and said insurance contract covers actual damages that may arise due to the insured party assuming liability for the execution of his or her duties, or receiving a claim for the pursuit of such liability. If his election is approved, he will be included as the insured party under said insurance contract. The Company plans to renew said insurance contract with the same contents at the time of the next renewal.

5. The Company has designated him as Independent Officer prescribed under the regulations of the Tokyo Stock Exchange and registered him with the Exchange.

**Proposal 3:** Bonus Payments to Officers

The Company, taking into consideration the business results of the fiscal year under review, proposes that bonus payments to officers in the aggregated amount of ¥9,550,000 to be paid for eight (8) Members of the Board (excluding Outside Members of the Board) at the end of the fiscal year under review.

The Company has deemed that bonus payments to Members of the Board are in accordance with the Company's policy regarding decisions concerning the details of individual compensation, etc. for Members of the Board and, therefore, appropriate.

The Company proposes that the amount to be paid for the qualified Members of the Board be left to the discretion of the Board of Directors.

End