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(Securities Code: 4974)

June 2, 2020

To our shareholders:

Koichi Nakao, President **Takara Bio Inc.** 7-4-38, Nojihigashi, Kusatsu-shi, Shiga

# Notice of the 18th Annual General Meeting of Shareholders

We are pleased to announce the 18th Annual General Meeting of Shareholders of Takara Bio Inc. (the "Company"), which will be held as indicated below.

Lately, the government and prefectural governors have been requesting people to refrain from going out in order to prevent the spread of the novel coronavirus disease (COVID-19). As a result of careful consideration in response to this situation, we have decided to hold this year's Meeting of Shareholders upon implementing appropriate measures to prevent infection.

In view of this situation with requests of refraining from going out, from the perspective of preventing the spread of infection, we request all shareholders to exercise their voting rights in advance in writing or via the internet, etc. and to refrain from attending the meeting in person regardless of your health condition.

Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights by Monday, June 22, 2020, at 5:30 p.m. (JST).

#### [Voting via the Internet]

Please review the "Instructions on Exercise of Voting Rights via the Internet" (in Japanese only), access to the voting website designated by the Company, and enter your approval or disapproval of the proposals according to on-screen instructions by the deadline indicated above.

#### [Voting by Mail]

Please indicate your approval or disapproval of the proposals in the enclosed voting form and return it so that your vote is received by the voting deadline indicated above.

**1. Date and Time:** Tuesday, June 23, 2020, at 10:00 a.m. (JST)

**2. Venue:** Prince Hall, 3F, Lake Biwa Otsu Prince Hotel

4-7-7, Nionohama, Otsu-shi, Shiga

Please note that, as a measure to prevent the spread of COVID-19, shareholders will be seated at a distance from each other, and therefore there will be significantly fewer seats available compared to the past years. In light of this, please be aware that even shareholders who come to the venue may not be allowed to enter. We appreciate your understanding.

#### 3. Purpose of the Meeting

## Matters to be reported:

- 1. The Business Report and the Consolidated Financial Statements for the 18th fiscal year (from April 1, 2019 to March 31, 2020), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
- 2. The Non-consolidated Financial Statements for the 18th fiscal year (from April 1, 2019 to March 31, 2020)

#### Matters to be resolved:

Proposal No. 1 Appropriation of Surplus Proposal No. 2 Election of Nine Directors

Proposal No. 3 Election of Two Audit & Supervisory Board Members

- There is concern about the spread of COVID-19. Shareholders who intend to attend this general meeting of shareholders in person are kindly requested to pay close attention to their physical condition until the day of the meeting and take care to ensure that they do not overextend themselves.
- We ask that elderly shareholders or those with underlying medical conditions, who are considered to be highly susceptible to infection, or those who are not in good health would make a careful decision to avoid the risk of infection as a matter of priority.
- At the venue of this General Meeting of Shareholders, we will take measures to prevent infection of COVID-19, such as wearing a mask and disinfecting with alcohol. We would appreciate it if you could cooperate with us in this regard.
- In order to avoid risk of infection, there will be no gifts provided at the meeting this year. We appreciate your understanding.
- We will make no area to introduce our business activities this year, which is held every year in order to gain a deeper understanding of the Company, from the viewpoint of avoiding the risk of the infection. We appreciate your understanding in advance.
- There will also be no drinks provided at the meeting this year.
- If you attend the meeting in person, please present the enclosed voting form at the venue's reception. The reception desk is scheduled to open at 9:00 a.m.
- Please note that anyone other than a shareholder who is entitled to exercise voting rights (e.g., non-shareholding proxy, person accompanying the shareholder) will not be allowed inside the venue.
- Of the documents that should be attached to the notice, the following documents are posted on the Company's website (https://ir.takara-bio.co.jp/ja/stock/meeting.html), pursuant to laws and regulations and the provisions in Article 14 of the Company's Articles of Incorporation, and are not attached to the notice.
  - 1. Business Report:

Overview of Systems to Ensure Properness of Operations and Outline of Management of Such Systems

2. Consolidated Financial Statements:

Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements

3. Non-consolidated Financial Statements:

Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements

Consequently, the documents attached to the notice are part of the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Accounting Auditor in preparing the financial audit report and part of the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Audit & Supervisory Board Members in preparing the audit report.

- If any revision is made to the Reference Documents for General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements, the Company will post such revision on the Company's website (https://ir.takara-bio.co.jp/ja/stock/meeting.html).
- The Company participates in "electronic voting platforms" for institutional investors operated by ICJ Inc.
- To ensure that information is furnished in a timely manner, the content of this Notice was disclosed on the Company's website (https://ir.takara-bio.co.jp/ja/stock/meeting.html) before it was sent out.

#### **Reference Documents for General Meeting of Shareholders**

## **Proposals and Reference Information**

## **Proposal No. 1** Appropriation of Surplus

The Company views profit returns to shareholders as one of its important management issues, and as a basic policy, returns are provided after comprehensive consideration of a range of factors that include business performance, financial position, and enhancement of internal reserve for aggressive research and development activities in Bioindustry and Gene Therapy businesses. Specifically, the Company intends to distribute dividends of surplus at around 20% of its estimated profit calculated without taking into account the extraordinary income or loss in the Consolidated Financial Statements. In accordance with this policy, the Company proposes to pay a year-end dividend for the fiscal year of \mathbb{\fema}8.00 per share for the current fiscal year, which is \mathbb{\fema}1.00 higher than for the end of the previous year as follows:

## Year-end dividends

- (1) Type of dividend property Cash
- (2) Allotment of dividend property to shareholders and their aggregate amount \$\quangle 8.00 \text{ per common share of the Company}\$ Total payment: \quangle 963,324,800
- (3) Effective date of dividends of surplus June 24, 2020

# **Proposal No. 2** Election of Nine Directors

At the conclusion of this meeting, the terms of office of all nine Directors will expire. In that regard, the Company proposes the election of nine Directors (three of whom are external Directors). The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned	
1	Hisashi Omiya June 9, 1943  [Reelection]  Relationship of special interest in the Company Please refer to the details below. Attendance at Board of Directors meetings 12/12 (100%)	Apr. 1968  Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)  May 1974  Director  June 1982  Managing Director  June 1991  Representative Director and Vice President  June 1993  Representative Director and President  Apr. 2002  Chairman of the Company (current position)  Apr. 2002  Representative Director and President of Takara Shuzo Co., Ltd.  June 2012  Representative Director and Chairman of Takara Holdings Inc. (current position)  Representative Director and Chairman of Takara Shuzo Co., Ltd. (current position)  Significant concurrent positions outside the Company  Representative Director and Chairman of Takara Holdings Inc.  Representative Director and Chairman of Takara Holdings Inc.  Representative Director and Chairman of Takara Shuzo Co.,  Ltd.		220,300 shares	
	Reasons for nomination as candidate for Director, etc.  Mr. Omiya is the founder of the bio business in the Takara Holdings Group and is familiar with the biotechnology industry. He possesses abundant experience and knowledge gained as an officer of the Takara Holdings Group over many years, and meets the criteria for candidates for Director established by the Company. Therefore, the Company nominated him as a candidate to continue serving as a Director.  Mr. Omiya is currently a business executive (Representative Chairman and Director) of the Company's parent company Takara Holdings Inc. and its subsidiary (a so-called fellow subsidiary of the Company) Takara Shuzo Co., Ltd.  Relationship of special interest in the Company  The Company has the following transactions with Takara Holdings Inc. and Takara Shuzo Co., Ltd., where Mr. Omiya serves as Representative Director and Chairman.  (i) With Takara Holdings Inc., the Company has transactions including the Company's payment of license fees for use of trademarks, payment for outsourcing of computer-related services and lease of information equipment, and transactions concerning office leases.				

With Takara Shuzo Co., Ltd., the Company has transactions including the Company's payment of office rent, payment for purchased products, and other transactions concerning product sales and contracted services.

in the Company None Attendance at Board of Directors meetings 12/12 (100%)  June 2009  President and Executive Officer of the Company (current position)  June 2015  President and Executive Officer of the Company (current position)  June 2015  President and Executive Officer of the Company (current position)  June 2015  Reasons for nomination as candidate for Director, etc.  Mr. Nakao has displayed leadership as Representative Director of the Company and meets the criteria for candidate Director established by the Company. Therefore, the Company nominated him as a candidate to continue serving a Director.  Mr. Nakao is currently a business executive (Representative Director and President) of Takara Bio USA Holdings Inc.  Mr. Nakao is currently a business executive (Representative Director and President) of Takara Bio USA Holdings which is a subsidiary of the Company's parent company Takara Holdings Inc. as well as a subsidiary of the Company Within the past five years, Mr. Nakao has served as a business executive (Chairman) of Takara Biotechnology (Dal Co., Ltd., Takara Biomedical Technology (Beijing) Co., Ltd., and Takara Korea Biomedical Inc., which are subsidir of the Company's parent company Takara Holdings Inc. as well as a subsidiary of the Company.  Apr. 1980  Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)  June 2005  Director  June 2007  Director  Shuichiro Matsuzaki September 5, 1955  June 2008  Director of Takara Holdings Inc.  Managing Director of Takara Shuzo Co., Ltd.  [Reclection]  June 2010  Director of Takara Holdings Inc.  Senior Managing Director of Takara Shuzo Co., Ltd.  Pune 2015  Pune 2015  Senior Managing Director of Takara Shuzo Co., Ltd.  June 2015  Director of Takara Holdings Inc.  Attendance at Board of Directors meetings  12/12 (100%)  June 2017  Director of Takara Holdings Inc.  Attendance at Board of Directors meetings  12/12 (100%)  June 2017  Director of Takara Holdings Inc.  Attendance at Board of Director of Takara Holdings Inc.  Attendance at Board of Director o	Candidate No.	Name (Date of birth)		mary, position and responsibility in the Company, ficant concurrent positions outside the Company	Number of the Company's shares owned
June 2003   Managing Director and Executive Officer   June 2004   Senior Managing Director and Executive Officer   Apr. 2006   Senior Managing Director, Executive Officer, and COO   Representative Director, Vice President, Executive Officer, and COO   Representative Director, Vice President, and COO   May 2009   Representative Director, Vice President, and COO   May 2009   Representative Director, Vice President (current position)   June 2015   President and Executive Officer of the Company (Significant concurrent position)   June 2015   President and Executive Officer of the Company (current position)   Significant concurrent positions outside the Company Representative Director of Takara Holdings Inc.   Director established by the Company's parent company favore for the Company of Takara Bio USA Holdings Inc.   Director established by the Company's parent company Takara Holdings Inc. as well as a subsidiary of the Company's parent company Takara Holdings Inc. as well as a subsidiary of the Company's parent company Takara Holdings Inc. as well as a subsidiary of the Company Sparent company Takara Holdings Inc. as well as subsidiaries of the Company.   Apr. 1980   June 2015   June 2015   June 2016   June 2017				Holdings Inc.)	0.000
June 2004   Senior Managing Director and Executive Officer and COO     Reelection   June 2007   Representative Director, Executive Officer, and COO     Relationship of special interest in the Company None   May 2009   Representative Director, Vice President, and COO     Altendance at Board of Director of Director of Takara Holdings Inc. (current position)   June 2015   Persident and Executive Officer of the Company (current position)   Significant concurrent position on Significant concurrent position on Significant concurrent position on Significant concurrent position outside the Company Representative Director and President of Takara Bio USA Holdings Inc.			_	- ·	
Relationship of special interest in the Company   May 2009   May 2009   May 2009   May 2009   May 2009   May 2009   Director of Takara Holdings Inc. (current position)   Director of Takara Holdings Inc. Mr. Nakao has displayed leadership as Representative Director and President of Takara Bio USA Holdings Inc. Mr. Nakao is currently a business executive (Representative Chairman) of Takara Biotechnology (Beljing) Co., Ltd., Takara Biomedical Technology (Beljing) Co., Ltd., and Takara Shuzo Co., Ltd.					
June 16, 1962  [Reelection] June 2007 Representative Director, Vice President, Executive Officer, and COO  Relationship of special interest in the Company May 2009 Representative Director, Vice President, and COO  Representative Director, Vice President (current position)  None Attendance at Board of Directors meetings 12/12 (100%)  June 2009 Director of Takara Holdings Inc. (current position)  June 2015 President and Executive Officer of the Company (Emerate position)  Significant concurrent positions outside the Company Representative Director and President of Takara Bio USA Holdings Inc.  Mr. Nakao has displayed leadership as Representative Director of the Company and meets the criteria for candidate Director. Mr. Nakao is currently a business executive (Representative Director and President) of Takara Bio USA Holdings Inc.  Mr. Nakao is currently a business executive (Representative Director and President) of Takara Bio USA Holdings Inc.  Mr. Nakao is currently a business executive (Representative Director and President) of Takara Bio USA Holdings Inc. as wall as a subsidiary of the Company's parent company Takara Holdings Inc. as well as a subsidiary of the Company Within the past five years, Mr. Nakao has served as a business executive (Chairmann) of Takara Biotechology (Dal Co., Ltd., Takara Biomedical Technology (Beijing) Co., Ltd., and Takara Korea Biomedical Inc., which are subsidiof the Company's parent company Takara Holdings Inc.  June 2005 Director  Shuichiro Matsuzaki September 5, 1955 June 2008 Director of Takara Shuzo Co., Ltd.  Managing Director of Takara Shuzo Co., Ltd.  Relationship of special interest in the Company None June 2015 Senior Managing Director and Senior Managing Director of Takara Shuzo Co., Ltd.  President June 2015 Senior Managing Director of Takara Shuzo Co., Ltd.  Directors meetings June 2015 Senior Managing Director of Takara Shuzo Co., Ltd.  President June 2019 Director President and Executive Vice President and Executive Vice President and Executive Vice President and Ex		Kajchi Nakao		Officer	
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None Attendance at Board of Directors meetings 12/12 (100%)  June 2009  Director of Takara Holdings Inc. (current position)  June 2015  President and Executive Officer of the Company (current position)  Significant concurrent positions outside the Company Representative Director and President of Takara Bio USA Holdings Inc.  Director of Takara Holdings Inc.  Reasons for nomination as candidate for Director, etc. Mr. Nakao has displayed leadership as Representative Director of the Company and meets the criteria for candidat Director established by the Company. Therefore, the Company nominated him as a candidate to continue serving a Director.  Mr. Nakao is currently a business executive (Representative Director and President) of Takara Bio USA Holdings Inc.  Mr. Nakao is currently a business executive (Representative Director and President) of Takara Bio USA Holdings Inc.)  Within the past five years, Mr. Nakao has served as a business executive (Chairman) of Takara Biotechnology (Dal Co., Ltd., Takara Biomedical Technology (Beijing) Co., Ltd., and Takara Korea Biomedical Inc., which are subsidiof the Company's parent company Takara Holdings Inc. as well as subsidiaries of the Company.  Apr. 1980  Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)  June 2005  Director of Takara Holdings Inc.  Shuichiro Matsuzaki September 5, 1955  June 2008  Director of Takara Holdings Inc.  Managing Director of Takara Shuzo Co., Ltd.  [Reelection]  June 2010  Director of Takara Holdings Inc.  Senior Managing Director of Takara Shuzo Co., Ltd.  President  Attendance at Board of Director Managing Director of Takara Shuzo Co., Ltd.  12,300 since Takara Holdings Inc.  Director of Takara Holdings Inc.  President (current position)  Current responsibility in the Company  Lune 2017  Director, Vice President and Executive Vice President (current position)  Current responsibility in the Company  Con Current res			June 2008	-	68,600 shares
Directors meetings 12/12 (100%)  Director of Takara Holdings Inc. (current position)  June 2015 President and Executive Officer of the Company (current position)  Significant concurrent positions outside the Company Representative Director and President of Takara Bio USA Holdings Inc.  Reasons for nomination as candidate for Director, etc.  Mr. Nakao has displayed leadership as Representative Director of the Company and meets the criteria for candidate Director established by the Company. Therefore, the Company nominated him as a candidate to continue serving a Director.  Mr. Nakao is currently a business executive (Representative Director and President) of Takara Bio USA Holdings In which is a subsidiary of the Company's parent company Takara Holdings Inc. as well as a subsidiary of the Company Within the past five years, Mr. Nakao has served as a business executive (Chairman) of Takara Biotechnology (Dal Co., Ltd., Takara Biomedical Technology (Beijing) Co., Ltd., and Takara Korea Biomedical Inc., which are subsidior of the Company's parent company Takara Holdings Inc. as well as subsidiaries of the Company.  Apr. 1980  Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)  June 2005  Director  Shuichiro Matsuzaki September 5, 1955  June 2008  Director of Takara Holdings Inc.  Managing Director of Takara Shuzo Co., Ltd.  [Reelationship of special interest in the Company June 2010  None  June 2015  None  Attendance at Board of  Director of Takara Holdings Inc.  Senior Managing Director of the Company  None  June 2017  Senior Managing Director and Senior  Managing Executive Officer  Director of Takara Holdings Inc.  Senior Managing Director of the Company  None  June 2017  President and Executive Vice President and Executive Vice President  Lexecutive Vice President (current position)  Current responsibility in the Company  Courrent responsibili		None	May 2009	- · · · · · · · · · · · · · · · · · · ·	
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Apr. 1980 Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)  June 2005 Director  June 2007 Director  Director of Takara Shuzo Co., Ltd.  Shuichiro Matsuzaki September 5, 1955 June 2008 Director of Takara Shuzo Co., Ltd.  [Reelection] June 2010 Director of Takara Shuzo Co., Ltd.  Senior Managing Director of Takara Shuzo Co., Ltd.  Ltd. 12,300 strict.  Relationship of special interest in the Company None June 2014 Senior Managing Director of the Company None Attendance at Board of Directors meetings 12/12 (100%) June 2017 Director, Vice President and Executive Vice President  June 2019 Representative Director, Vice President and Executive Vice President (current position) Current responsibility in the Company CFO (Chief Financial Officer)  Reasons for nomination as candidate for Director Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates		Director established by the Comp Director. Mr. Nakao is currently a business which is a subsidiary of the Comp Within the past five years, Mr. Na Co., Ltd., Takara Biomedical Tec	executive (Re pany's parent c akao has served hnology (Beijin	presentative Director and President) of Takara Bio U company Takara Holdings Inc. as well as a subsidiary d as a business executive (Chairman) of Takara Biote ng) Co., Ltd., and Takara Korea Biomedical Inc., wh	SA Holdings Inc., of the Company.
Shuichiro Matsuzaki September 5, 1955  Iune 2008  Igrector Director Director Director Director Of Takara Shuzo Co., Ltd.  [Reelection]  June 2010  Iune 2010  Iune 2010  Director of Takara Holdings Inc. Managing Director of Takara Shuzo Co., Ltd.  [Realationship of special interest in the Company  None  Attendance at Board of Directors meetings 12/12 (100%)  Iune 2017  Iune 2017  Iune 2019  Representative Director, Vice President and Executive Vice President  June 2019  Representative Director, Vice President (current position)  Current responsibility in the Company  CFO (Chief Financial Officer)  Reasons for nomination as candidate for Director  Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates		or the company s parent compan		Joined Takara Shuzo Co., Ltd. (currently Takara	
Shuichiro Matsuzaki September 5, 1955  [Reelection]  [Reelection]  None  Attendance at Board of Directors meetings 12/12 (100%)  Reasons for nomination as candidate for Director  Mr. Matsuzaki possesses abundant experience and Accounting as an officer of Takara Shuzo Co., Ltd., June 2010  Director of Takara Holdings Inc. Senior Managing Director of Takara Shuzo Co., Ltd.  Ltd. Senior Managing Director of the Company June 2014  Senior Managing Director and Senior Managing Executive Officer Director, Vice President and Executive Vice President June 2019  Representative Director, Vice President (current position) Current responsibility in the Company CFO (Chief Financial Officer)  Reasons for nomination as candidate for Director Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates			June 2005		
September 5, 1955  September 5, 1955  June 2008  Director of Takara Holdings Inc.  Managing Director of Takara Shuzo Co., Ltd.  June 2010  Director of Takara Holdings Inc.  Senior Managing Director of Takara Shuzo Co.,  Ltd.  Ltd.  12,300 s  None  Attendance at Board of  Directors meetings  12/12 (100%)  June 2017  Director, Vice President and Executive Vice  President  June 2019  Representative Director, Vice President (current position)  Current responsibility in the Company  CFO (Chief Financial Officer)  Reasons for nomination as candidate for Director  Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates				Director	
September 5, 1955    June 2008   Director of Takara Holdings Inc.     Managing Director of Takara Shuzo Co., Ltd.     June 2010   Director of Takara Holdings Inc.     Senior Managing Director of Takara Shuzo Co.,     Relationship of special interest   Ltd.   12,300 states     in the Company   June 2014   Senior Managing Director of the Company     None   June 2015   Senior Managing Director and Senior     Attendance at Board of   Directors meetings   June 2017   Director, Vice President and Executive Vice     12/12 (100%)   Tune 2019   Representative Director, Vice President and     Executive Vice President (current position)     Current responsibility in the Company     CFO (Chief Financial Officer)     Reasons for nomination as candidate for Director     Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates		Shuichiro Matsuzaki		Director of Takara Shuzo Co., Ltd.	
Relationship of special interest in the Company None Attendance at Board of Directors meetings 12/12 (100%)  Reasons for nomination as candidate for Director Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Shuzo Co., Ltd., and meets the criteria for candidates			June 2008	<del>-</del>	
in the Company None None Attendance at Board of Directors meetings 12/12 (100%)  Reasons for nomination as candidate for Director Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates			June 2010	Senior Managing Director of Takara Shuzo Co.,	
None Attendance at Board of Directors meetings 12/12 (100%)  None Attendance at Board of Directors meetings 12/12 (100%)  Director, Vice President and Executive Vice President  June 2019 Representative Director, Vice President and Executive Vice President (current position)  Current responsibility in the Company CFO (Chief Financial Officer)  Reasons for nomination as candidate for Director Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates			1 2014		12,300 shares
Attendance at Board of Directors meetings 12/12 (100%)  Director, Vice President and Executive Vice President  June 2019  Representative Director, Vice President and Executive Vice President (current position)  Current responsibility in the Company CFO (Chief Financial Officer)  Reasons for nomination as candidate for Director Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates					
Directors meetings 12/12 (100%)  June 2017  Director, Vice President and Executive Vice President  June 2019  Representative Director, Vice President and Executive Vice President (current position)  Current responsibility in the Company CFO (Chief Financial Officer)  Reasons for nomination as candidate for Director  Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates	3		Julie 2013	5 5	
12/12 (100%)  President  June 2019  Representative Director, Vice President and Executive Vice President (current position)  Current responsibility in the Company CFO (Chief Financial Officer)  Reasons for nomination as candidate for Director Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates			June 2017		
Executive Vice President (current position)  Current responsibility in the Company  CFO (Chief Financial Officer)  Reasons for nomination as candidate for Director  Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates		_			
CFO (Chief Financial Officer)  Reasons for nomination as candidate for Director  Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates			June 2019	_	
Reasons for nomination as candidate for Director  Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates			Current respo	onsibility in the Company	
Mr. Matsuzaki possesses abundant experience and knowledge gained in Business Management, IR, Finance and Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates			•	•	
Accounting as an officer of Takara Holdings Inc. and Takara Shuzo Co., Ltd., and meets the criteria for candidates					
		_	_		
I Hirector established by the Company Theretore, the Company nominated him as a condidate to continue common a		=			
Director established by the Company. Therefore, the Company nominated him as a candidate to continue serving a Director.			any. Therefore	, the Company nominated initi as a candidate to cont	mue serving as a

Candidate No.	Name (Date of birth)		mary, position and responsibility in the Company, ficant concurrent positions outside the Company	Number of the Company's shares owned
	Junichi Mineno August 13, 1960 [Reelection]	Apr. 1984  Apr. 2004  June 2009  Apr. 2011	Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.) General Manager of Center for Cell and Gene Therapy Facility of the Company Deputy General Manager of Gene Therapy Business Unit and General Manager of Center for Cell and Gene Therapy Facility Executive Officer	
4	Relationship of special interest in the Company None Attendance at Board of Directors meetings	June 2012 June 2014 June 2015 June 2019	Senior Executive Officer Managing Director Managing Director and Senior Executive Officer Director and Senior Managing Executive Officer (current position)	14,400 shares
,	12/12 (100%)	COO (Chief of Significant co	onsibility in the Company Operating Officer) Oncurrent positions outside the Company Once Director and Vice Chairman of Takara Korea Once.	
	businesses related to products and of establishing its GMP production Director established by the Comp Director.  Mr. Mineno is currently a business	of new technod d services for conframework in any. Therefore	or, etc.  plogies and new projects, genetic analysis-related bus linical research on cell and gene therapies. He posses in the gene therapy business, and meets the criteria for the Company nominated him as a candidate to cont epresentative Director and Vice Chairman) of Takara rent company Takara Holdings Inc. as well as a subsi	sses a track record or candidates for inue serving as a a Korea Biomedical
5	Masanobu Kimura August 19, 1963  [Reelection]  Relationship of special interest in the Company None Attendance at Board of Directors meetings	July 2001  Mar. 2007  Mar. 2010  Nov. 2011  May 2013  Apr. 2015  June 2016  June 2017	Joined Daiichi Pharmaceutical Co., Ltd. (currently Daiichi Sankyo Co., Ltd.) Joined ImmunoFrontier, Inc. Joined ICON Japan K.K. Joined PAREXEL International Inc. Joined the Company Deputy General Manager of Gene Therapy Business Unit and General Manager of Project Management Department Executive Officer Director and Managing Executive Officer	800 shares
		General Man late for Director development of the criteria	of pharmaceuticals, has leadership experience in clini a for candidates for Director established by the Comp	-

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned	
	Tsuyoshi Miyamura October 20, 1963	Apr. 1988	Joined Takara Shuzo Co., Ltd. (currently Takara Holdings Inc.)		
	[Reelection]		General Manager of Sales Department of the Company Executive Officer		
	Relationship of special interest in the Company	June 2009 June 2014 June 2018	Managing Executive Officer (current position) Director (current position)	8,900 shares	
6	None Attendance at Board of Directors meetings 12/12 (100%)	Current respo General Mana Significant co	onsibility in the Company ager of Sales & Marketing Division oncurrent positions outside the Company Takara Biomedical Technology (Beijing) Co., Ltd.		
	business, has contributed to the m his ability as a corporate manager	andidate for Director, etc.  blved in planning, marketing, sales and distribution of products and services in the bio the market expansion in China for products in the genetic engineering research field, proved nager for the Company's subsidiary, and meets the criteria for candidates for Director  Therefore, the Company nominated him as a candidate to continue serving as Director.			

Mr. Miyamura is currently a business executive (Chairman) of Takara Biomedical Technology (Beijing) Co., Ltd., which is a subsidiary of the Company's parent company Takara Holdings Inc. as well as a subsidiary of the Company. Within the past five years, Mr. Miyamura has served as a business executive (Chairman) of Takara Biotechnology (Dalian) Co., Ltd., which is a subsidiary of the Company's parent company Takara Holdings Inc. as well as a subsidiary

of the Company.

Candidate No.	Name (Date of birth)		nary, position and responsibility in the Company, cant concurrent positions outside the Company	Number of the Company's shares owned	
	Nobuko Kawashima October 27, 1962 (Name as shown on the family resister: Nobuko Yokoyama)  [Reelection - External]  Relationship of special interest in the Company None Attendance at Board of Directors meetings 12/12 (100%)  Number of years in office as an external Director 4 years (at the conclusion of this meeting)	-	Joined The Long-Term Credit Bank of Japan, Limited Joined Dentsu Communication Institute Inc. Research fellow at the Centre for Cultural Policy Studies of the University of Warwick Full-time lecturer with the Faculty of Economics at Doshisha University Professor with the Faculty of Economics (current position) Director (external Director) of the Company (current position) ncurrent positions outside the Company the Faculty of Economics at Doshisha University	0 shares	
7	responsibility. She meets the crite apply her expert knowledge to the meetings from an independent and the Company nominated her as a - Ms. Kawashima has never in the However, the Company judges shexperience as an academic and br - Ms. Kawashima satisfies the regard the Company has submitted reindependent officer.  Limited liability agreement Pursuant to the provisions of Articagreement with Ms. Kawashima to Pursuant to this agreement, the definition of the provisions of the definition of the provisions of the pursuant to this agreement, the definition of the provisions of the pursuant to this agreement, the definition of the provisions of the pursuant to this agreement, the definition of the provisions of the pursuant to this agreement, the definition of the provisions of the pursuant to this agreement, the definition of the provisions of the pursuant to this agreement, the definition of the pursuant to this agreement, the definition of the pursuant to this agreement, the definition of the pursuant to the provisions of the pursuant to this agreement, the definition of the pursuant to the pursuant to this agreement, the definition of the pursuant to the pursuant t	for external Director.  research experience in subjects including creative economy and corporate social teria for candidates for external Director established by the Company, and is expected to the management of the Company and express her opinions at the Board of Directors and objective standpoint, thereby ensuring effective management oversight. Therefore, a candidate to continue serving as an external Director.  The past been involved in the management of a company except as an external officer. She will appropriately fulfill her duties as an external Director based on her abundant proad insight on economy and society.  Equirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., a notification to the aforementioned exchange concerning her appointment as an at to limit her liability for damages under Article 423, paragraph 1 of the Companies Act. In defined maximum amount of liability for damages is the minimum liability amount paragraph 1 of the same Act. If the reelection of Ms. Kawashima is approved, the			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
No.	(Date of birth)  Kazuko Kimura May 1, 1951 [Reelection - External]  Relationship of special interest in the Company None Attendance at Board of Directors meetings 10/10 (100%)  Number of years in office as an external Director 1 years (at the conclusion of this meeting)	and signifi Apr. 1976  Apr. 1979 July 1996  July 1999  Apr. 2000  June 2013  Sept. 2013  Apr. 2017  Oct. 2017  June 2019	Safety and Environmental Health Bureau, Ministry of Health and Welfare (currently Ministry of Health, Labour and Welfare) Pharmaceutical Affairs Bureau Pharmaceutical Department of World Health Organization (on secondment) Organization for Pharmaceutical Safety and Research (on secondment) Professor of International Medical Research Laboratory, Institute of Medical, Pharmaceutical and Health Sciences, Kanazawa University Director (Outside Director) of Alfresa Holdings Corporation Representative Director of Medicines Security Workshop (current position) Professor Emeritus of National University Corporation Kanazawa University (current position) Specially Appointed Professor of Graduate School of Medical Sciences (current position) Director (external Director) of the Company	
8		(current position) Significant concurrent positions outside the Company		
		Sciences, Nati	ointed Professor of Graduate School of Medical onal University Corporation Kanazawa University Director of Medicines Security Workshop	

Reasons for nomination as candidate for external Director, etc.

- Ms. Kimura is a candidate for external Director.
- Ms. Kimura is a specialist in the areas of quality control of pharmaceutical distribution, eradication of substandard and falsified medicines, support of development of anti-counterfeit technologies, and education of specialists. She meets the criteria for candidates for external Director established by the Company, and is expected to apply her expert knowledge to the management of the Company and express her opinions at the Board of Directors meetings from an independent and objective standpoint, thereby ensuring effective management oversight. Therefore, the Company nominated her as a candidate to continue serving as an external Director.
- Ms. Kimura has never in the past been involved in the management of a company except as an external officer. However, the Company judges she will appropriately fulfill her duties as an external Director based on her abundant experience as an academic and broad insight on quality control of pharmaceutical distribution, etc.
- Ms. Kimura satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company has submitted notification to the aforementioned exchange concerning her appointment as an independent officer.

#### Limited liability agreement

Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Kimura to limit her liability for damages under Article 423, paragraph 1 of the Companies Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the same Act. If the reelection of Ms. Kimura is approved, the Company plans to renew the aforementioned agreements with her.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
		May 1998	Medical Staff with Department of Obstetrics and Gynecology at Hyogo Prefectural Amagasaki Hospital	
		Apr. 2000	Medical Staff with Department of Obstetrics and Gynecology at Toyooka Public Hospital	
		Sept. 2002	Medical Staff with Department of Obstetrics and Gynecology at Kyoto University Hospital	
	Noriomi Matsumura July 10, 1971	Apr. 2007	Clinical Assistant Professor with Department of Obstetrics and Gynecology at National University Corporation Kyoto University Hospital	
	[New election - External]	Apr. 2008	Assistant Professor with Department of Gynecology and Obstetric	
	Relationship of special interest in the Company None	Dec. 2012 Aug. 2013	Lecturer with Maternal and Perinatal Care Unit Associate Professor with Department of Gynecology and Obstetrics	0 shares
	Attendance at Board of Directors meetings	Apr. 2017	Professor with Department of Obstetrics and Gynecology of Faculty of Medicine at Kindai University (current position)	
	-	June 2017	Vice Chairperson of Board Certification Committee of Japan Society of Obstetrics and Gynecology (current position)	
9		Dec. 2018	Director and TR Committee Member, Japanese Gynecologic Oncology Group (current position)	
		_	oncurrent positions outside the Company	
			h Department of Obstetrics and Gynecology of edicine at Kindai University	

Reasons for nomination as candidate for external Director, etc.

- Mr. Matsumura is a candidate for external Director.
- Mr. Matsumura possesses abundant experience and expert knowledge in obstetrics and gynecology and other fields of medical science in general, and is familiar particularly with the areas of tumor genome analysis, molecular targeted therapy, and immune therapy of gynecologic oncology. He meets the criteria for candidates for external Director established by the Company, and is expected to utilize his experience and expertise and express his opinions at the Board of Directors meetings from an independent and objective standpoint, thereby ensuring effective management oversight. Therefore, the Company nominated him as a candidate for external Director.
- Mr. Matsumura has never in the past been involved in the management of a company except as an external officer. However, the Company judges he will appropriately fulfill his duties as an external Director based on his abundant experience as an academic and broad insight on medical science in general.
- Mr. Matsumura satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company plans to submit notification to the aforementioned exchange concerning his appointment as an independent officer.

Limited liability agreement

If the election of Mr. Matsumura is approved, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages stipulated in Article 423, paragraph 1 of the same Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the same Act.

#### **Proposal No. 3** Election of Two Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Members Kunihiko Kamada and Yasuo Himeiwa will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of two Audit & Supervisory Board Members (two external Audit & Supervisory Board Members).

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
	Kunihiko Kamada May 16, 1960  [Reelection - External]  Relationship of special interest in the Company None Attendance at Board of Directors meetings 12/12 (100%) Attendance at Audit & Supervisory Board meetings 13/13 (100%)  Number of years in office as an Audit & Supervisory Board Member 4 years (at the conclusion of this meeting)	Association)  Mar. 1993 Registered as a Part-time lecture position)  Jan. 2011 Partner of Daii Corporation (culture 2016 Audit & Super	s outside the Company	0 shares

Reasons for nomination as candidate for external Audit & Supervisory Board Member, etc.

- Mr. Kamada is a candidate for external Audit & Supervisory Board Member.
- Mr. Kamada meets the criteria for candidates for external Audit & Supervisory Board Member established by the Company, and is expected to provide advice and recommendations to promote compliance management and to ensure the validity and appropriateness of decisions made by the Board of Directors and the Audit & Supervisory Board by utilizing his advanced expert knowledge and experience as an attorney at law. Therefore, the Company nominated him as a candidate to continue serving as an external Audit & Supervisory Board Member.
- Mr. Kamada has never in the past been involved in the management of a company except as an external officer. However, the Company judges that he will appropriately fulfill his duties as an external Audit & Supervisory Board Member based on the above reasons.
- Mr. Kamada satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company has submitted notification to the aforementioned exchange concerning his appointment as an independent officer.

Limited liability agreement

Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kamada to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the same Act. If the reelection of Mr. Kamada is approved, the Company plans to renew the aforementioned agreements with him.

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
		Aug. 1983	Joined the accounting firm of Peat Marwick Mitchell & Co. (currently KPMG)	
		Aug. 1990	Registered as a certified public accountant of Japan	
		Aug. 1992	Assigned to KPMG London Office	
		Aug. 1994	European Director of KPMG Project Japan	
		Jan. 1996	Partner of Century Audit Corporation (currently	
	Yasuo Himeiwa		Ernst & Young ShinNihon LLC)	
	November 5, 1953	Feb. 2001	Senior Partner of Shin Nihon & Co. (currently	
	1101011001 3, 1933		Ernst & Young ShinNihon LLC)	
	[Reelection - External]	Sept. 2003	Partner of AZSA & Co.	
	,	July 2009	Head of Global Japanese Practice Osaka Office	
	Relationship of special interest	May 2015	Chairman of National Employee Association of	
	in the Company		KPMG AZSA LLC	
	None	June 2016	Director of Himeiwa CPA Office (current	
	Attendance at Board of		position)	
	Directors meetings		Audit & Supervisory Board Member (External	0 shares
	12/12 (100%)		Audit & Supervisory Board Member) of the	
	Attendance at Audit &		Company (current position)	
	Supervisory Board meetings	June 2017	Outside Director (Audit and Supervisory	
	13/13 (100%)		Committee Member) of Sharp Corporation	
	Number of years in office as an Audit & Supervisory Board		(current position)	
	Member	June 2020	Outside Director (Audit and Supervisory	
2	4 years (at the conclusion of this		Committee Member) of IDEC	
_	meeting)		CORPORATION (scheduled to assume the position)	
	(6)	Significant co	oncurrent positions outside the Company	
		_	imeiwa CPA Office	
			etor (Audit and Supervisory Committee Member)	
		of Sharp Corp		
			etor (Audit and Supervisory Committee Member)	
		of IDEC CORPORATION [scheduled to assume the position		
		June, 2020]	= 111 1101 (contained to assume the position on	

Reasons for nomination as candidate for external Audit & Supervisory Board Member, etc.

- Mr. Himeiwa is a candidate for external Audit & Supervisory Board Member.
- Mr. Himeiwa meets the criteria for candidates for external Audit & Supervisory Board Member established by the Company, and is expected to provide advice and recommendations to improve transparency and objectivity in management by utilizing his advanced expert knowledge and experience in finance and accounting as a certified public accountant. Therefore, the Company nominated him as a candidate to continue serving as an external Audit & Supervisory Board Member.
- Mr. Himeiwa satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company has submitted notification to the aforementioned exchange concerning his appointment as an independent officer.

Limited liability agreement

Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Himeiwa to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the same Act. If the reelection of Mr. Himeiwa is approved, the Company plans to renew the aforementioned agreements with him.