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Securities Code 4151

(Dispatch date) March 4, 2025

(Commencement date of measures for providing information in electronic format) February 21, 2025

Dear Shareholders,

Masashi Miyamoto
Executive Director of the Board,
President and CEO
Kyowa Kirin Co., Ltd.
1-9-2 Otemachi, Chiyoda-ku, Tokyo

Notice of Convocation of the 102nd Ordinary General Meeting of Shareholders

Please be advised that the 102nd Ordinary General Meeting of Shareholders (the “**Meeting**”) of Kyowa Kirin Co., Ltd. (the “**Company**”) will be held as set forth below.

When convening the Meeting, the Company takes measures for providing information such as reference documents for the General Meeting of Shareholders (matters subject to the measures for providing information in electronic format) in electronic format and posts this information as the Notice of Convocation of the 102nd Ordinary General Meeting of Shareholders on the Company’s website. Please review the information on the Company’s website shown below.

The Company’s website: <https://ir.kyowakirin.com/en/stock/meeting.html>

In addition to posting matters subject to measures for providing information in electronic format on the website listed above, the Company also posts this information on the website of the Tokyo Stock Exchange (TSE). When accessing the TSE website shown below, please enter “Kyowa Kirin” under “Issue name (company name)” or the Company’s securities code “4151” under “Code” and execute a search. Next select “Basic information” and then “Documents for public inspection/PR information,” to check the information under “Filed information available for public inspection” in the “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” field.

Tokyo Stock Exchange website (Listed Company Search):
<https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do>

If you are not attending the meeting in person, you can exercise your voting rights via the Internet, etc. or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:40 p.m. (JST) on March 18 (Tue), 2025.

Details of the Meeting

1. Date and Time:

March 19, 2025 (Wednesday), at 10 a.m. (JST)

2. Venue:

Tokyo Sankei Building Otemachi Sankei Plaza 4th-floor Hall
1-7-2 Otemachi, Chiyoda-ku, Tokyo

3. Agenda:

Matters to be reported:

1. Business Report, Consolidated Financial Statements, as well as the audit reports of the Accounting Auditor and the Audit & Supervisory Board on the Consolidated Financial Statements, for the 102nd fiscal year (from January 1, 2024, to December 31, 2024)
2. Non-consolidated Financial Statements for the 102nd fiscal year (from January 1, 2024, to December 31, 2024)

Matters to be resolved:

- Proposal No. 1: Appropriation of surplus
- Proposal No. 2: Partial amendments to the Articles of Incorporation
- Proposal No. 3: Election of nine (9) Directors of the Board
- Proposal No. 4: Election of one (1) Audit & Supervisory Board Member
- Proposal No. 5: Revision of remuneration amount for Directors of the Board

4. Other Decisions on the Convocation of the Meeting:

In the case that voting rights are exercised in duplicate, via both postal mail and the Internet, etc., the vote via the Internet, etc., shall be deemed valid.

In the case that multiple votes are received via the Internet, etc., the last vote shall be deemed valid.

If neither approval nor disapproval of a proposal is indicated on the Voting Form used for exercising voting rights in writing, it will be treated as a vote for approval.

End

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- If you attend the meeting in person, please submit your Voting Form to the reception desk at the venue.
 - If revisions to the matters subject to measures for providing information in electronic format arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's aforementioned website and the TSE website.

<Measures for shareholders with disability>

- While only shareholders themselves may enter the venue in principle, an assistant, guide dog, etc. for those with disabilities may enter.
- We will show real-time subtitles on the screen in the venue and on the live streaming screen on the day of the Meeting, so those with a hearing impediment can also participate and watch (Please be aware that there will be a time lag in displaying the subtitles).

Reference Documents for the General Meeting of Shareholders

Proposals and References:

Proposal No. 1: Appropriation of surplus

The basis of the Company's policy regarding the distribution of profits is to pay dividends stably in light of a comprehensive consideration of factors including consolidated results and dividend payout ratio for each fiscal year, while also increasing its retained earnings for future business development and other purposes.

As the dividend policy in the FY2021-2025 Mid-term Business Plan, the Company sets its target dividend payout ratio on core EPS*1 at 40%, and aims to ensure a stable and sustained increase in the level of dividend payment (continuous increase of dividend payments) in line with medium- to long-term growth in profits.

Based on this policy, the Company intends to pay a year-end dividend of ¥29 per share for the 102nd fiscal year, as described below. Combined with the interim dividend of ¥29 per share, this will result in an annual dividend of ¥58 per share, an increase of ¥2 compared with the annual dividend for the previous fiscal year.

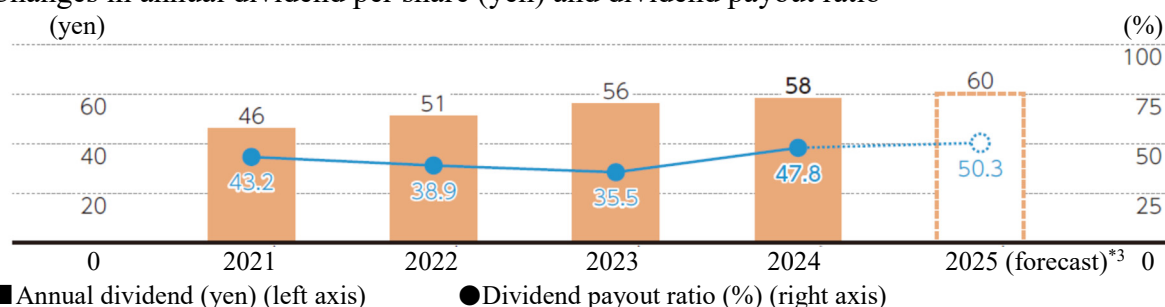
Year-end dividend

- (1) Type of dividend property:
Cash
- (2) Allocation of dividend property and total amount thereof:
¥29 per share of the Company's ordinary shares
Total amount: ¥15,177,375,504
- (3) Effective date of dividends of surplus:
March 21, 2025

Note *1: As an indicator for recurring profitability, it is calculated by dividing "core profit," which is "profit" less "other income," "other expenses" and their "income tax expense," by the average number of shares during the period.

(Reference)

Changes in annual dividend per share (yen) and dividend payout ratio*2



■ Annual dividend (yen) (left axis) ● Dividend payout ratio (%) (right axis)

Notes *2: The dividend payout ratios for 2021 and after show those against core EPS stated in the FY2021-2025 Medium-Term Business Plan. The weighted average dividend payout ratio for 2021-2025 is expected to be 42.6%.

*3: Precaution for dividend forecast

The dividend forecast has uncertain factors and may change. Accordingly, the Company is not committed to achieving it.

Proposal No. 2: Partial amendments to the Articles of Incorporation

- 1 Reason for amendment
 In order to enable flexible and prompt responses in the management of the General Meeting of Shareholders, the Director determined by the Board of Directors in advance shall be the chairman of the Meeting.

- 2 Details of amendments
 The details of the proposed amendments are as follows. If passed, these amendments shall take effect at the conclusion of this Meeting.

(Underlined parts are amended)

| Current Articles of Incorporation | Proposed Amendment |
|---|---|
| <p>Article 15. (Convener and Chairman of a General Meeting of Shareholders)</p> <p>A General Meeting of Shareholders shall be convened by the President, <u>who shall act as Chairman.</u></p> <p>In cases where the President is unable to so act, another Director of the Board shall take his or her place in the order previously determined by the Board of Directors to convene the General Meeting of Shareholders <u>and assume the chairmanship thereof.</u></p> | <p>Article 15. (Convener and Chairman of a General Meeting of Shareholders)</p> <p>A General Meeting of Shareholders shall be convened by the President. <u>In cases where the President is unable to so act, another Director of the Board shall take his or her place in the order previously determined by the Board of Directors to convene the General Meeting of Shareholders.</u> <u>A Director of the Board previously determined by the Board of Directors shall act as Chairman of the General Meeting of Shareholders. In cases where the Director of the Board is unable to so act, another Director of the Board shall take his or her place in the order previously determined by the Board of Directors.</u></p> |

Proposal No. 3: Election of nine (9) Directors of the Board

As of the conclusion of the Meeting, the terms of office of all nine (9) Directors of the Board will expire. Accordingly, based on the report from the Nomination & Remuneration Consultative Committee, which is chaired by an outside Director of the Board and made up of seven (7) members selected from the outside Directors of the Board and Audit & Supervisory Board Members and three (3) members selected from the internal Directors of the Board and Audit & Supervisory Board Members, and in the interest of continuously enhancing the transparency and objectivity of management and strengthening the supervising function over execution of operations, shareholders are requested to elect nine (9) Directors of the Board including five (5) outside Directors of the Board.

The candidates for the positions of Directors of the Board are as follows:

| Candidate No. | Name | Current position and areas of responsibility in the Company | Board of Directors Meeting Attendance | Number of years in office |
|---------------|---|--|---------------------------------------|---------------------------|
| 1 | Masashi Miyamoto <input type="checkbox"/> Reappointment | *Executive Director of the Board, President and CEO Member of Nomination & Remuneration Consultative Committee | 100% (14/14) | 8 |
| 2 | Abdul Mullick <input type="checkbox"/> New appointment | Managing Executive Officer CIBO In charge of International Business Planning Department | — | — |
| 3 | Takeyoshi Yamashita <input type="checkbox"/> Reappointment | Director of the Board, Senior Managing Executive Officer CMO In charge of Intellectual Property Department, Medical Affairs Department and Pharmacovigilance Division Member of Nomination & Remuneration Consultative Committee | 100% (14/14) | 2 |
| 4 | Daisuke Fujiwara <input type="checkbox"/> New appointment | — | — | — |
| 5 | Takashi Oyamada <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent | Outside Directors of the Board Chairperson of Nomination & Remuneration Consultative Committee | 100% (14/14) | 4 |
| 6 | Yoshihisa Suzuki <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent | Outside Directors of the Board Member of Nomination & Remuneration Consultative Committee | 100% (14/14) | 3 |
| 7 | Rumiko Nakata <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent | Outside Directors of the Board Member of Nomination & Remuneration Consultative Committee | 100% (14/14) | 2 |
| 8 | Hiroshi Kanno <input type="checkbox"/> New appointment <input type="checkbox"/> Outside | — | — | — |

| Candidate No. | Name | Current position and areas of responsibility in the Company | Board of Directors Meeting Attendance | Number of years in office |
|---------------|--|---|---------------------------------------|---------------------------|
| | <input type="checkbox"/> Independent | | | |
| 9 | Yukiko Ito <input type="checkbox"/> New appointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent | — | — | — |

Notes:

1. The Director of the Board above marked with an asterisk concurrently serves as Executive Officer.
2. Number of years in office indicates the number of years from each candidate's assumption of his/her office as Director of the Board of the Company (until the conclusion of the Meeting).

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|---|---|---|
| 1. | <div data-bbox="248 383 454 454" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reappointment</div> <p data-bbox="248 495 432 595">Masashi Miyamoto (Jul. 16, 1959)</p> | <p data-bbox="480 383 1225 450">Apr. 1985: Joined Kirin Brewery Company, Limited (presently Kirin Holdings Company, Limited)</p> <p data-bbox="480 454 1225 589">Apr. 2011: Director, Regulatory Affairs Department of Pharmacovigilance and Quality Assurance Division, Kyowa Hakko Kirin Co., Ltd. (presently Kyowa Kirin Co., Ltd.)</p> <p data-bbox="480 593 1225 728">Mar. 2012: Executive Officer, Director, Regulatory Affairs Department of Pharmacovigilance and Quality Assurance Division, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="480 732 1225 911">Jul. 2014: Executive Officer, Director, Strategic Product Portfolio Department and Regulatory Affairs Department of Pharmacovigilance and Quality Assurance Division, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="480 916 1225 1016">Apr. 2015: Executive Officer, Director, Strategic Product Portfolio Department, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="480 1021 1225 1122">Mar. 2017: Director of the Board, Managing Executive Officer, Director, Strategic Product Portfolio Department, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="480 1126 1225 1261">Apr. 2017: Director of the Board, Managing Executive Officer, Director, Corporate Strategy & Planning Department, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="480 1265 1225 1366">Mar. 2018: Executive Director of the Board, President and Chief Operating Officer, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="480 1370 1225 1482">Apr. 2024: Executive Director of the Board, President and Chief Executive Officer (CEO), Kyowa Kirin Co., Ltd. (to present)</p> <div data-bbox="480 1516 1230 1585" style="border: 1px solid black; padding: 2px; margin-top: 10px;"> <p>Reasons for appointing him as a candidate for Director of the Board:</p> </div> <p data-bbox="480 1597 1225 2047">Utilizing abundant experience and sophisticated knowledge on the overall business management, Mr. Masashi Miyamoto has led discussions on the Company's medium- to long-term growth strategy and executed measures to strengthen the global management base, while playing a role in making decisions on important matters of management and in supervising the execution of duties as Executive Director. Accordingly he was selected as a candidate for Director of the Board because the Company has judged that he is the right person to fully perform the role of decision-making on material matters of management and supervising the execution of operations as Director of the Board, and to realize the Company's vision of continuously creating life-</p> | 112,692 shares |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|-------------------------|--|---|
| | | changing values as a specialty pharmaceutical company originating in Japan. | |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|---|---|---|
| 2. | <div data-bbox="248 338 451 409" style="border: 1px solid black; padding: 2px;">New appointment</div> <p data-bbox="248 450 443 521">Abdul Mullick (May 14, 1967)</p> | <p data-bbox="480 338 1230 439">Jan. 1999: Global Marketing Director, Diabetes, Hoechst Marion Roussel Ltd. (presently Sanofi-Aventis Pharma AG)</p> <p data-bbox="480 450 1155 510">Jan. 2005: Senior Global Brand Director, Diabetes, Novartis Pharma AG</p> <p data-bbox="480 521 1209 551">Dec. 2007: EMEA Business Unit Head, Genzyme Corp.</p> <p data-bbox="480 562 1166 663">Jan. 2009: Vice President Commercial Operations – Japan, Asia-Pac, Australia & China, Genzyme Corp.</p> <p data-bbox="480 674 1187 734">Jan. 2011: Vice President, Head of Global Marketing, Rare Diseases, Genzyme Corp.</p> <p data-bbox="480 745 1114 846">Jul. 2013: Vice President & General Manager, Endocrinology and Cardiology, Rare Diseases, Genzyme USA</p> <p data-bbox="480 857 1177 918">Sep. 2014: Executive Vice President, Head of Global Marketing, Vifor Pharma Ltd</p> <p data-bbox="480 929 1230 990">Mar. 2018: Executive Vice President, Rare Disease Head, Kyowa Kirin International plc</p> <p data-bbox="480 1001 1161 1030">Apr. 2019: President, Kyowa Kirin International plc</p> <p data-bbox="480 1041 1209 1120">Jan. 2023: Managing Executive Officer, Vice Chief International Business Officer, Kyowa Kirin Co., Ltd.</p> <p data-bbox="480 1131 1209 1209">Mar. 2023: Managing Executive Officer, Chief International Business Officer, Kyowa Kirin Co., Ltd.</p> <p data-bbox="480 1220 1139 1321">Apr. 2024: Managing Executive Officer, Chief International Business Officer (CIBO), Kyowa Kirin Co., Ltd. (to present)</p> <div data-bbox="480 1377 927 1413" style="border: 1px solid black; padding: 2px;">Position and areas of responsibility:</div> <p data-bbox="480 1424 1027 1460">International Business Planning Department</p> <div data-bbox="480 1494 1230 1565" style="border: 1px solid black; padding: 2px;">Reasons for appointing him as a candidate for Director of the Board:</div> <p data-bbox="480 1576 1241 1998">Mr. Abdul Mullick has extensive knowledge about global development of pharmaceuticals for rare diseases, and has shown excellent capabilities over management of businesses, organizations and employees since joining the Group in 2018, by leading growth of Kyowa Kirin’s business including global products and promoting reforms in the European and Asia-Pacific regions. Accordingly he was selected as a candidate for Director of the Board because the Company has judged that he is the right person to fully perform the role of decision-making on material matters of management and supervising the execution of operations as Director of the Board, and to realize the Company’s vision of</p> | 0 shares |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|-------------------------|--|---|
| | | continuously creating life-changing values as a specialty pharmaceutical company originating in Japan. | |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|---|--|---|
| 3. | <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 10px;">Reappointment</div> <p>Takeyoshi Yamashita (Nov. 30, 1961)</p> | <p>Apr. 1987: Joined Kirin Brewery Company, Limited (presently Kirin Holdings Company, Limited)</p> <p>Apr. 2010: Director, Innovative Drug Discovery Laboratories, Research Division, Kyowa Hakko Kirin Co., Ltd. (presently Kyowa Kirin Co., Ltd.)</p> <p>Apr. 2012: Director, Research Planning Department, Research Division, Kyowa Hakko Kirin Co., Ltd.</p> <p>Apr. 2014: Director, Research Core Function Laboratories, Research Functions Unit, R&D Division, Kyowa Hakko Kirin Co., Ltd.</p> <p>Apr. 2015: Director, Regulatory Affairs Department, Pharmacovigilance and Quality Assurance Division, Kyowa Hakko Kirin Co., Ltd.</p> <p>Mar. 2017: Executive Officer, Director, Regulatory Affairs Department, Pharmacovigilance and Quality Assurance Division, Kyowa Hakko Kirin Co., Ltd.</p> <p>Mar. 2019: Executive Officer, Director, Corporate Strategy & Planning Department, Kyowa Hakko Kirin Co., Ltd.</p> <p>Mar. 2021: Managing Executive Officer, Director, Corporate Strategy & Planning Department, Kyowa Kirin Co., Ltd.</p> <p>Apr. 2022: Managing Executive Officer, Vice President Head, Strategy Division, Kyowa Kirin Co., Ltd.</p> <p>Mar. 2023: Director of the Board, Senior Managing Executive Officer, Vice President Head, Strategy Division, Kyowa Kirin Co., Ltd.</p> <p>Apr. 2023: Director of the Board, Senior Managing Executive Officer, Kyowa Kirin Co., Ltd.</p> <p>Apr. 2024: Director of the Board, Senior Managing Executive Officer, Chief Medical Officer (CMO), Kyowa Kirin Co., Ltd. (to present)</p> <div style="border: 1px solid black; padding: 2px; margin-top: 10px;">Position and areas of responsibility:</div> <p>Intellectual Property Department Medical Affairs Department Pharmacovigilance Division</p> <div style="border: 1px solid black; padding: 2px; margin-top: 10px;">Reasons for appointing him as a candidate for Director of the Board:</div> <p>Mr. Takeyoshi Yamashita has abundant experience in management strategy, product strategy, and regulatory affairs and a high level of foresight from a strategic point of</p> | 33,086 shares |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|-------------------------|--|---|
| | | view, as well as profound knowledge and a high level of insight accumulated by driving innovation in divisions related to research and development. Accordingly he was selected as a candidate for Director of the Board because the Company has judged that he is the right person to perform the role of decision-making on material matters of management and supervising the execution of operations as Director of the Board, and to realize the Company's vision of continuously creating life-changing values as a specialty pharmaceutical company originating in Japan. | |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|---|--|---|
| 4. | <div data-bbox="248 338 453 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">New appointment</div> <p data-bbox="248 450 392 589">Daisuke Fujiwara (October 1, 1970)</p> | <p data-bbox="478 338 1225 405">Apr. 1995: Joined Kirin Brewery Company, Limited (presently Kirin Holdings Company, Limited)</p> <p data-bbox="478 409 1023 443">Nov. 1999: Received Ph.D. (Agriculture)</p> <p data-bbox="478 448 1225 515">Feb. 2005: Visiting Researcher, RIKEN Research Center for Allergy and Immunology</p> <p data-bbox="478 519 1225 586">Sep. 2005: Postdoctoral Fellow, David Geffen School of Medicine at UCLA (USA)</p> <p data-bbox="478 591 1225 692">Nov. 2007: Senior Researcher, Central Laboratories for Key Technologies, Kirin Holdings Company, Limited</p> <p data-bbox="478 696 1225 797">May 2014: Part-time Lecturer, Graduate School of Agricultural and Life Sciences, The University of Tokyo (to present)</p> <p data-bbox="478 801 1225 902">Mar. 2021: General Manager, Health Science Department, Kirin Holdings Company, Limited</p> <p data-bbox="478 907 1225 1008">Mar. 2023: Executive Officer and General Manager, Institute of Health Sciences, Kirin Holdings Company, Limited (to present)</p> <div data-bbox="478 1048 1228 1120" style="border: 1px solid black; padding: 2px; margin-top: 10px;">Reasons for appointing him as a candidate for Director of the Board:</div> <p data-bbox="478 1131 1225 1585">Mr. Daisuke Fujiwara is a leading researcher in the area of food immunology, with experience in developing the health science business of the Kirin Group, as well as profound knowledge on research and development and extensive networks inside and outside of the Company. He was selected as a candidate for Director of the Board because the Company has judged that he is the right person to perform the role of decision-making on material matters of management and supervising the execution of operations as Director of the Board, and to promote tight-knit cooperation with Kirin Group companies which have various business bases for the continuous creation of life-changing values by providing solutions responding to various medical needs.</p> | 0 shares |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|---|--|---|
| 5. | <div data-bbox="248 338 453 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reappointment</div> <p data-bbox="248 465 432 577">Takashi Oyamada (Nov. 2, 1955)</p> <div data-bbox="248 629 453 701" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div data-bbox="248 701 453 772" style="border: 1px solid black; padding: 2px;">Independent</div> | <p data-bbox="480 338 1123 405">Apr. 1979: Joined The Mitsubishi Bank, Limited (presently MUFG Bank, Ltd.)</p> <p data-bbox="480 412 1225 510">Jan. 2006: Executive Officer, The Bank of Tokyo- Mitsubishi UFJ, Ltd. (presently MUFG Bank, Ltd.)</p> <p data-bbox="480 517 1230 651">Jun. 2009: Managing Director, The Bank of Tokyo- Mitsubishi UFJ, Ltd. Member of the Board of Directors, Mitsubishi UFJ Financial Group, Inc.</p> <p data-bbox="480 658 1185 725">May 2012: Managing Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p data-bbox="480 732 1166 799">May 2013: Senior Managing Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p data-bbox="480 806 1190 873">Jun. 2014: Representative Director, Deputy President, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p data-bbox="480 880 1214 1014">Jun. 2015: Member of the Board of Directors, Representative Corporate Executive, Deputy President and Group COO, Mitsubishi UFJ Financial Group, Inc.</p> <p data-bbox="480 1021 1230 1155">Apr. 2016: Representative Director, President & CEO, The Bank of Tokyo-Mitsubishi UFJ, Ltd. Member of the Board of Directors, Mitsubishi UFJ Financial Group, Inc.</p> <p data-bbox="480 1162 1114 1229">Jun. 2017: Senior Advisor, The Bank of Tokyo- Mitsubishi UFJ, Ltd. (to present)</p> <p data-bbox="480 1236 1209 1303">Jun. 2018: Director and Vice Chair, The Japan Institute of International Affairs (to present)</p> <p data-bbox="480 1310 1118 1377">Jun. 2018: Chairman, The Mitsubishi Economic Research Institute (to present)</p> <p data-bbox="480 1384 1134 1451">Dec. 2018: Outside Director, Mitsubishi Research Institute DCS Co., Ltd. (to present)</p> <p data-bbox="480 1458 1225 1581">Jun. 2019: Outside Director, Mitsubishi Electric Corporation Outside Director, Isetan Mitsukoshi Holdings Ltd.</p> <p data-bbox="480 1588 1209 1655">Mar. 2021: Outside Director of the Board, Kyowa Kirin Co., Ltd. (to present)</p> <div data-bbox="480 1688 1230 1765" style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>Reasons for appointing him as a candidate for outside Director of the Board and outline of expected roles:</p> </div> <p data-bbox="480 1771 1225 2047">Mr. Takashi Oyamada was selected as a candidate for outside Director of the Board because the Company has judged he will contribute toward reinforcing the Company's governance function and in other ways by supervising the execution of operations from an independent standpoint and reflecting in the Company's management a perspective of protecting the rights of the general shareholders. Mr. Takashi Oyamada possesses an extremely high-level of</p> | 4,400 shares |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|-------------------------|--|---|
| | | <p>knowledge on management from his long experience as a banking executive, and he has knowledge and insight into a broad range of industries based on his abundant experience in the financial sector. The Company expects that he will provide supervision of the Company's management from an independent standpoint based on not only his expertise in the financial industry but also his experience as a corporate manager. If he is elected, he will also become engaged in discussions and decision-making on selection of candidates for Directors and Audit & Supervisory Board Members of the Company, remuneration for Directors and Audit & Supervisory Board Members, etc. from an objective and neutral perspective as Chairperson of the Nomination & Remuneration Consultative Committee.</p> | |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|---|--|---|
| 6. | <div data-bbox="248 338 453 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reappointment</div> <p data-bbox="248 465 437 577">Yoshihisa Suzuki (Jun. 21, 1955)</p> <div data-bbox="248 629 453 701" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div data-bbox="248 707 453 779" style="border: 1px solid black; padding: 2px;">Independent</div> | <p data-bbox="477 338 1023 371">Apr. 1979: Joined ITOCHU Corporation</p> <p data-bbox="477 376 1203 443">Jun. 2003: General Manager, Aerospace, Space and Electronics Division, ITOCHU Corporation</p> <p data-bbox="477 448 1230 582">Apr. 2006: Managing Executive Officer, ITOCHU Corporation Executive Vice President and CAO, ITOCHU International Inc.</p> <p data-bbox="477 586 1193 654">Apr. 2007: President and CEO, ITOCHU International Inc.</p> <p data-bbox="477 658 1091 725">Jun. 2011: Executive Vice President, JAMCO Corporation</p> <p data-bbox="477 730 1174 763">Jun. 2012: President and CEO, JAMCO Corporation</p> <p data-bbox="477 768 1222 835">Jun. 2016: Senior Managing Executive Officer, Member of the Board, ITOCHU Corporation</p> <p data-bbox="477 840 1158 943">Apr. 2018: President and Chief Operating Officer (COO), Member of the Board, ITOCHU Corporation</p> <p data-bbox="477 947 1219 1081">Apr. 2020: President and Chief Operating Officer (COO), Chief Digital Officer (CDO), and Chief Information Officer (CIO), Member of the Board, ITOCHU Corporation</p> <p data-bbox="477 1086 1134 1153">Apr. 2021: Vice Chairman, Member of the Board, ITOCHU Corporation</p> <p data-bbox="477 1158 1206 1225">Mar. 2022: Outside Director of the Board, Kyowa Kirin Co., Ltd. (to present)</p> <p data-bbox="477 1229 1134 1263">Apr. 2022: Vice Chairman, ITOCHU Corporation</p> <p data-bbox="477 1267 1195 1335">Jun. 2022: Outside Director, OMRON Corporation (to present)</p> <p data-bbox="477 1339 1219 1406">Apr. 2023: Senior Vice Representative for Business Community Relations, ITOCHU Corporation</p> <p data-bbox="477 1411 1219 1478">Apr. 2024: Advisory Member, ITOCHU Corporation (to present)</p> <p data-bbox="477 1482 1198 1550">Nov. 2024: Representative Director, Rolling Hills, Co., Ltd. (to present)</p> <div data-bbox="480 1585 1230 1659" style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>Reasons for appointing him as a candidate for outside Director of the Board and outline of expected roles:</p> </div> <p data-bbox="477 1671 1225 2051">Mr. Yoshihisa Suzuki was selected as a candidate for outside Director of the Board because the Company has judged he will contribute toward reinforcing the Company's governance function and in other ways by supervising the execution of operations from an independent standpoint and reflecting in the Company's management a perspective of protecting the rights of the general shareholders. Mr. Yoshihisa Suzuki has experience in being in charge of divisions related to aviation and electronic information and in corporate management as Representative Director and President at ITOCHU Corporation. Moreover, he also has</p> | 2,200 shares |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|-------------------------|---|---|
| | | <p>experience as president of an overseas subsidiary of the said company and representative director and president of a manufacturing company, as well as in activities in the business community including Vice Chair of the Board of Councillors of KEIDANREN (Japan Business Federation). The Company expects that he will provide supervision of the Company's management based on his experience gained as a corporate manager in Japan and overseas and through activities in the business community. If he is elected, he will also become engaged in discussions and decision-making on selection of candidates for Directors and Audit & Supervisory Board Members of the Company, remuneration for Directors and Audit & Supervisory Board Members, etc. from an objective and neutral perspective as a member of the Nomination & Remuneration Consultative Committee.</p> | |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|---|---|---|
| 7. | <div data-bbox="248 338 453 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reappointment</div> <p data-bbox="248 465 453 544">Rumiko Nakata (Apr. 6, 1956)</p> <div data-bbox="248 595 453 667" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div data-bbox="248 674 453 745" style="border: 1px solid black; padding: 2px;">Independent</div> | <p data-bbox="477 338 1206 1193"> Apr. 1979: Joined Esso Sekiyu K.K. Apr. 1996: Center for Socio-Economic Research K.K. Apr. 2000: Pfizer K.K. Dec. 2011: Head of HR and Global Operations, Pfizer K.K. Mar. 2012: Corporate Officer, Pfizer K.K. Jan. 2014: Director of the Board, Corporate Officer, Pfizer K.K. Mar. 2018: Executive Officer, in charge of Diversity & Inclusion, Mitsubishi Chemical Corporation Apr. 2019: Managing Executive Officer, Supervising – Human Resources Department, Mitsubishi Chemical Corporation Apr. 2020: Director of the Board, Managing Executive Officer, Supervising –Administration Department, Public Relations Department, Human Resources Department, Mitsubishi Chemical Corporation Apr. 2022: Director of the Board, Mitsubishi Chemical Corporation Mar. 2023: Outside Director of the Board, Kyowa Kirin Co., Ltd. (to present) Jun. 2024: Outside Director, Denka Company Limited (to present) </p> <div data-bbox="480 1227 1230 1301" style="border: 1px solid black; padding: 2px; margin-top: 10px;"> Reasons for appointing her as a candidate for outside Director of the Board and outline of expected roles: </div> <p data-bbox="480 1312 1230 2047"> Ms. Rumiko Nakata was selected as a candidate for outside Director of the Board because the Company has judged she will contribute toward reinforcing the Company’s governance function and in other ways by supervising the execution of operations from an independent standpoint and reflecting in the Company’s management a perspective of protecting the rights of the general shareholders. Throughout her career, she has consistently held positions in charge of departments, etc. related to human resources, and has useful knowledge and insight regarding management based on her experience in promoting various personnel measures such as diversity promotion and work style reform as a director and executive officer. She also has experience in activities as a member of the Japan Association of Corporate Executives. The Company expects that she will provide supervision of the Company’s management based on her experience gained through activities at corporations and in the business community. If she is elected, she will also become engaged in discussions and decision-making on selection of candidates for Directors and Audit & Supervisory Board Members of the Company, remuneration </p> | 700 shares |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|-------------------------|--|---|
| | | for Directors and Audit & Supervisory Board Members, etc. from an objective and neutral perspective as a member of the Nomination & Remuneration Consultative Committee. | |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|--|--|---|
| 8. | <div data-bbox="248 338 453 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">New appointment</div> <p data-bbox="248 465 453 537">Hiroshi Kanno (Nov. 14, 1958)</p> <div data-bbox="248 593 453 665" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div data-bbox="248 676 453 748" style="border: 1px solid black; padding: 2px;">Independent</div> | <p data-bbox="478 338 1228 1377"> Apr. 1983: Joined Nikken Sekkei Ltd. Aug. 1991: Boston Consulting Group, Inc. (presently Boston Consulting Group, LLC) Jan. 2000: Partner & Managing Director, Boston Consulting Group, Inc. Jul. 2008: Professor, Hitotsubashi University Graduate School of International Corporate Strategy Jun. 2011: Outside Director, OMRON Healthcare Co., Ltd. Apr. 2012: Dean, Hitotsubashi University Graduate School of International Corporate Strategy Oct. 2012: Outside Director, Japan Display Inc. Jun. 2014: Outside Director, WOWOW Inc. Jun. 2015: Outside Auditor, STANLEY ELECTRIC Co., Ltd. Mar. 2016: Outside Director, MODEC, Inc. Sep. 2016: Professor, Waseda Business School (Graduate School of Business and Finance) (to present) Dec. 2016: Director, Unicharm Kyoshin Foundation (to present) Sep. 2017: Outside Director, ERI Holdings Co., Ltd. Sep. 2018: Director, Waseda University Institute for Business and Finance (to present) Apr. 2020: Visiting Professor, The Open University of Japan (to present) Jul. 2022: Outside Director, Laboro.AI Inc. (to present) Feb. 2023: Visiting Professor, School of Business, Aalto University (Finland) </p> <div data-bbox="478 1411 1228 1482" style="border: 1px solid black; padding: 2px; margin-top: 10px;"> Reasons for appointing him as a candidate for outside Director of the Board and outline of expected roles: </div> <p data-bbox="478 1494 1228 2049"> Mr. Hiroshi Kanno was selected as a candidate for outside Director of the Board because the Company has judged he will contribute toward reinforcing the Company's governance function and in other ways by supervising the execution of operations from an independent standpoint and reflecting in the Company's management a perspective of protecting the rights of the general shareholders. Mr. Hiroshi Kanno possesses abundant experience and professional knowledge as a management consultant and a researcher on management strategy as well as experience as an outside Director and outside Audit & Supervisory Board Member at many companies. The Company expects that he will provide supervision of the Company's management based on his considerable knowledge on management. If he is elected, he will also become engaged in discussions and decision-making on selection of candidates for Directors </p> | 0 shares |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|-------------------------|---|---|
| | | and Audit & Supervisory Board Members of the Company, remuneration for Directors and Audit & Supervisory Board Members, etc. from an objective and neutral perspective as a member of the Nomination & Remuneration Consultative Committee. | |

| No. | Name (Date of birth) | Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|-----|---|---|---|
| 9. | <div data-bbox="248 338 454 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">New appointment</div> <p data-bbox="248 465 443 544">Yukiko Ito (Sep. 16, 1978)</p> <div data-bbox="248 595 454 667" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div data-bbox="248 678 454 750" style="border: 1px solid black; padding: 2px;">Independent</div> | <p data-bbox="480 338 1225 405">Apr. 2006: Assistant Professor, Faculty of Economics, Tokyo Keizai University</p> <p data-bbox="480 412 1225 512">Apr. 2009: Associate Professor, Department of Economics, Faculty of Humanities and Social Sciences, Tokyo Gakugei University</p> <p data-bbox="480 519 1225 620">Jul. 2015: Committee member, Committee for the Promotion of Integrated Economic and Fiscal Reforms, Cabinet Office (to present)</p> <p data-bbox="480 627 1225 694">Apr. 2018: Professor, College of Policy Studies, Tsuda University (to present)</p> <p data-bbox="480 701 1225 835">Jul. 2018: Subcommittee Member, Pharmaceuticals and Medical Devices System, Health Sciences Council, Ministry of Health, Labor and Welfare (to present)</p> <p data-bbox="480 842 1225 909">Apr. 2024: Director, Japan Community Healthcare Organization (to present)</p> <p data-bbox="480 916 1225 983">Jun. 2024: Director, Pfizer Health Research Foundation (to present)</p> <div data-bbox="480 1012 1230 1079" style="border: 1px solid black; padding: 2px; margin-top: 10px;"> <p>Reasons for appointing her as a candidate for outside Director of the Board and outline of expected roles:</p> </div> <p data-bbox="480 1095 1225 1758">Ms. Yukiko Ito was selected as a candidate for outside Director of the Board because the Company has judged she will contribute toward reinforcing the Company’s governance function and in other ways by supervising the execution of operations from an independent standpoint and reflecting in the Company’s management a perspective of protecting the rights of the general shareholders. The Company expects that she will utilize her academic experience and extensive knowledge as a researcher in the field of health economics and international economics as well as her abundant experience as a member of policy councils, etc. in the management of the Company. If she is elected, she will also become engaged in discussions and decision-making on selection of candidates for Directors and Audit & Supervisory Board Members of the Company, and remuneration for Directors and Audit & Supervisory Board Members, etc. from an objective and neutral perspective as a member of the Nomination & Remuneration Consultative Committee.</p> | 0 shares |

- Notes:
1. No special interests exist between the Company and each candidate.
 2. Kirin Holdings Company, Limited, which holds 54.95% of the Company’s total number of issued shares (as of December 31, 2024), is the Company’s parent.
 3. Mr. Daisuke Fujiwara is currently a person who executes business at Kirin Holdings Company, Limited, the Company’s parent. His position and areas of responsibility in the said company for the past ten years are as stated in the above “Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations.”

4. Of the candidates for Directors of the Board, Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki, Ms. Rumiko Nakata, Mr. Hiroshi Kanno and Ms. Yukiko Ito are candidates for outside Directors of the Board.
5. Ms. Yukiko Ito's name in her family register is Yukiko Yasufuku.
6. Although Ms. Yukiko Ito has not been directly engaged in corporate management, the Company has judged from her experience as professor of a university, a member of policy councils of ministries and agencies and other qualities that she can appropriately perform her duties as an outside Director of the Board.
7. Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki and Ms. Rumiko Nakata are outside Directors of the Board of the Company. As of the conclusion of the Meeting, their terms of office as outside Directors of the Board are as follows: four (4) years for Mr. Takashi Oyamada, three (3) years for Mr. Yoshihisa Suzuki and two (2) years for Ms. Rumiko Nakata.
8. As for Isetan Mitsukoshi Holdings Ltd., where Mr. Takashi Oyamada served as Outside Director (retired in June 2023), its subsidiary, MICARD Co., Ltd., was issued an order for action in 2019 and an order for payment of a surcharge in 2020 by the Consumer Affairs Agency due to misleading representation that violates the Act against Unjustifiable Premiums and Misleading Representations in connection with transaction of services for a credit card provided by the said company. Although he assumed the office of Outside Director at the stage immediately before the issuance of the order for action, he has taken the necessary response as Outside Director through deliberations at the Board of Directors meetings, etc. since his assumption of office, such as his efforts to formulate measures to prevent recurrence for the group including Isetan Mitsukoshi Holdings Ltd. and its subsidiaries as well as to inform all the employees of those measures and strengthen employee training. In addition, as for Mitsubishi Electric Corporation, where he served as Outside Director (retired in June 2023), quality-related improper practice was uncovered at its multiple manufacturing bases, and the said company released findings of an investigation in October and December 2021 and in May and October 2022. Although he was not aware of the above-mentioned facts prior to its occurrence, he had constantly called attention to matters at the Board of Directors meetings, etc. from a standpoint of compliance with laws and regulations. Subsequently, he has taken the necessary response as Outside Director at the Board of Directors meetings, etc., such as providing direction for a thorough investigation to fully discover the facts and identify the cause, measures to further enhance the compliance system to prevent recurrence, and so on.
9. Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company has entered into agreements with each of Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki and Ms. Rumiko Nakata to limit their liability for damages stipulated in Article 423, Paragraph (1) of the same Act. The said agreements limit their liability for damages to the higher of 5 million yen or the minimum liability amount stipulated in Article 425, Paragraph (1) of the same Act. If this proposal is approved as proposed at the Meeting, the Company intends to continue the same liability limitation agreements with each of them. Also, the Company intends to enter into the same kind of agreement with Mr. Daisuke Fujiwara, Mr. Hiroshi Kanno and Ms. Yukiko Ito.
10. The Company has taken out a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph (1) of the Companies Act with an insurance company, in which Directors, Audit & Supervisory Board Members, Executive Officers and other officers of the Company and its subsidiaries are the insured persons. An outline of the details of this insurance policy is as provided in the Business Report on pages 54 to 55*. If the candidates are elected and assume their offices as Directors of the Board, the Company plans to include them as insured persons in the insurance policy. The term of the insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

(*) The number of the page shown is the number of the page in the “Notice of Convocation of the 102nd Ordinary General Meeting of Shareholders” to be posted on the Company’s website listed on page 1 and the Tokyo Stock Exchange’s website as well as that in the document to be delivered to shareholders who have requested paper-based documents.

11. The candidates for outside Directors of the Board, Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki, Ms. Rumiko Nakata, Mr. Hiroshi Kanno and Ms. Yukiko Ito meet the requirements for independent director and audit & supervisory board member as provided for by Tokyo Stock Exchange, Inc. and the “Criteria for the Independence of Outside Directors and Outside Audit & Supervisory Board Members” established by the Company (on pages 29 to 31), and the Company plans to submit notification to the said exchange of their status as an independent director.

(Reference) Skills matrix of the Company's Board of Directors

The Company makes its Board of Directors consist of diverse human resources with various skills (such as knowledge and experience) in light of the direction of management over the medium to long term and the business strategy to ensure that the Board of Directors fulfills its decision-making function and management supervision function appropriately and maintain a more highly transparent governance system.

If Proposal No. 3 and Proposal No. 4 are approved as proposed at the Meeting, the composition of the Board of Directors and skills possessed by each Director and Audit & Supervisory Board Member will be as follows.

| | | | | | Professional skills | | | | |
|-----------------------------------|---------------------|---------------------|--|--|--|-----------------|---------------------------------|--|---------------------------|
| | Name | Outside Independent | Chairman of meetings of the Board of Directors | Nomination & Remuneration Consultative Committee | Corporate management Business strategy | Global business | Finance, accounting and banking | Legal, governmental affairs and compliance | Human resources and labor |
| Directors of the Board | Masashi Miyamoto | | | ○ | ○ | ○ | | ○ | |
| | Abdul Mullick | | | ○ | ○ | ○ | | ○ | |
| | Takeyoshi Yamashita | | | ○ | ○ | ○ | | ○ | |
| | Daisuke Fujiwara | | | | | | | | |
| | Takashi Oyamada | ○ | | Chairperson | ○ | ○ | ○ | | ○ |
| | Yoshihisa Suzuki | ○ | ○ | ○ | ○ | ○ | | | |
| | Rumiko Nakata | ○ | | ○ | | | | | ○ |
| | Hiroshi Kanno | ○ | | ○ | ○ | ○ | | | |
| | Yukiko Ito | ○ | | ○ | | | | ○ | |
| Audit & Supervisory Board Members | Hiroshi Komatsu | | | | ○ | ○ | ○ | | |
| | Hajime Kobayashi | | | | | ○ | ○ | | ○ |
| | Mayumi Tamura | ○ | | ○ | ○ | ○ | ○ | | |
| | Toru Ishikura | | | | | | | | |
| | Yoko Wachi | ○ | | ○ | | | ○ | ○ | |

| | | Professional skills | | | | |
|-----------------------------------|---------------------|---------------------|-----|--------------------|-----------|----------------|
| | Name | Healthcare | R&D | Production and SCM | IT and DX | Sustainability |
| Directors of the Board | Masashi Miyamoto | ○ | ○ | | | |
| | Abdul Mullick | ○ | | | | |
| | Takeyoshi Yamashita | ○ | ○ | | ○ | ○ |
| | Daisuke Fujiwara | ○ | ○ | | | ○ |
| | Takashi Oyamada | | | | | |
| | Yoshihisa Suzuki | | ○ | ○ | ○ | |
| | Rumiko Nakata | ○ | | | | |
| | Hiroshi Kanno | ○ | ○ | ○ | | |
| | Yukiko Ito | ○ | | | ○ | |
| Audit & Supervisory Board Members | Hiroshi Komatsu | ○ | | | | |
| | Hajime Kobayashi | | | | | |
| | Mayumi Tamura | | | | | |
| | Toru Ishikura | ○ | ○ | ○ | | ○ |
| | Yoko Wachi | ○ | | | | |

Proposal No. 4: Election of one (1) Audit & Supervisory Board Member

As of the conclusion of the Meeting, the term of office of Audit & Supervisory Board Member Ms. Tomomi Yatsu will expire. Accordingly, based on the report from the Nomination & Remuneration Consultative Committee, which is chaired by an outside Director of the Board and made up of seven (7) members out of outside Directors of the Board and Audit & Supervisory Board Members and three (3) internal Directors of the Board and Audit & Supervisory Board Members, shareholders are requested to elect one (1) new Audit & Supervisory Board Member.

The Audit & Supervisory Board has consented to this proposal.

The candidate for the position of Audit & Supervisory Board Member is as follows:

| Name (Date of birth) | Career summary and position in the Company, and significant positions concurrently held at other organizations | Number of shares of the Company held by the candidate |
|---|---|---|
| <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">New appointment</div> <p style="text-align: center;">Yoko Wachi (Apr. 29, 1960)</p> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px; margin-left: 20px;">Outside</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-left: 20px;">Independent</div> | <p>Apr. 1989: Joined Kajitani Law Offices Admitted in Japan (Dai-Ichi Tokyo Bar Association)</p> <p>Apr. 2006: Domestic Relations Conciliation Commissioner, Tokyo Family Court (to present)</p> <p>Jun. 2015: Outside Audit & Supervisory Board Member, NICHIAS CORPORATION</p> <p>Mar. 2016: Outside Audit & Supervisory Board Member, Otsuka Holdings Co., Ltd.</p> <p>Jan. 2019: Partner, Kajitani Law Offices (to present)</p> <p>Apr. 2019: Vice President of the Tokyo Association of Family Conciliations</p> <p>Jun. 2019: Outside Director, NICHIAS CORPORATION (to present)</p> <p>Jun. 2023: Outside Director, S.T. CORPORATION (to present)</p> <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>Reasons for appointing her as a candidate for outside Audit & Supervisory Board Member:</p> <p>Ms. Yoko Wachi possesses abundant experience and advanced knowledge on corporate legal affairs as an attorney at law, with abundant experience as outside audit & supervisory board member and outside director of corporations. The Company has deemed her to be an appropriate person capable of supervising the Company and expressing audit opinions based on her professional knowledge and insight in laws, and accordingly selected her as a candidate for new outside Audit & Supervisory Board Member. If she is elected, she will also become engaged in discussions and decision-making on selection of candidates for Directors and Audit & Supervisory Board Members of the Company, and remuneration for Directors and Audit & Supervisory Board Members, from an objective and neutral perspective as a member of the Nomination & Remuneration Consultative Committee.</p> </div> | <p>0 shares</p> |

- Notes: 1. No special interests exist between the Company and Ms. Yoko Wachi.
2. Ms. Yoko Wachi is a candidate for outside Audit & Supervisory Board Member.

3. Although Ms. Yoko Wachi has no direct experience of involvement in corporate management in the past except for becoming an outside officer, the Company has judged from the specialist knowledge in corporate law that she has gained over many years through her activities as an attorney, as well as her extensive experience in the role of outside officer for other companies, she will be able to appropriately perform her duties as an outside Audit & Supervisory Board Member.
4. As for S.T. CORPORATION, where Ms. Yoko Wachi serves as Outside Director, it was issued an order for action on April 25, 2024 by the Consumer Affairs Agency based on the provisions of Article 7, Paragraph (1) of the Act against Unjustifiable Premiums and Misleading Representations. Although she was not aware of the facts before the violations were found out, she had constantly verified the development and operation of the internal control system, and further called attention to the importance of compliance with laws and regulations at the Board of Directors meetings, etc. After the confirmation of the facts of the violations, she has fulfilled her duties by making recommendations on the initiatives for thoroughly complying with laws and regulations, preventing recurrence, and so on.
5. If this proposal is approved as proposed at the Meeting, pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company intends to enter into an agreement with Ms. Yoko Wachi to limit her liability for damages stipulated in Article 423, Paragraph (1) of the same Act. The said agreement limits her liability for damages to the higher of 5 million yen or the minimum liability amount stipulated in Article 425, Paragraph (1) of the same Act.
6. The Company has taken out a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph (1) of the Companies Act with an insurance company, in which Directors, Audit & Supervisory Board Members, Executive Officers and other officers of the Company and its subsidiaries are the insured persons. An outline of the details of this insurance policy is as provided in the Business Report on pages 54 to 55*. If Ms. Yoko Wachi is elected and assumes office as Audit & Supervisory Board Member, the Company plans to include her as an insured person in the insurance policy. The term of the insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.
(*) The number of the page shown is the number of the page in the “Notice of Convocation of the 102nd Ordinary General Meeting of Shareholders” to be posted on the Company’s website listed on page 1 and the Tokyo Stock Exchange’s website as well as that in the document to be delivered to shareholders who have requested paper-based documents.
7. The candidate for outside Audit & Supervisory Board Member, Ms. Yoko Wachi meets the requirements for independent director and audit & supervisory board member as provided for by Tokyo Stock Exchange, Inc. and the “Criteria for the Independence of Outside Directors and Outside Audit & Supervisory Board Members” established by the Company (on pages 29 to 31). The Company plans to submit notification to the said exchange of her status as an independent audit & supervisory board member.

(Reference) “Criteria for the Independence of Outside Directors and Outside Audit & Supervisory Board Members”

In order for outside Directors of the Board and outside Audit & Supervisory Board Members of the Company to be judged as being independent, such outside Directors of the Board and outside Audit & Supervisory Board Members must, in addition to satisfying the requirements of an outside director and outside audit & supervisory board member provided for under the Companies Act, not fall under any of the following items:

1. Executive director (*gyomushikko torishimariyaku*), executive officer (*shikkoyakuin*), manager (*shihainin*) or other employee of the Company or a subsidiary of the Company
2. Director (*torishimariyaku*), audit & supervisory board member (*kansayaku*), executive officer, manager or other employee of a parent company or fellow subsidiary of the Company
“Fellow subsidiary” refers to another company that has the same parent company as the Company.
3. Director, audit & supervisory board member, corporate officer (*shikkoyaku*), executive officer, manager or other employee of a major shareholder of the Company (excluding a parent company of the Company)
“Major shareholder” refers to a shareholder who holds 10% or more of voting rights.
4. Director, audit & supervisory board member, accounting advisor (*kaikeisanyo*), corporate officer, executive officer, manager or other employee of a company of which the Company is a major shareholder (excluding a subsidiary of the Company)
5. Person whose major business counterparty is the Company or a subsidiary of the Company
“Person whose major business counterparty is the Company or a subsidiary of the Company” refers to a person who receives or makes payments from or to the Company or a subsidiary of the Company of 2% or more of that person’s annual total net sales in the most recent fiscal year.
6. Executive director, corporate officer, executive officer, manager or other employee of a company, or a subsidiary of a company, whose major business counterparty is the Company or a subsidiary of the Company
“Company, or a subsidiary of the Company, whose major business counterparty is the Company or a subsidiary of the Company” refers to a company, or a subsidiary of a company, which receives or makes payments from or to the Company or a subsidiary of the Company of 2% or more of that company’s annual consolidated net sales in the most recent fiscal year.
7. Person who is a major business counterparty of the Company or a subsidiary of the Company
“Person who is a major business counterparty of the Company or a subsidiary of the Company” refers to a person who receives or makes payments from or to the Company or a subsidiary of the Company of 2% or more of the Company’s annual consolidated net sales in the most recent fiscal year.
8. Executive director, corporate officer, executive officer, manager or other employee of a company, or a subsidiary of a company, who is a major business counterparty of the Company or a subsidiary of the Company
“Company, or its subsidiary, who is a major business counterparty of the Company or a subsidiary of the Company” refers to a company, or a subsidiary of a company, which

receives or makes payments from or to the Company or a subsidiary of the Company of 2% or more of the Company's annual consolidated net sales in the most recent fiscal year.

9. Certified public accountant (or certified public tax accountant), or member, partner or employee of audit corporation (or tax accounting firm), that is the accounting auditor or accounting advisor of the Company or a subsidiary of the Company
10. Attorney-at-law, certified public accountant, certified public tax accountant or consultant, etc. who, excluding the remuneration received as a director or audit & supervisory board member, receives 10 million yen or more per year on average during the past three years of monetary consideration or other property benefits from the Company or a subsidiary of the Company
11. Member, partner or employee of a corporation, association, or other organization such as law firm, audit corporation, tax accounting firm, or consulting firm that receives monetary consideration or other property benefits of more than a certain amount from the Company or a subsidiary of the Company
In this item, a corporation, association, or other organization above receives "more than a certain amount" when such organization, etc. receives 2% or more on average of the total net sales (total revenue) of the organization, etc. per year during the past three years.
12. Director, audit & supervisory board member, accounting advisor, corporate officer, executive officer, manager or other employee of a financial institution or other large creditor that is essential to the financing of the Company, or a subsidiary of the Company, with a level of dependence to the degree that there is no substitute
13. Director or other person who executes business in a corporation, association or other organization which receives donations or subsidies from the Company or a subsidiary of the Company more than a certain amount
In this item, a corporation, association or other organization receives "more than a certain amount" when such organization, etc. receives, during the past three years, more than (i) 10 million yen per year on average or (ii) 30% on average of the annual total expenses of the organization, etc., whichever is higher.
14. Director, audit & supervisory board member, accounting advisor, corporate officer, or executive officer of a company or its subsidiary that has accepted a person from the Company or a subsidiary of the Company as a director (serving at that company on either a full-time or part-time basis)
15. Person who has come under a category listed in either of items 1 and 2 in the past ten years
16. Person who has come under a category listed in item 3 in the past five years
17. Person who has come under a category listed in any of items 5 through 13 in the past three years
18. Spouse or first- to second-degree relative, or other relative sharing same residence of any person who has come under a category listed in any of items 2 through 17; provided, however, that any mention of "manager or other employee" shall be deemed to be replaced with "manager or other important employee."
19. Spouse, first- to second-degree relative, or other relative sharing same residence of Director of the Board, executive officer, manager or other important employee of the Company, or a subsidiary of the Company
20. Spouse, first- to second-degree relative, or other relative sharing same residence of Director of the Board, executive officer or other important employee of the Company or a subsidiary of the Company in the past five years

21. Other than the above, a person that might cause a conflict of interest with general shareholders and for whom it is reasonably judged that there are circumstances suggesting that the person cannot fulfill the duties as an outside Director of the Board or outside Audit & Supervisory Board Member

Proposal No. 5: Revision of remuneration amount for Directors of the Board

It was approved at the 98th Ordinary General Meeting of Shareholders held on March 24, 2021, that the total amount of monetary remuneration for Directors of the Board of the Company shall be within ¥600 million per year (part of which is allotted to outside Directors of the Board within ¥100 million). Furthermore, in addition to the foregoing, it was approved, at the 97th Ordinary General Meeting of Shareholders held on March 19, 2020, that the total amount of monetary remuneration receivables provided as remuneration, etc., linked to restricted shares shall be no more than ¥155 million per year, and at the 98th Ordinary General Meeting of Shareholders held on March 24, 2021, that the amount of remuneration under performance-linked, share-based remuneration plan (Performance Share Unit) shall be no more than ¥300 million per each applicable period, and the total number of the Company's shares allotted per each applicable period shall be no more than 200,000, respectively.

Under this proposal, shareholders are requested to increase the total amount of monetary remuneration.

First, the Company requests to increase the remuneration amount of the executive Directors of the Board with the aim of further enhancing the performance-linked nature of the monetary remuneration by raising the ratio of the performance-linked annual bonus to the basic remuneration, in addition to increasing the basic remuneration, in order to secure the necessary personnel who can contribute to realizing the vision of the Company as a Japan-based global specialty pharmaceutical company.

In addition, the Company requests to increase the remuneration amount of outside Directors of the Board with the aim of acquiring and retaining diverse and excellent personnel from outside the Group as Directors of the Board of the Company, taking into account various circumstances including recent changes in the business environment.

To achieve these aims given above, the Company asks for approval to revise the monetary remuneration for Directors of the Board to within 1,000 million yen per year (part of which is allotted to outside Directors of the Board within 150 million yen).

If Proposal No. 3 is approved as proposed, the number of Directors of the Board subject to the revised amount of remuneration will be eight (8) persons (including five (5) outside Directors of the Board).

The details of the above revision of remuneration amount for Directors of the Board under this proposal are in accordance with the current policy of the Company on determining details of individual remuneration, etc. for Directors of the Board, and therefore are deemed appropriate.

End

Business Report (From January 1, 2024, to December 31, 2024)

1. Status of the Corporate Group

(1) Progress and outcomes of business activities

Overview of business

There have been severe changes in the environment for the pharmaceutical industry, including greater pressure on controlling global healthcare costs and development of new drugs becoming more difficult. Under such circumstances, the Company has increased the resolution of its strategy through “Story for Vision 2030” and clarified focuses to achieve Vision 2030. The Company carried out research and development activities to create new life-changing values, while continuing to strengthen production, quality assurance, and logistics, with the aim of providing drugs that satisfy unmet medical needs.

For Crysvida^{*1} and Poteligeo^{*2}, we promoted their steady growth by working on measures to increase the number of countries and regions where they are released and penetrating markets. Moreover, we completed making Orchard Therapeutics plc a subsidiary, and acquired approval in the U.S. for hematopoietic stem cell gene therapy OTL-200 (product name in Europe: Libmeldy, in the U.S.: Lenmeldy), which had been developed to apply to metachromatic leukodystrophy of infants.

We worked on developing KHK4083 (rocatinlimab) for the therapeutic areas of immunology/allergy through multiple clinical studies in collaboration with Amgen Inc., and obtained a top-line result that achieved the required major evaluation items and all major secondary evaluation items in the “Horizon” study of the Phase III clinical study program “ROCKET.” Moreover, we entered into an agreement with Kura Oncology, Inc. on the development and sale of ziftomenib, a development product applied to acute leukemia. We started clinical studies of KK8123 with the same indication for treatment as Crysvida and of KK2845^{*3} which was our first antibody-drug conjugate (ADC).

In Japan, we started marketing PHOZEVEL for the improvement of hyperphosphatemia in chronic kidney disease patients on dialysis, and concluded an exclusive license agreement with BridgeBio Pharma, Inc. on infigratinib (code name: KK8398) for systemic bone disease.

In addition to the above, in line with “Story for Vision 2030,” we proceeded with reforming global research systems aiming to strengthen drug discovery capabilities, commenced construction of a new biopharmaceutical plant in the U.S. to promote the development of bio drugs, and restructured the business for the Asia-Pacific region.

*1: Therapeutic medicine for rare diseases that cause damage to growth and metabolism of bones mainly due to hereditary factors

*2: Therapeutic medicine for particular hematological cancers

*3: Development product aiming to treat acute myeloid leukemia

(i) Consolidated operating results

The Group applies the International Financial Reporting Standards (“IFRS”) in line with its policy of expanding business globally, and adopts “core operating profit” as a level of profit that shows the recurring profitability from operating activities. Core operating profit is calculated by deducting “selling, general and administrative expenses” and “research and development expenses” from “gross profit,” and adding “share of profit (loss) of investments accounted for using equity method” to the amount.

Revenue was ¥495.6 billion (up 12.1% compared with the previous fiscal year), core operating profit posted ¥95.4 billion (down 1.4%), and profit attributable to owners of parent was ¥59.9 billion (down 26.3%).

- The increase in revenue was the result of growth of global strategic products mainly in North America and EMEA as well as a rise in revenue from technology out-licensing. The positive effect on revenue from foreign exchange was ¥24.4 billion.
- Core operating profit decreased as a result of a significant increase in research and development expenses, despite higher gross profit achieved due to gains in overseas revenue and revenue from technology out-licensing. The positive effect on core operating profit from foreign exchange was ¥8.6 billion.
- Profit attributable to owners of parent decreased mainly due to the increases in finance costs and income tax expense.

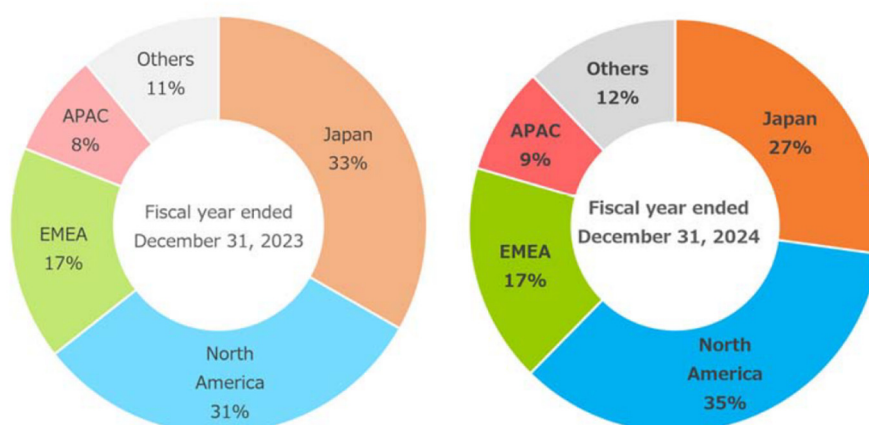
[Revenue by regional control function]

(Billions of yen)

| | 101st fiscal year | 102nd fiscal year | Year-on-year change |
|----------------------------|-------------------|-------------------|---------------------|
| Japan | 147.0 | 134.7 | (8.4)% |
| North America | 137.8 | 174.4 | 26.5% |
| EMEA | 73.3 | 84.9 | 15.8% |
| APAC | 35.7 | 41.6 | 16.7% |
| Other | 48.4 | 59.9 | 23.8% |
| Total consolidated revenue | 442.2 | 495.6 | 12.1% |

- Notes:
1. Revenue by regional control function is classified based on consolidated revenue from products of regional control functions in the One Kyowa Kirin (OKK) matrix global management structure, which combines a regional organization, a functional organization, and a product organization (product franchises).
 2. EMEA consists of Europe, the Middle East, Africa, etc.
 3. For APAC, revenue from products supplied to partners in the region, which started with business restructuring, is included.
 4. Others include revenue from technology, hematopoietic stem cell gene therapy (revenue of Orchard Therapeutics plc) and contract manufacturing.

Composition of revenue by regional control function



<Overview of Japan>

- Revenue in Japan decreased year on year due mainly to the impact of the reductions in drug price standards implemented in April 2023 and April 2024, despite the growth in sales of Duvroq, a treatment for renal anemia, and the launch of PHOZEVEL, a treatment for hyperphosphatemia.
 - Revenue from Crysvida, a treatment for FGF23-related diseases, has been growing steadily since its launch in 2019.
 - Revenue from Darbepoetin Alfa Injection Syringe [KKF], a treatment for renal anemia, decreased due to the impact of the reductions in drug price standards and the market penetration of rival products.
 - Revenue from Duvroq, a treatment for renal anemia, has been growing steadily since its launch in 2020.
 - In February 2024, we launched PHOZEVEL, a treatment for hyperphosphatemia, which steadily increased revenue by penetrating the market.
 - Revenue from G-Lasta, an agent for decreasing the incidence of febrile neutropenia, fell due to a biosimilar launched in November 2023 and the reductions in drug price standards.

<Overview of North America, EMEA and APAC>

- Revenue in North America increased year on year due to the growth of global strategic products.
 - Revenue from Crysvida, a treatment for X-linked hypophosphatemia, has been growing steadily since its launch in 2018.
 - Revenue from Poteligeo, an anticancer agent, has been growing since its launch in 2018.
- Revenue in EMEA increased year on year due to factors such as growth of global strategic products and proceeds from transfer of rights of three brands (Abstral, Adcal D3 and Sancuso), despite a drop in revenue from the established medicines.
 - Revenue from Crysvida, a treatment for X-linked hypophosphatemia, has been growing as the number of applications and countries where it has been released has been increasing since its launch in 2018.
 - Revenue from Poteligeo, an anticancer agent, has been growing as the number of countries where it has been released has been increasing since its launch in 2020.
 - Following the shift to a joint venture with Grünenthal for the established medicines business, in August 2023, revenue for 13 brands shifted from product sales to sales royalties and license fees, and subsequently sales royalties for three brands disappeared in July 2024, which led to a decrease in revenue from established medicines.
 - Revenue of GBP66.4 million (¥13.1 billion) was recorded in July 2024 due to the transfer of rights (intellectual property rights) for three brands of established medicines to the joint venture.
- Revenue in APAC increased year on year.
 - Revenue from Crysvida, a treatment for X-linked hypophosphatemia, has been growing steadily.
 - Revenue increased due to the supply of product inventories of established medicines to licensed contract partners following the business restructuring in the APAC region.

<Other revenue>

- Revenue from Others increased year on year.
 - Following the consolidation of Orchard Therapeutics plc, revenue from Libmeldy (approved in the U.S. as Lenmeldy in March 2024), for the treatment of metachromatic leukodystrophy (MLD), launched by the company in Europe was recorded.
 - Revenue rose due to an increase in royalty revenue from AstraZeneca in relation to benralizumab and an upfront payment income from Boehringer Ingelheim among others.

(ii) Research and Development Activities

The Group continuously and actively invests management resources in research and development activities. We will aim to continuously discover new drugs with life-changing value by setting “bone and mineral,” “blood cancer and intractable blood diseases,” and “rare diseases,” as the disease science areas to be focused on by our research and development, and for drug-discovering technology, strengthening innovative modalities such as advanced antibody technology and hematopoietic stem cell gene therapy. Moreover, as part of the value-creating process, we will also promote open innovation activities and cooperation with partners, invest in venture capital funds and utilize corporate venture capital. In research and development, focusing on the creation of life-changing value, we will not only aim to maximize the value by globally expanding by ourselves but also by utilizing business models to maximize the value through strategic cooperation with external partners.

The total amount of research and development expenses of the Group for the fiscal year under review is ¥103.5 billion.

<Development status of major development products>

As of December 31, 2024

| Code, Generic Name | Indication | Development status |
|----------------------------------|---|--|
| KHK4083/AMG 451, rocatinlimab | Moderate and severe atopic dermatitis | Ph III clinical study: in progress |
| | Prurigo nodularis | Ph III clinical study: in progress |
| | Moderate and severe asthma | Ph II clinical study: in progress |
| ziftomenib | Acute Myeloid Leukemia (AML) (monotherapy) | Ph II clinical study: in progress |
| | Acute Lymphoblastic Leukemia (ALL) (monotherapy) | Ph I clinical study: in progress |
| | Acute Myeloid Leukemia (AML) (combination) | Ph I clinical study: in progress |
| OTL-203 | Mucopolysaccharidosis type IH (Hurler syndrome) | Pivotal study (Equivalent to Ph III study): in progress |
| KK8398, infigratinib | Achondroplasia | Ph III clinical study: preparation underway |
| KHK4951, tivozanib | Neovascular Age-related Macular Degeneration (nAMD) | Ph II clinical study: in progress |
| | Diabetic Macular Edema (DME) | Ph II clinical study: in progress |
| OTL-201 | Mucopolysaccharidosis type IIIA (Sanfilippo syndrome type A) | PoC study (Equivalent to Ph I/II study): in progress |
| KK4277 | Systemic Erythematosus (SLE)/Cutaneous Lupus Erythematosus (CLE) | Ph I clinical study: in progress |
| KK2260 | Advanced or metastatic solid tumors | Ph I clinical study: in progress |
| KK2269 | Advanced or metastatic solid tumors | Ph I clinical study: in progress |
| KK2845 | Acute Myeloid Leukemia (AML) | Ph I clinical study: in progress |
| KK8123 | X-linked Hypophosphatemia (XLH) | Ph I clinical study: in progress |

- KHK4083/AMG 451 (general name: rocatinlimab) is a monoclonal antibody targeting the OX40 receptor that develops in pathogenic T cells (T cells which cause inflammatory diseases). One of the causes of inflammatory diseases such as atopic dermatitis is that activation of T cells through OX40 signals induces an increase in pathogenic T cells and an effector function, causing a T cell imbalance. Rocatinlimab restrains the function of pathogenic T cells and reduces their number, thereby enabling T cells to rebalance. The initial antibody was discovered in joint research between our U.S. research team and La Jolla Institute for Immunology. On June 1, 2021, the Company and Amgen entered into an agreement on joint research and sale of rocatinlimab. Under the agreement, Amgen develops and manufactures the drug and leads global sale activities except in Japan where the Company solely engages in sales activities. Both companies engage in co-promotion of the drug in the U.S. and the Company has a co-promotion right in countries other than the U.S. (Europe and Asia, excluding Japan). Phase III clinical trial (ROCKET program), consisting of eight clinical trials covering moderate- to severe-degree atopic dermatitis in adults and adolescents (12 years old and above), is currently under way. No less than 3,300 patients have participated in clinical trials, seven of which have finished the registering subjects. In September 2024, we announced that the ROCKET program's first clinical trial ROCKET-Horizon had achieved major evaluation items and all major secondary evaluation items. In addition to the ROCKET program, we are also conducting Phase II clinical trials for moderate- to severe-degree asthma and Phase III clinical trials for nodular prurigo.
- ziftomenib is an oral mectin inhibitor that has been developed by Kura Oncology as a therapeutic medicine for acute myeloid leukemia (AML), which causes particular gene mutations and rearrangements with high unmet needs. In November 2024, the Company and Kura Oncology entered into an agreement on global strategic cooperation for acute myeloid leukemia regarding the sale and development of ziftomenib. Under the agreement, the two

companies will jointly engage in development and sales of ziftomenib, and Kura Oncology will lead development, regulatory affairs and sales strategies in the U.S., while the Company will do so in countries other than the U.S. Currently, multiple clinical trials are under way for acute myeloid leukemia (AML). In December 2024, the two companies published favorable data concerning combination therapies with standard ones including cytarabine/daunorubicin (7+3 therapy) and venetoclax/cytarabine azacytidine (ven/aza) for acute myeloid leukemia (AML) by NPM1 mutation and KMT2A rearrangement.

- OTL-203 is a hematopoietic stem cell gene therapy for Type I mucopolysaccharidosis (Hurler syndrome). As a potential fundamental therapy, Orchard Therapeutics is conducting pivotal clinical trials (equivalent to Phase III clinical trials) in North America and Europe.
- KK8398 (general name: infigratinib) is an oral FGFR3 inhibitor and has been developed for systemic bone diseases by QED Therapeutics under BridgeBio Pharma. In February 2024, the Company and QED Therapeutics entered into a license agreement on the development and sales right in Japan covering systemic bone diseases. We are currently preparing Phase III clinical trials in Japan.
- KHK4951 (general name: tivozanib) is a new nanocrystalized eye drop designed to efficiently send tivozanib, a vascular endothelial growth factor receptor (VEGFR)-1, -2 and -3 tyrosine kinase inhibitor (TKI) which the Company has created, to a posterior ocular tissue part through eye drop medication, and is a potential drug to be a new non-invasive treatment option for exudative age-related macular degeneration (nAMD) and diabetic macular edema (DME). Currently, Phase II clinical trials are under way.
- OTL-201 is a hematopoietic stem cell gene therapy for Type IIIA mucopolysaccharidosis (Type A Sanfilippo syndrome). As a potential fundamental therapy similar to OTL-203, PoC clinical trials (equivalent to Phase I/II clinical trials) are under way.
- KK4277 is an antibody based on an antibody introduced from SBI Biotech Co., Ltd., strengthened its antibody-dependent cytotoxic activity (ADCC activity) using our POTELLIGENT technology and optimized. Currently, we are conducting Phase I clinical trials for systemic lupus erythematosus and cutaneous lupus erythematosus.
- KK2260 is an EGFR-TfR1 bispecific antibody with the application of REGULGENT, our bispecific antibody technology. It is designed as an antibody to realize cancer cell-selective ferrum depletion, and in nonclinical trials is found to show strong beneficial effects as well as tolerance. Currently, Phase I clinical trials are under way.
- KK2269 is an EpCAM-CD40 bispecific antibody with the application of REGULGENT, our bispecific antibody technology. By bridging EpCAM, frequently expressed in various tumors, and CD40, an antigen-presenting cell, it is designed to activate antigen-presenting cells only near tumors, and in nonclinical trials is found to show beneficial effects with antitumor immunity while controlling systemic side effects. Currently, Phase I clinical trials are under way.
- KK2845 is our first development product of antibody-drug conjugate (ADC). With TIM-3 as its target molecule, Phase I clinical trials for acute myeloid leukemia (AML) started in October 2024.
- KK8123 is a human-type anti-FGF23 antibody, and is a potential drug of a new treatment option for X-linked hypophosphatemia (XLH). In November 2024, Phase I clinical trials for XLH started.












<Major cooperation and license information>

- In January 2024, we entered into a license agreement with Boehringer Ingelheim to derive an exclusive right to develop compounds, aiming to develop drugs for inflammatory disease filamentation.
- In February 2024, aiming to strengthen the bone and mineral areas, we entered into a license agreement with QED Therapeutics under BridgeBio Pharma on the development and sales right in Japan of infigratinib (code name: KK8398) covering systemic bone diseases.
- In November 2024, we entered into an agreement with Kura Oncology on global strategic cooperation for acute myeloid leukemia regarding the sale and development of ziftomenib.

(Reference) R&D pipeline

Updated since December 31, 2023

(As of December 31, 2024)

| Code Name Generic Name Formulation | Mechanizm of Action | Indication | Stage | | | [In-House or Licensed] Remarks |
|--|------------------------------------|--|---|---|-------|--|
| | | | PhI | PhII | PhIII | |
|  KK8123 Injection | Anti-FGF23 Fully Human Antibody | X-linked Hypophosphatemia |  | | | [In-House] Clinical study is being conducted in NA and EU as a global product |
|  KK8398 infigratinib Oral | FGFR3 Inhibitor | Achondroplasia | | | | [QED Therapeutics] Preparation underway for Ph III in JP |
|  ziftomenib* Oral | Menin Inhibitor | Acute Myeloid Leukemia (AML) (Monotherapy) |  |  | | [Kura Oncology] Clinical study is being conducted in NA and EU as a global product NPM1-mutant AML |
| | | Acute Lymphoblastic Leukemia (ALL) (Monotherapy) |  | | | Clinical study is being conducted in NA and EU as a global product KMT2A-rearranged ALL |
| | | Acute Myeloid Leukemia (AML) (Monotherapy) |  | | | Clinical study is being conducted in NA and EU as a global product Non-NPM1-mutant AML/Non-KMT2A-rearranged AML |
| | | Acute Myeloid Leukemia (AML) (Combination) |  | | | Clinical study is being conducted in NA as a global product NPM1-mutant AML/KMT2A-rearranged AML Combinations with venetoclax + azacitidine, and cytarabine + daunorubicin |
|  KK2845 | Anti-TIM-3 ADC | Acute Myeloid Leukemia (AML) |  | | | [In-House] Antibody-Drug Conjugate Clinical study is being conducted in JP as a global product |

* For detailed information on ziftomenib's development status, please refer to Kura Oncology's website. <https://kuraoncology.com/>


















 small molecule  large molecule  antibody  HSC-GT





Glossary

Phase I Confirm safety including side effects on a small number of healthy people, etc. (patients, depending on the test) who gave their consent.

Phase II Confirm effective and safe dosage, administration methods, etc., on a small number of patients who gave their consent.

Phase III Confirm effectiveness and safety of a new drug by comparing it with existing drugs, etc., on a large number of patients who gave their consent.

| Code Name Generic Name Formulation | | Mechanism of Action | Indication | Stage | | | [In-House or Licensed] Remarks |
|---|--|--|--|---|------|-------|--|
| | | | | PhI | PhII | PhIII | |
|  | OTL-203 | Hematopoietic Stem Cell (HSC) Gene Therapy | MPS-IH (Hurler Syndrome) |  | | | [In-House] Rare Pediatric Disease (RPD) and Fast Track designations (FDA) Priority Medicines (PRIME) designation (EMA) Area of clinical study: NA and EU |
|  | OTL-201 | Hematopoietic Stem Cell (HSC) Gene Therapy | MPS-III A (Sanfilippo Syndrome type A) |  | | | [In-House] Rare Pediatric Disease (RPD) designation (FDA) Preparation underway for registrational study (equivalent to PhIII study) |
|  | KHK4083/AMG 451 rocatinlimab Injection | Anti-OX40 Antibody | Moderate to Severe Atopic Dermatitis |  | | | [In-House] POTELLIGENT Human monoclonal antibody production technology Collaboration agreement with Amgen for the development of rocatinlimab in all the countries except for Japan Clinical study is being conducted in JP, NA, EU, UK, Middle East, Asia, Oceania, and other regions as a global product |
| | | | Prurigo Nodularis |  | | | Clinical study is being conducted in JP, NA, EU, Asia, and Oceania as a global product |
| | | | Moderate to Severe Asthma |  | | | Clinical study is being conducted in JP, NA, EU, Asia, and Oceania as a global product |
|  | KHK4951 tivozanib Ophthalmic | VEGF Receptor Tyrosine Kinase Inhibitor | Diabetic Macular Edema |  | | | [In-House] Clinical study is being conducted in JP, NA, Asia, and Oceania as a global product |
| | | | Neovascular Age-Related Macular Degeneration |  | | | Clinical study is being conducted in JP, NA, Asia, and Oceania as a global product |
|  | KK2260 Injection | EGFR-TFR1 Bispecific Antibody | Advanced or Metastatic Solid Tumors |  | | | [In-House] REGULGENT Fully human antibody production technology Clinical study is being conducted in JP, and a clinical study is prepared under way for PhI in NA as a global product |
|  | KK2269 Injection | EpCAM-CD40 Bispecific Antibody | Advanced or Metastatic Solid Tumors |  | | | [In-House] REGULGENT Fully human antibody production technology Clinical study is being conducted in JP and NA as a global product |
|  | KK4277 Injection | Anti-PTPRS Humanized Antibody | Systemic Lupus Erythematosus/ Cutaneous Lupus Erythematosus |  | | | [SBI Biotech] POTELLIGENT Clinical study is being conducted in JP and Asia |

 small molecule  large molecule  antibody  HSC-GT

Major application approval information

| Code Name, Generic Name, Product Name | Indication | Application/ Under Review | Countries/ Regions Received Approval in 2024 |
|---|---|---------------------------|--|
| KRN125(pegfilgrastim, Product name in Japan:G-LASTA) | Mobilization of Hematopoietic Stem Cells into Peripheral Blood for Autologous Blood Stem Cell Transplantation | – | JP |
| OTL-200(atidarsagene autotemcel, Product name in Europe/US : Libmeldy/Lenmeldy) | Metachromatic Leukodystrophy | – | US |
| KHK4827(brodalumab, Product name in Japan and Asia: Lumicef) | Palmoplantar Pustulosis | TW | – |
| KHK7580(evocalcet, Product name in Japan: Orkedia) | Secondary Hyperparathyroidism | – | CN, TW |
| AMG531(romiplostim, Product name in Japan: Romiplate) | Aplastic Anemia | TW | – |
| | Severe Aplastic Anemia | – | KR |

For KHK4827, since an application for approval of partial changes in approvals in Japan for systemic scleroderma as the envisaged indication has been withdrawn, the relevant application information is omitted from the table.

(2) Assets and profit and loss

(Billions of yen, unless otherwise noted)

| International Financial Reporting Standards (IFRS) | 99th fiscal year (from January 1, 2021, to December 31, 2021) | 100th fiscal year (from January 1, 2022, to December 31, 2022) | 101st fiscal year (from January 1, 2023, to December 31, 2023) | 102nd fiscal year (from January 1, 2024, to December 31, 2024) |
|---|--|---|---|---|
| Revenue | 352.2 | 398.4 | 442.2 | 495.6 |
| Core operating profit | 65.7 | 86.7 | 96.8 | 95.4 |
| Profit attributable to owners of parent | 52.3 | 53.6 | 81.2 | 59.9 |
| Basic earnings per share (Yen) | 97.43 | 99.68 | 151.03 | 113.06 |
| Total assets | 921.9 | 939.9 | 1,025.9 | 1,067.4 |
| Total equity | 737.2 | 762.8 | 836.4 | 850.8 |

(3) Capital investments

The Group's capital investments made in the fiscal year under review totaled ¥29.5 billion. Major facilities completed during the fiscal year under review, and major facilities which were under construction or planned as at the end of the fiscal year under review are as follows.

(i) Major facilities completed during the fiscal year under review

No applicable items.

(ii) Major facilities which were under construction or planned as at the end of the fiscal year under review

| Company and office name | Details of capital investments |
|--|--|
| Takasaki Plant, Kyowa Kirin Co., Ltd. | Construction of a new biopharmaceutical API manufacturing building |
| Takasaki Plant, Kyowa Kirin Co., Ltd. | Construction of a new warehouse building |
| Kyowa Kirin North America North Carolina, LLC Plant (Name to be decided) | Construction of a new biopharmaceutical API manufacturing plant |

(4) Financing

There was nothing to be reported on the financing of the Group in the fiscal year under review.

(5) Issues to be addressed

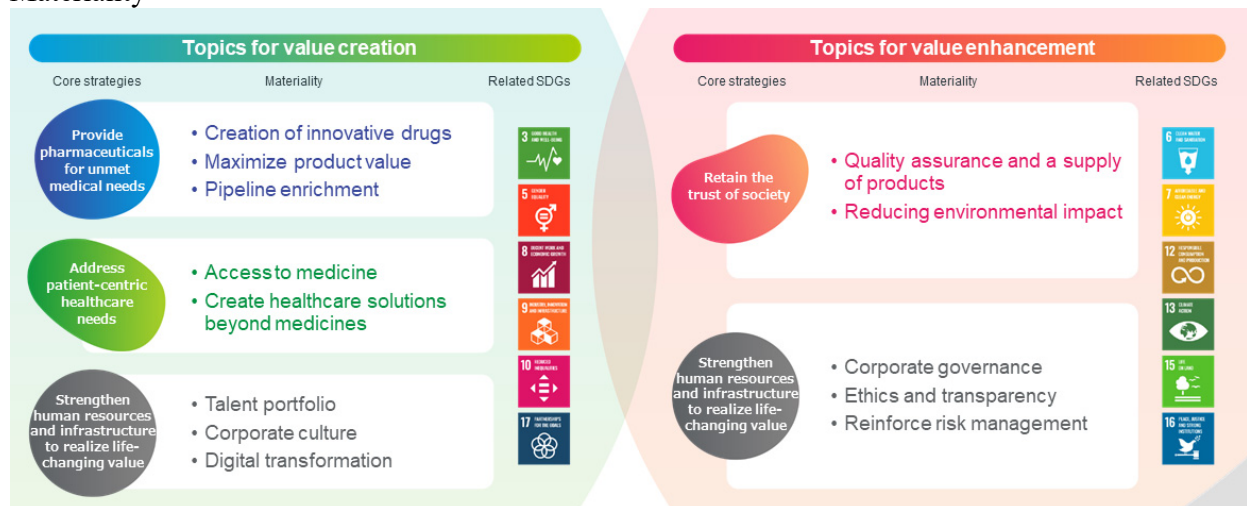
There have been severe changes in the environment for the pharmaceutical industry, including the heightened pressure on controlling healthcare cost and development of new drugs becoming more difficult. Under such circumstances, we have selected materialities (important management issues) to realize Vision 2030, and promoted the initiatives with higher resolution as strategies via "Story for Vision 2030" and clarified focuses to achieve Vision 2030.

Aiming to blend the technological expertise we have accumulated with our in-depth knowledge of disease to create life-changing value and speed up the process of drug discovery, we set "bone and mineral," "blood cancer and intractable blood diseases," and "rare diseases" as focus disease fields of the Company. On the technological aspect, we are gradually building platforms that utilize various modalities^{*1}, such as advanced antibody technology and hematopoietic stem cell gene therapy held by Orchard Therapeutics plc. In addition to the above, we will work to strengthen open innovation, cooperation with partners, and venture capital/corporate venture capital fund activities, among others. We will maximize the life-changing value created by such initiatives by delivering it more quickly to more patients through the development of the best business model as an "asset in the focus disease field of the Company" or an "strategic partnership asset." We will realize growth as a Japan-based global specialty pharmaceutical company in line with the strategic strategy of "Story for Vision 2030."

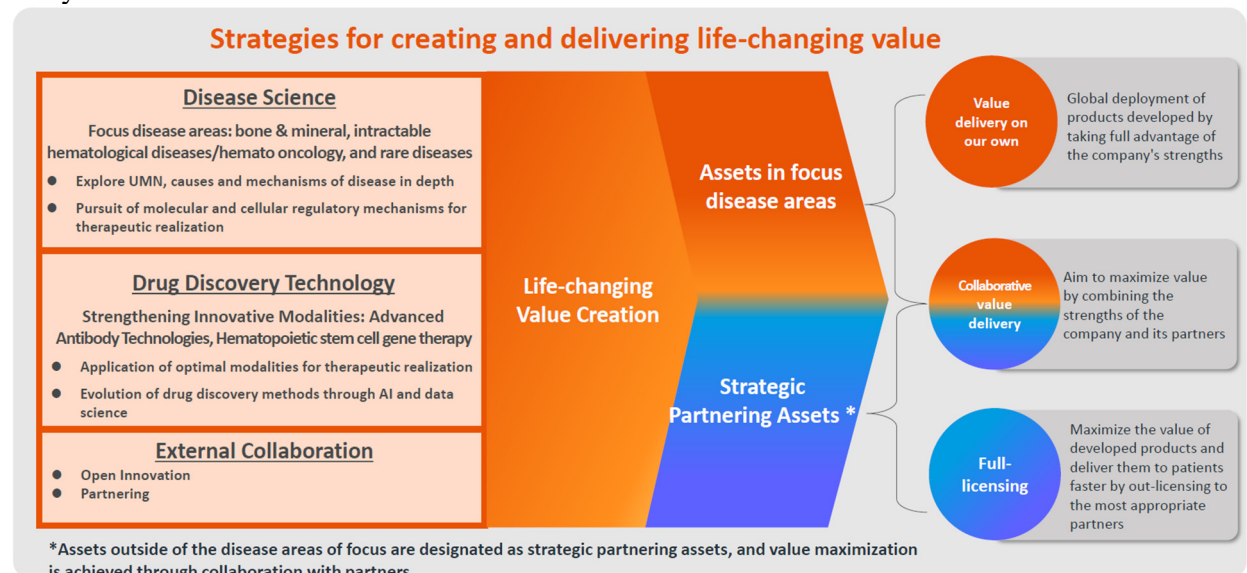
*1 Modalities:

Classes of drug discovery technologies (methods and means) that facilitate the realization of the envisioned therapeutic concept.

Materiality



Story for Vision 2030



[Providing drugs that satisfy unmet medical needs]

To maximize the value of Crysvida, Poteligeo, OTL-200 (product name in Europe: Libmeldy, product name in the U.S.: Lenmeldy) and so on as assets in the focus disease field of the Company, we will continue tackling issues to increase the number of countries and regions where they have been released and penetrate markets. For development products, we will promote a strategic partnership with Kura Oncology, Inc. on the development and marketing of ziftomenib^{*2}, aiming to provide a new treatment option for acute leukemia. In addition, we will also steadily develop KK8123 with the same indication for treatment as Crysvida, KK2845^{*2} which is our first antibody-drug conjugate (ADC), and OTL-203^{*2} and OTL-201^{*2} for hematopoietic stem cell gene therapy.

Moreover, for the development of a strategic partnering asset KHK4083^{*2} (generic name: rocatinlimab), we will cooperate with Amgen Inc. to continue promoting multiple clinical studies. In addition, regarding low-molecular KHK4951 (general name: tivozanib), KK2260^{*2} and KK2269^{*2} that adopts our proprietary bispecific antibody technology REGULGENT, and POTELLIGENT antibody KK4277^{*2}, we will maximize their value, via ways including cooperating with partners going forward.

*2 For details of pipelines, please see pages 40 to 42.

[Address patient-centric healthcare needs]

In order to make people who are facing diseases smile, based on the “Policy for Access to Medicines^{*3},” we are working to provide drugs that satisfy unmet medical needs, and first to increase the number of countries where they are released. Moreover, we are improving access to drugs through the enhanced recognition of diseases, by delivering information on diseases to patients and their family members, healthcare professionals and other relevant stakeholders through disease-awareness activities.

Furthermore, as for creation of healthcare solutions beyond medicines, we will promote our initiatives based on insight obtained from patients with a longer-term perspective. The Company and Kirin Holdings Company, Limited established Cowellnex Co., Ltd. by joint investment in September 2024, and will solve social issues surrounding health with innovations combining the strengths of the two companies, including research and business development concerning health.

*3 Policy for Access to Medicines:

The Company’s website:

https://www.kyowakirin.com/sustainability/patient/access_to_medicine/index.html

[Retain the trust of society]

To reliably supply pharmaceuticals to patients who need them worldwide, we are working to establish a robust production system while strengthening a quality assurance system and supply-chain management. In addition, we will continue to respond appropriately to issues in implementing both in-house and contracted manufacturing. In response to climate change at the global level, we will work in conjunction with the Kirin Group Environmental Vision 2050, promoting continuous energy-saving programs (also covering capital expenditures) and adopting and expanding the use of renewable energy, among others. Through initiatives such as these we seek to achieve net zero greenhouse gas emissions across the value chain, to actively tackle the issue of protecting the global environment to be handed over to the next generation. In light of the recommendations of the “Task Force on Climate-related Financial Disclosure (TCFD),” the Company will continue to manage and evaluate risks and opportunities related to climate change, and disclose information appropriately.

[Reinforce human resources and structures that support the creation of life-changing value]

We consider human capital to be one of the sources of competitiveness and believe that promoting value-creating activities leads to the realization of our vision. With a sense of mission and responsibility for “making patients smile,” we will strive to improve the internal environment and nurture corporate culture with the aim of developing diverse human resources who continue to work on transformations with superior expertise.

Moreover, for digital transformation listed as one of materialities, we formulated “Digital Vision 2030^{*4}” in 2021 and implemented activities to promote DX in line with three pillars of the digital strategy to realize the Vision, “Digital for Operation: Achieving Operational Excellence,” “Digital for Innovation: Transformation to Data Circular Value Chains” and “Foundation for Digital: Strengthening platforms to promote DX.” While clarifying the assets in the focus disease field of the Company and strategic partnership assets in “Story for Vision 2030,” we will reflect activities to promote DX again on this occasion, raise the resolution of the above three pillars of digital strategies in line with “Story for Vision 2030” and promote DX activities further. We will establish the position of Chief Digital Transformation Officer (CDXO) in April of this year to strengthen the structure. Under “Digital Vision 2030” formulated for digital transformation for creating life-changing value, we will work to realize operational excellence and strengthen platforms to promote DX (Operational & Digital transformation).

Regarding corporate governance, we will continue striving to improve the effectiveness of the Board of Directors and enhance the execution structure.

*4 Digital Vision 2030:

The Company’s website:

https://www.kyowakirin.com/sustainability/human_resources_infrastructure/dx/index.html

(6) Principal lines of business (as of December 31, 2024)

Research, development, manufacturing, marketing and import/export of pharmaceuticals, etc.

(7) Major offices and factories (as of December 31, 2024)

(i) The Company

| | |
|-----------------------|--|
| Head Office | 1-9-2 Otemachi, Chiyoda-ku, Tokyo |
| Sales offices | Sapporo Branch, Tohoku Branch (Sendai), Tokyo Branch/Chiba-Saitama Branch/Kita Kanto-Koshinetsu Branch/Yokohama Branch (Tokyo), Nagoya Branch, Osaka Branch/Keiji-Hokuriku Branch (Osaka), Chugoku-Shikoku Branch (Hiroshima), Kyushu Branch (Fukuoka) |
| Production sites | Takasaki Plant, Ube Plant |
| Research laboratories | Bio Process Research and Development Laboratories (Takasaki), Tokyo Research Park, Fuji Research Park/CMC R&D Center (Nagaizumi, Suntou, Shizuoka) |

Note: If the name of offices, sites, etc., has a name of the city representing a location, the location is not presented.

(ii) Major subsidiaries (as of December 31, 2024)

| | | | | | |
|---|---|-----------------------------------|----|------------------------------------|-----------|
| 1 | Kyowa Kirin Frontier Co., Ltd. | Head office: Chiyoda-ku, Tokyo | 8 | Kyowa Kirin International plc | U.K. |
| 2 | Kyowa Kirin plus Co., Ltd. | Head office: Chiyoda-ku, Tokyo | 9 | Orchard Therapeutics Limited | U.K. |
| 3 | Kyowa Kirin USA Holdings, Inc. | U.S.A. | 10 | Kyowa Kirin Asia Pacific Pte. Ltd. | Singapore |
| 4 | Kyowa Kirin, Inc. | U.S.A. | 11 | Kyowa Kirin Korea Co., Ltd. | Korea |
| 5 | BioWa, Inc. | U.S.A. | 12 | Kyowa Kirin Taiwan Co., Ltd. | Taiwan |
| 6 | Kyowa Kirin North America North Carolina, LLC | U.S.A. | 13 | Kyowa Kirin Hong Kong Co., Limited | Hong Kong |
| 7 | Kyowa Kirin Canada, Inc. | Canada | | | |

- Notes:
1. The Company acquired all shares of Orchard Therapeutics plc on January 24, 2024. On going private, the name of the company was changed to Orchard Therapeutics Limited.
 2. On September 30, 2024, Kyowa Kirin Asia Pacific Pte. Ltd. sold all its investment interests in Kyowa Kirin China Pharmaceutical Co., Ltd. to Hong Kong WinHealth Pharma Group Co. Limited. As a result, the company does not fall under major subsidiaries.
 3. By the resolution of the Board of Directors meeting held on August 1, 2024, the Company determined to dissolve and liquidate Kyowa Kirin Asia Pacific Pte. Ltd. and Kyowa Kirin Hong Kong Co., Limited.



(8) Significant parent company and subsidiaries

(i) Parent company

The Company's parent company is Kirin Holdings Company, Limited, which holds 288,819 thousand shares of the Company (shareholding ratio: 54.95%; shareholding ratio after deducting treasury shares: 55.19%).

(ii) Summary of significant contracts with the parent company

The Company entered into an "integration agreement" with Kirin Holdings Company, Limited, the parent company, on October 22, 2007. Under this agreement, the Company has agreed that, while observing core group management policies, it operates as an autonomous company with independence and flexibility, ensures management independence as a listed company, strives to maximize value for all shareholders and achieves consistent growth of its corporate value.

(iii) Transactions with the parent company

◎ Loans of funds

- a. Particulars to be given due consideration not to harm the interests of the Company in conducting the transactions

Interest rates for loans receivable have been reasonably determined taking into account market rates of interest according to the length of time in accordance with the Company's own management policy.

- b. Judgment of the Company's Board of Directors on whether the transactions harm the Company's interests, and reasons therefor

The Company's Board of Directors has judged that the above transactions do not harm the Company's interests, as the Company has made a final decision, independent of the parent company, in accordance with the internal regulations.

- c. The opinion in the case where the judgment of the Board of Directors is different from the opinion of outside Directors of the Board

No applicable items.

◎ Payment of compensation

- a. Particulars to be given due consideration not to harm the interests of the Company in conducting the transactions

On February 5, 2019, the Company entered into an agreement to transfer shares of KYOWA HAKKO BIO CO., LTD., which had been a consolidated subsidiary in charge of the Group's bio-chemical business, to Kirin Holdings Company, Limited (hereinafter the "Share Transfer Agreement"). On April 17, 2020, the Company received a compensation claim from Kirin Holdings due to violations of representation and warranties as well as the occurrence of special compensation events at KYOWA HAKKO BIO CO., LTD. based on the Share Transfer Agreement. After consulting with Kirin Holdings, we concluded a statement of mutual agreement (hereinafter, the "Agreement") on August 1, 2024, and paid compensation (hereinafter, the "Compensation") to Kirin Holdings. As payment of the Compensation was a transaction with our parent company, we decided in a fair and appropriate manner based on a reasonable judgement, taking into account the validity of the purpose of concluding the Agreement, fairness of procedures and negotiating processes for concluding the Agreement, validity of terms and conditions including compensation amount in the Agreement and consultations by the opinion exchange meeting composed of only independent outside officers on whether the conclusion of the Agreement was detrimental to minority shareholders.

- b. Judgment of the Company's Board of Directors on whether the transactions harm the Company's interests, and reasons therefor

The Company's Board of Directors has judged that the above transactions do not harm the Company's interests, as the Company has made a final decision, independent of the parent company, in accordance with the internal regulations.

- c. The opinion in the case where the judgment of the Board of Directors is different from the opinion of outside Directors of the Board

No applicable items.

(iv) Significant subsidiaries

| Company name | Share capital | Shareholding ratio of the Company | Principal lines of business |
|------------------------------------|---------------------|-----------------------------------|--|
| Kyowa Kirin USA Holdings, Inc. | USD76,300 thousand | 100% | Supervision and management of its subsidiaries |
| Kyowa Kirin, Inc. | USD0 thousand | 100% | Research, development, and marketing of pharmaceuticals |
| Kyowa Kirin International plc | GBP13,849 thousand | 100% | Supervision and management of its subsidiaries |
| Kyowa Kirin Asia Pacific Pte. Ltd. | SGD123,045 thousand | 100% | Supervision and management of its subsidiaries Marketing of pharmaceuticals |

- Notes:
1. The shareholding ratio of the Company shows the shareholding ratio including indirect shareholding.
 2. There are no companies that fall under specified wholly owned subsidiaries.
 3. By the resolution of the Board of Directors meeting held on August 1, 2024, the Company determined to dissolve and liquidate Kyowa Kirin Asia Pacific Pte. Ltd.

(9) Employees (as of December 31, 2024)

| Number of employees | Year-on-year change |
|---------------------|---------------------|
| 5,669 | Decrease of 305 |

Note: The number of employees represents individuals working within the Group (excluding employees seconded outside the Group from the Group, but including employees seconded to the Group from outside the Group). Executive Officers and temporary employees (employees rehired after retiring, contract employees and part-time employees) are excluded.

(10) Major creditors (as of December 31, 2024)

No applicable items.

(11) Other significant matters concerning the status of the Corporate Group

No applicable items.

2. Shares of the Company (as of December 31, 2024)

(1) Total number of authorized shares 987,900,000 shares

(2) Total number of issued shares 525,634,500 shares

(3) Number of shareholders 38,453 (Decrease of 678 from the end of the previous fiscal year)

(4) Major shareholders

| Name of shareholder | Number of shares held (Thousand shares) | Shareholding ratio (%) |
|--|--|---------------------------|
| Kirin Holdings Company, Limited | 288,819 | 55.19 |
| The Master Trust Bank of Japan, Ltd. (Trust Account) | 53,379 | 10.20 |
| Custody Bank of Japan, Ltd. (Trust Account) | 24,942 | 4.77 |
| STATE STREET BANK WEST CLIENT – TREATY 505234 | 5,904 | 1.13 |
| JPMorgan Securities Co., Ltd. | 5,334 | 1.02 |
| STATE STREET BANK AND TRUST COMPANY 505001 | 3,593 | 0.69 |
| JPMorgan Chase Bank 385781 | 3,464 | 0.66 |
| GOLDMAN SACHS INTERNATIONAL | 3,382 | 0.65 |
| BNYM AS AGT/CLTS NON TREATY JASDEC | 3,294 | 0.63 |
| STATE STREET BANK AND TRUST COMPANY 505025 | 3,280 | 0.63 |

Note: The shareholding ratio was calculated after deducting treasury shares (2,276,724 shares).

(5) Shares delivered to the Company's officers as a consideration for the performance of their duties during the fiscal year under review

| Category | Number of delivered shares by type of share-based remuneration (shares) | | Number of persons eligible for the granting (persons) |
|--|---|--|---|
| | Share-based remuneration with restriction on transfer | Performance-linked, share-based remuneration | |
| Directors of the Board (excluding outside Directors of the Board) | 21,737 | 8,744 | 3 |
| Outside Directors of the Board | – | – | – |
| Audit & Supervisory Board Members | – | – | – |

Notes: 1. The shares shown in the above table were delivered to Directors of the Board through disposal of treasury shares.

2. Other than the above, 46,662 shares as restricted shares based on the share-based remuneration with restriction on transfer plan, and 7,375 shares based on the performance-linked, share-based remuneration plan were delivered to Executive Officers (excluding those who are Directors of the Board) through disposal of treasury shares.

(6) Other significant matters concerning shares

(i) Purchase of treasury shares

In accordance with the resolution of the Board of Directors meeting held on February 7, 2024, the Company purchased treasury shares as follows.

- Type and number of shares purchased Ordinary shares: 14,365,500
- Total amount of purchase prices ¥40,000 million
- Purchase period From February 13, 2024, to October 10, 2024

(ii) Retirement of treasury shares

In accordance with the resolution of the Board of Directors meeting held on February 7, 2024, the Company retired treasury shares as follows.

- Type and number of shares retired Ordinary shares: 14,365,500
- Retirement date October 31, 2024

3. Corporate Officers

(1) Names and other details of Directors of the Board and Audit & Supervisory Board Members (as of December 31, 2024)

| Position | Name | Responsibility in the Company and significant positions concurrently held at other organizations |
|--|---------------------|--|
| * Executive Director of the Board, President CEO | Masashi Miyamoto | Member of Nomination & Remuneration Consultative Committee |
| * Executive Director of the Board, Executive Vice President CCO | Yutaka Osawa | In charge of Global Quality Management Department, Regulatory Affairs Department and Legal Department Member of Nomination & Remuneration Consultative Committee |
| Director of the Board, Senior Managing Executive Officer CMO | Takeyoshi Yamashita | In charge of Intellectual Property Department, Medical Affairs Department and Pharmacovigilance Division Member of Nomination & Remuneration Consultative Committee |
| Directors of the Board | Shinjiro Akieda | Director of the Board, Senior Executive Officer & CFO, Kirin Holdings Company, Limited |
| Directors of the Board | Akira Morita | Chairman of meetings of the Board of Directors Member of Nomination & Remuneration Consultative Committee Emeritus Professor and Outside Member, Administrative Council, The University of Tokyo Representative Director, Next Generation Fundamental Policy Research Institute |
| Director of the Board | Yuko Haga | Member of Nomination & Remuneration Consultative Committee Representative, Haga Management Consulting Office Professor, Graduate School of Management, NUCB Business School Outside Director, MinebeaMitsumi Inc. Independent Director, AIR WATER INC. |
| Directors of the Board | Takashi Oyamada | Chairperson of Nomination & Remuneration Consultative Committee Senior Advisor, MUFG Bank, Ltd. Outside Director, Mitsubishi Research Institute DCS Co., Ltd. |
| Director of the Board | Yoshihisa Suzuki | Member of Nomination & Remuneration Consultative Committee Administrative Officer, ITOCHU Corporation Outside Director, OMRON Corporation Representative Director, Rolling Hills, Co., Ltd. |
| Directors of the Board | Rumiko Nakata | Member of Nomination & Remuneration Consultative Committee Outside Director, Denka Company Limited |
| Full-time Audit & Supervisory Board Member | Hiroshi Komatsu | |
| Full-time Audit & Supervisory Board Member | Hajime Kobayashi | |
| Audit & Supervisory Board Member | Tomomi Yatsu | Member of Nomination & Remuneration Consultative Committee Representative, Yatsu Law & Accounting Firm |

| Position | Name | Responsibility in the Company and significant positions concurrently held at other organizations |
|----------------------------------|---------------|---|
| Audit & Supervisory Board Member | Mayumi Tamura | Outside Director, SMBC Nikko Securities Inc. Outside Corporate Auditor, Kuraray Co., Ltd. Member of Nomination & Remuneration Consultative Committee Outside Director, SHIMIZU CORPORATION |
| Audit & Supervisory Board Member | Toru Ishikura | Outside Director, LIXIL Corporation Full-time Audit & Supervisory Board Member, Kirin Holdings Company, Limited |

- Notes:
1. The Director of the Board above marked with an asterisk concurrently serves as Executive Officer.
 2. Of the members of Directors of the Board, Mr. Akira Morita, Ms. Yuko Haga, Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki, and Ms. Rumiko Nakata are outside Directors of the Board.
 3. Director of the Board, Ms. Yuko Haga's name in her family register is Yuko Hayashi.
 4. Full-time Audit & Supervisory Board Member, Mr. Hajime Kobayashi, and Audit & Supervisory Board Members, Mses. Tomomi Yatsu and Mayumi Tamura, are outside Audit & Supervisory Board Members.
 5. The Company has notified the Tokyo Stock Exchange of the status of Directors of the Board, Mr. Akira Morita, Ms. Yuko Haga, Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki, and Ms. Rumiko Nakata and Audit & Supervisory Board Members, Mses. Tomomi Yatsu and Mayumi Tamura as independent directors and audit & supervisory board members under Tokyo Stock Exchange regulations.
 6. Full-time Audit & Supervisory Board Members, Messrs. Hiroshi Komatsu and Hajime Kobayashi, and Audit & Supervisory Board Member, Ms. Mayumi Tamura, have experience in accounting and finance divisions of business corporations. Audit & Supervisory Board Member, Ms. Tomomi Yatsu, is an attorney-at-law and a certified public accountant. Thus, each of them has considerable knowledge of accounting and finance.
 7. Directors of the Board and Audit & Supervisory Board Members who retired during the fiscal year under review are as follows.

| Position in the Company | Name | Date of reasons for retirement |
|--|------------------|---|
| Director of the Board | Takeshi Minakata | Retired from the position due to expiration of the term of office on March 22, 2024 |
| Full-time Audit & Supervisory Board Member | Masaki Ueno | Retired from the position due to expiration of the term of office on March 22, 2024 |

(2) Summary of details of liability limitation agreements

Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company has entered into agreements with Directors of the Board, Mr. Shinjiro Akieda, Mr. Akira Morita, Ms. Yuko Haga, Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki and Ms. Rumiko Nakata, as well as full-time Audit & Supervisory Board Members, Mr. Hiroshi Komatsu and Mr. Hajime Kobayashi, and Audit & Supervisory Board Members, Ms. Tomomi Yatsu, Ms. Mayumi Tamura and Mr. Toru Ishikura to limit their liability for damages stipulated in Article 423, Paragraph (1) of the same Act. The maximum amount of liability for damages under such agreements shall be the higher of either ¥5 million, or the minimum liability amount stipulated in Article 425, Paragraph (1) of the same Act.

(3) Summary of details of a directors and officers liability insurance policy, etc.

The Company has taken out a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph (1) of the Companies Act with an insurance company, in which Directors of the Board, Audit & Supervisory Board Members, Executive Officers and other officers of the Company and its subsidiaries are the insured persons. The Company and its

subsidiaries bear all insurance premiums. This insurance contract covers compensation for damages, legal, and other such costs in the event that an insured person(s) is liable for damages arising from their conduct in the course of performing their duties. However, the contract has exceptions such as excluding damages caused by criminal or fraudulent acts etc. committed by insured persons. In addition, there is a provision for a deductible amount, and damages that do not reach that deductible amount are not covered by this insurance contract.

(4) Remuneration, etc., of Directors of the Board and Audit & Supervisory Board Members

(i) Policy on determining the amount of officers' remuneration, etc.

At the Board of Directors meeting held on February 18, 2021, the Company resolved the policy on determining details of individual remuneration, etc., for Directors of the Board. This determination policy was approved based on a report of the Nomination & Remuneration Consultative Committee, following deliberation by the said committee.

In addition, the Nomination & Remuneration Consultative Committee confirmed and reported that individual remuneration, etc., for Directors of the Board for the fiscal year under review was in line with the determination policy. Respecting the report from the Nomination & Remuneration Consultative Committee, the Board of Directors concluded that the details of the remuneration, etc., were in line with the determination policy.

Individual remuneration, etc., for Audit & Supervisory Board Members for the fiscal year under review was determined in consultation with Audit & Supervisory Board Members with reference to deliberation of the Nomination & Remuneration Consultative Committee.

The determination policy for the details of remuneration, etc., for Directors of the Board and Audit & Supervisory Board Members, and the summary of remuneration, etc., are as follows:

a. Basic policy

Basically, the Company's remuneration for Directors of the Board and Audit & Supervisory Board Members is paid for the purposes of raising their awareness of contributing to the Company's sustainable growth and further increase in corporate value, securing human resources appropriate for a global specialty pharmaceutical company, and motivating them to contribute to the Company through execution of their duties; and remuneration should be determined through a transparent and appropriate process by adopting an objective viewpoint.

In order to realize this basic policy, investigations and deliberations on officers' remuneration are conducted by the Nomination & Remuneration Consultative Committee, which consists of a majority of outside officers, and is chaired by an outside Director of the Board.

b. Remuneration structure and payment eligibility, etc.

The Company's remuneration for executive Directors of the Board consists basic remuneration, performance-linked remuneration, and non-monetary remuneration. Performance-linked remuneration consists of two parts: (1) performance-linked annual bonus as a short-term incentive, and (2) performance-linked share-based remuneration as a medium- to long-term incentive. Non-monetary remuneration is in the form of share-based remuneration with restriction on transfer as a medium- to long-term incentive. Remuneration for non-executive Directors of the Board and Audit & Supervisory Board Members is only basic remuneration in a fixed amount or no remuneration, in order to ensure they fully perform their oversight functions from the objective and independent standpoint.

A rough indication for the ratio of each type of remuneration is shown in the table below. The ratio of each type of remuneration is deliberated by the Nomination & Remuneration Consultative Committee in light of each Director of the Board's position and determined by the Board of Directors by taking into account the company size, and by using data from

officers' remuneration survey obtained from an external research institution to conduct an objective comparison/examination of remuneration levels and remuneration structures of other companies in industry sectors relevant to the Company.

| Type of remuneration, etc. | | Summary | Remuneration structure for executive Directors of the Board (with basic remuneration being 100) |
|---------------------------------|---|---|---|
| Basic remuneration | | <ul style="list-style-type: none"> Remuneration in a fixed amount based on each officer's position or job responsibility An annual amount to be paid in 12 equal installments | 100 |
| Performance-linked remuneration | Performance-linked annual bonus | <ul style="list-style-type: none"> Performance-linked monetary compensation for the purpose of providing incentives to become more motivated to contribute to improving business performance in each fiscal year (short-term incentive) Pay rates vary, ranging from 0% to 200% according to the degree of achievement of performance targets, with payment amounts when the targets set based on each officer's position or job responsibility are achieved (reference value) being 100% Paid in a lump sum after the closure of a fiscal year (usually in April) | 50 to 60 |
| | Performance-linked share-based remuneration | <ul style="list-style-type: none"> Performance-linked remuneration that provides incentives for sustainable growth of corporate value (medium- to long-term incentive) Share-based remuneration for the purpose of providing incentives to become more motivated to contribute to an increase in share price and corporate value over the medium to long term Payment amounts vary, ranging from 0% to 150% according to the degree of achievement of performance targets, with the number of shares to be delivered when the targets set based on each officer's position or job responsibility are achieved being 100% To be delivered and paid after the end of the third fiscal year (usually in April) | 25 to 45 |
| Non-monetary remuneration | Share-based remuneration with restriction on transfer | <ul style="list-style-type: none"> Share-based remuneration for the purpose of providing incentives to become more motivated to contribute to an increase in share price and corporate value over the medium to long term (medium- to long-term incentive) To be allotted at a certain point of time (usually in April) every year, with the transfer restriction period of three years | 35 |

- Notes:
- Although, among remuneration, etc., above, performance-linked share-based remuneration falls under both performance-linked and non-monetary remuneration, it is categorized and shown as performance-linked remuneration for this purpose.
 - The composition ratio for performance-linked remuneration shown is a figure when performance targets are fully achieved.

c. Summary of each type of remuneration

i) Basic remuneration

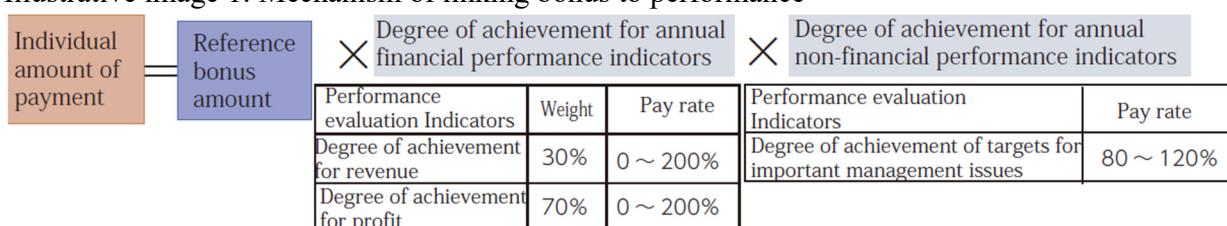
Basic remuneration is paid monthly in a fixed amount based on each officer's position or job responsibility. Amounts are determined upon considering the company size, using officers' remuneration data from an external research institution, and conducting an objective comparison/examination of compensation levels and compensation structures of other companies in industry sectors relevant to the Company, and after deliberations of the Nomination & Remuneration Consultative Committee. Remuneration for Audit & Supervisory Board Members is determined in consultation with Audit & Supervisory Board Members taking reference from deliberation of the Nomination & Remuneration Consultative Committee, which uses data from an officers' remuneration survey obtained from an external research institution.

ii) Performance-linked annual bonus

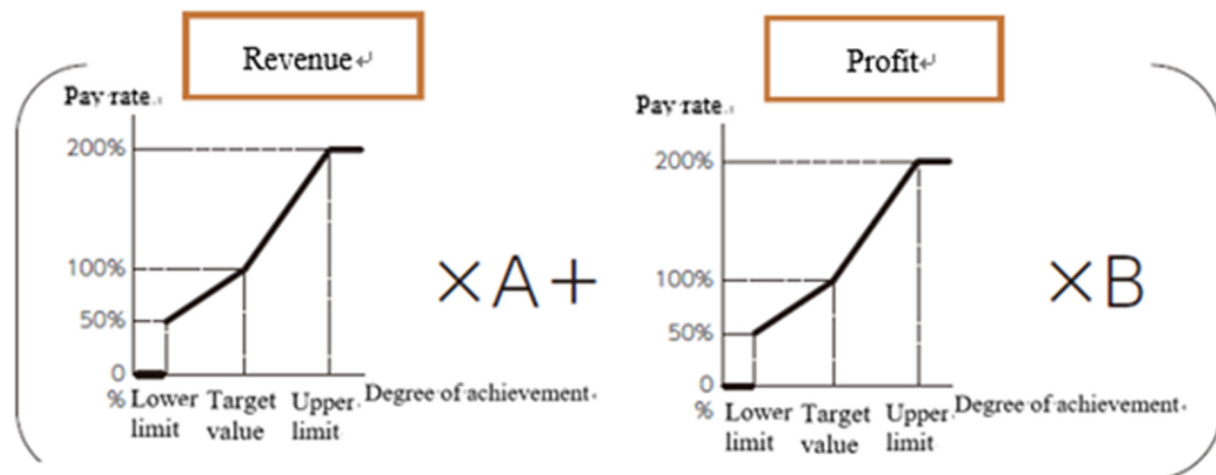
Performance-linked annual bonus is monetary compensation, where amounts change according to business performance for the purpose of providing executive Directors of the Board with incentives to contribute to improving business performance in each fiscal year. The amounts are calculated according to the degree of achievement of performance evaluation indicators against targets which were set for the applicable fiscal year, and paid to executive Directors of the Board at a certain point of time (usually in April) every year. For performance evaluation indicators, both financial and non-financial performance indicators are adopted. Amounts of performance-linked annual bonus, which are calculated according to performance indicators, targets, and the degree of achieving the targets, are determined after deliberations of the Nomination & Remuneration Consultative Committee.

For financial performance indicators, we have adopted revenue from the perspective of growth potential and profit from the perspective of profitability, and for targets, business forecasts at the time of announcement of the financial results, respectively, in order to share value with our shareholders and sustainably increase corporate value of the Company. For non-financial performance indicators, we have set targets for important management issues set for each fiscal year to realize Vision 2030. Pay rate (0% to 200%) is determined according to the degree of achievement for these performance evaluation indicators.

Illustrative image 1: Mechanism of linking bonus to performance



[Degree of achievement for annual financial performance indicators]



*The weights for executive Directors of the Board in FY2024 are A to B = 3 to 7.

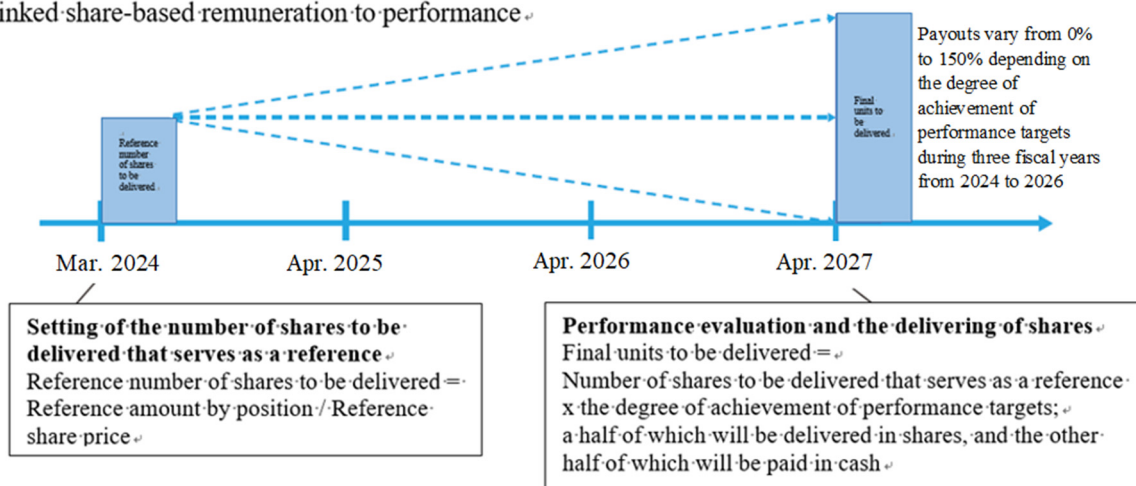
iii) Performance-linked share-based remuneration (Performance Share Unit)

Performance-linked share-based remuneration plan (Performance Share Unit) is intended to clarify the linkage between executive Directors of the Board’s compensation and the Company’s business performance and share price, and thereby provide them with incentives for sustainable growth of corporate value, as well as to facilitate their sense of sharing value with shareholders. The performance evaluation period is three consecutive fiscal years, and pay rates vary depending on the achievement of performance targets.

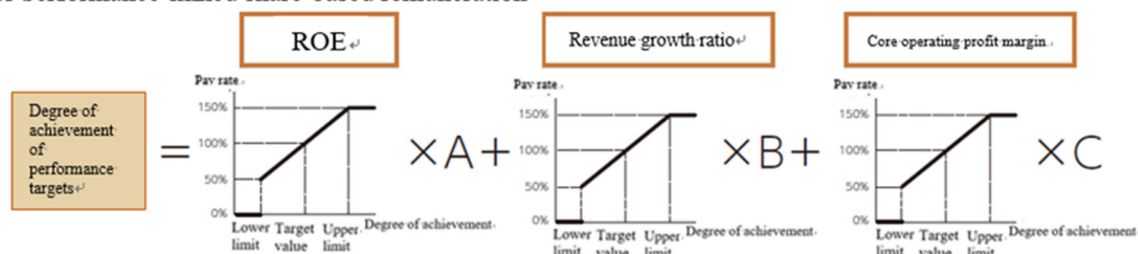
The “reference number of shares to be delivered” is determined by a resolution of the Board of Directors at the beginning of each performance evaluation period. After the end of the performance evaluation period for three fiscal years, the compensation is calculated by multiplying the “reference number of shares to be delivered” by the degree of achievement of performance targets ranging from 0% to 150%; and a half of the compensation is provided in the form of shares and the remaining half is paid in cash to executive Directors of the Board at a point of time (usually in April) every year. Performance indicators are ROE, average annual growth rate of revenue and core operating profit margin, which are the indicators used in the Medium-Term Business Plan, and others. The degree of achievement of performance targets is calculated in accordance with the degree of achieving each target.

| FY2021-2025 Medium-Term Business Plan financial performance indicators (numerical guidance) (extract) | |
|---|---|
| ROE | 10% or higher (achieve target early / increase over the medium- to long-term) |
| Revenue growth ratio | CAGR: 10% or higher (Average annual growth rate over five years with FY2020 as base year) |
| Core operating profit margin | 25% or higher (FY2025) |

Illustrative image 2: Mechanism of linking performance-linked share-based remuneration to performance



Illustrative image 3: Mechanism of calculating the degree of achievement of performance targets for performance-linked share-based remuneration



*The weights for executive Directors of the Board in FY2024 are A to B to C = 1 to 1 to 1.

iv) Share-based remuneration with restriction on transfer

The share-based remuneration with restriction on transfer is intended for executive Directors of the Board to share benefits and risks of stock price fluctuations with shareholders, and to become more motivated to contribute to an increase in share price and corporate value. It allots the number of shares in accordance with the reference value that are to be determined based on basic remuneration and share price to an executive Director of the Board at a certain time (usually in April) each year, by a resolution of the Board of Directors. The shares to be delivered are subject to transfer restriction for three years.

d. Procedure for determining remuneration, and activities carried out by the Nomination & Remuneration Consultative Committee and the Board of Directors

With respect to the remuneration table showing basic remuneration and performance-linked annual bonus for Directors of the Board by job rank and other related matters, the Board of Directors makes decisions, based on deliberations and recommendation of the Nomination & Remuneration Consultative Committee, which is composed of a majority of outside officers and chaired by an outside Director of the Board Takashi Oyamada. Then, the Board of Directors left a decision on amounts of basic remuneration and performance-linked annual bonus for individual Directors of the Board to the discretion of Masashi Miyamoto, Executive Director of the Board, President and CEO, to improve the Board's efficiency. He makes decisions in accordance with deliberations of the Nomination & Remuneration Consultative Committee and within the maximum limit of remuneration determined by the resolution of the General Meeting of Shareholders. With respect to the allocation and granting of share-based remuneration for individuals, based on deliberations and recommendation of the Nomination & Remuneration Consultative Committee, the Board of Directors makes decisions. As for remuneration for executive Directors of the Board, the

Company has established a clawback provision, in case there is any illegal conduct or violation of law, upon deliberations of the Nomination & Remuneration Consultative Committee, the company shall be able to demand the return of remuneration.

Individual remuneration, etc., for Audit & Supervisory Board Members is determined in consultation with Audit & Supervisory Board Members within the remuneration limit resolved at the General Meeting of Shareholders, taking reference from deliberation of the Nomination & Remuneration Consultative Committee, which uses data from officers' remuneration survey obtained from an external research institution.

As at the end of the fiscal year under review, the Nomination & Remuneration Consultative Committee consisted of three internal Directors of the Board and seven independent outside officers. During the fiscal year under review, a total of 13 Nomination & Remuneration Consultative Committee meetings were held to examine the remuneration levels for Directors of the Board, executive officers, and major global potions as well as deliberating on target values, etc., for performance-linked bonus and performance-linked share-based remuneration.

(ii) Details of resolutions for remuneration, etc., at the General Meeting of Shareholders

It was approved at the 98th Ordinary General Meeting of Shareholders held on March 24, 2021 that the total amount of monetary remuneration including basic remuneration and performance-linked annual bonus for Directors of the Board shall be within ¥600 million per year (part of which is allotted to outside Directors of the Board within ¥100 million). As of the conclusion of this Ordinary General Meeting of Shareholders, the number of eligible Directors was seven (including four outside Directors of the Board). Furthermore, in addition to the foregoing, it was approved, at the 97th Ordinary General Meeting of Shareholders held on March 19, 2020, that the total amount of monetary remuneration receivables provided as remuneration, etc., linked to restricted shares shall be no more than ¥155 million per year, and at the 98th Ordinary General Meeting of Shareholders held on March 24, 2021, that the amount of remuneration under performance-linked share-based remuneration plan (Performance Share Unit) shall be no more than ¥300 million per each applicable period, and the total number of the Company's shares allotted per each applicable period shall be no more than 200,000 shares. As of the conclusion of the 97th and 98th Ordinary General Meetings of Shareholders, the number of eligible Directors was three (all were executive directors) each.

It was approved at the Extraordinary General Meeting of Shareholders held on February 29, 2008, that the upper limit of remuneration for Audit & Supervisory Board Members shall be ¥9 million per month. As of the conclusion of this Extraordinary General Meeting of Shareholders, the number of eligible Audit & Supervisory Board Members was four.

(iii) Results of remuneration, etc., for the fiscal year under review

a. Total amount of remuneration, etc., for the fiscal year under review

i) Total amount of remuneration, etc., by category of Directors of the Board and Audit & Supervisory Board Members, total amount by type of remuneration, etc., and number of eligible officers

| Category | Total amount of remuneration, etc. (Millions of yen) | Total amount of remuneration, etc., by type (Millions of yen) | | | | Number of eligible officers (people) |
|---|--|---|--|--|---------------------------|--------------------------------------|
| | | Fixed remuneration | Variable remuneration | | Non-monetary remuneration | |
| | | | Performance-linked remuneration | Performance-linked remuneration | | |
| | | Basic remuneration | Performance-linked annual bonus (Note 2) | Performance-linked share-based remuneration (Note 2) | | |
| Directors of the Board (excluding outside Directors of the Board) | 419 | 177 | 150 | 31 | 62 | 3 |
| Audit & Supervisory Board Members (excluding outside Audit & Supervisory Board Members) | 30 | 30 | — | — | — | 1 |
| Outside Directors of the Board | 92 | 92 | — | — | — | 5 |
| Outside Audit & Supervisory Board Members | 65 | 65 | — | — | — | 4 |

- Notes:
1. The above figures include one outside Audit & Supervisory Board Member who retired at the conclusion of the Ordinary General Meeting of Shareholders in the previous fiscal year. Further, they do not include two Directors of the Board and one Audit & Supervisory Board Member to whom no remuneration was paid.
 2. All the amounts of performance-linked annual bonus, share-based remuneration with restriction on transfer and performance-linked share-based remuneration are the amounts recorded as expenses during the fiscal year under review. The amount of performance-linked share-based remuneration is the sum of the amounts recorded as expenses during FY2024 for each of performance-linked share-based remuneration with the performance evaluation period starting in FY2023 and FY2024 in accordance with the expected degree of achievement of the targets as of the end of the fiscal year. Performance-linked share-based remuneration is paid and delivered in the form of monetary and non-monetary compensation after the elapse of the performance evaluation period.
 3. The number of restricted shares delivered to executive Directors of the Board during the fiscal year under review was 21,737 shares (paid-in amount per share was ¥2,845, the closing price on March 21, 2024).

ii) Targets and results of evaluation indicators related to performance-linked remuneration for Directors of the Board

Targets and results of evaluation indicators related to performance-linked remuneration that were finalized during the fiscal year under review are as follows:

i Performance-linked annual bonus

| Targets and results of performance indicators related to performance-linked annual bonus | | |
|--|---|---|
| Performance indicators | Targets (announced on February 7, 2024) | Results |
| Revenue | ¥473 billion | ¥495.6 billion |
| Profit | ¥63 billion | ¥59.9 billion |
| Degree of achievement of targets for important management issues | <ul style="list-style-type: none"> ▪ Maximize product value ▪ Enhancement of pipelines • Non-financial targets determined in the annual management plan including improved access to pharmaceuticals | <ul style="list-style-type: none"> ▪ Achieved maximization of product value • Achieved enhancement of pipelines • Achieved improvement of access to pharmaceuticals <p>In addition, largely carried out the planned activities</p> |

ii Performance-linked share-based remuneration (PSU) (performance-linked share-based remuneration with the performance evaluation period of FY2022–FY2024)

| Performance targets and results related to performance-linked share-based remuneration | | |
|--|---|---------|
| Financial performance indicators | Targets under the Medium Term Business Plan | Results |
| ROE | 10% | 7.1% |
| Revenue growth ratio | 10% | 12.1% |
| Core operating profit margin | 25% | 19.3% |

Note: For the revenue growth ratio, the target under the Medium-Term Business Plan is based on an average growth rate over five years with fiscal 2020 being the base year, and the result is an average growth rate over three years with the fiscal year immediately preceding the start year of the performance evaluation period being the base year.

b. Total amount of consolidated remuneration, etc., by officer

| Name (Category) | Total amount of remuneration, etc., by type (Millions of yen) | | | | Total amount of consolidated remuneration, etc. (Millions of yen) |
|---|---|---|---|---------------------------|---|
| | Fixed remuneration | Variable remuneration | | | |
| | | Performance-linked remuneration | | Non-monetary remuneration | |
| Basic remuneration | Performance-linked annual bonus | Performance-linked share-based remuneration | Share-based remuneration with restriction on transfer | | |
| Masashi Miyamoto (Executive Director of the Board, President and CEO) | 83 | 74 | 18 | 29 | 205 |
| Yutaka Osawa (Executive Director of the Board, Executive Vice President and CCO) | 53 | 43 | 7 | 18 | 121 |

- Notes:
1. The amount of each remuneration is the same as in (Note 2) in a. (i) “Total amount of remuneration, etc., by category of Directors of the Board and Audit & Supervisory Board Members, total amount by type of remuneration, etc., and number of eligible officers” in the above.
 2. Only the person for whom the total amount of consolidated remuneration, etc., is ¥100 million or more is shown.

(5) Matters concerning outside officers

(i) Relationships between significant organizations where concurrent positions are held and the Company

| Category | Name | Organizations where concurrent positions are held | Title |
|--|------------------|--|---|
| Outside Director of the Board | Akira Morita | The University of Tokyo | Emeritus Professor and Outside Member, Administrative Council Representative Director |
| Outside Director of the Board | Yuko Haga | Next Generation Fundamental Policy Research Institute Haga Management Consulting Office Graduate School of Management, NUCB Business School MinebeaMitsumi Inc. | Representative Professor Outside Directors of the Board |
| Outside Director of the Board | Takashi Oyamada | AIR WATER INC. MUFG Bank, Ltd. Mitsubishi Research Institute DCS Co., Ltd. | Independent Director Senior Advisor Outside Director |
| Outside Director of the Board | Yoshihisa Suzuki | ITOCHU Corporation OMRON Corporation Rolling Hills, Co., Ltd. | Administrative Officer Outside Director Representative Director |
| Outside Director of the Board | Rumiko Nakata | Denka Company Limited | Outside Director |
| Outside Audit & Supervisory Board Member | Tomomi Yatsu | Yatsu Law & Accounting Firm | Representative, Attorney-at-Law, Certified Public Accountant |
| Outside Audit & Supervisory Board Member | Mayumi Tamura | SMBC Nikko Securities Inc. Kuraray Co., Ltd. SHIMIZU CORPORATION LIXIL Corporation | Outside Director Outside Corporate Auditor Outside Director Outside Director |

Note: There is no special relationship between each of the above significant organizations where concurrent positions are held and the Company.

(ii) Major activities during the fiscal year under review

a. Outside Directors of the Board

| Name | Attendance, expression of opinions, and outline of duties performed in association with expected roles |
|------------------|--|
| Akira Morita | <p>As Chairman, he attended all 14 Board of Directors meetings held during the fiscal year under review. He has fully carried out his expected roles and responsibilities such as management supervision and giving advice for overall business management based on his academic experience and extensive knowledge as a researcher in the field of policy studies as well as his experience serving on deliberating committees for national and local government.</p> <p>He attended all 13 meetings of the Nomination & Remuneration Consultative Committee held during the fiscal year under review, has been involved in deliberations on personnel matters and remuneration of officers, etc., from an objective and neutral perspective, and has largely contributed to an improvement in the Company's corporate governance.</p> |
| Yuko Haga | <p>She attended all 14 Board of Directors meetings held during the fiscal year under review. She has fully carried out her expected roles and responsibilities such as management supervision and giving advice for overall business management based on her wealth of experience in the fields of medical treatment, nursing care, and healthcare, gained from her wide-ranging activities as a management consultant, as well as her insight as a researcher in corporate strategy.</p> <p>She attended all 13 meetings of the Nomination & Remuneration Consultative Committee held during the fiscal year under review, and made necessary comments in an appropriate manner in deliberations on personnel matters and remuneration of officers, etc. from an objective and neutral perspective, and has largely contributed to an improvement in the Company's corporate governance.</p> |
| Takashi Oyamada | <p>He attended all 14 Board of Directors meetings held during the fiscal year under review. He has fully carried out his expected roles and responsibilities such as management supervision and giving advice for overall business management based on not only his expertise in the financial industry but also his experience as a corporate manager.</p> <p>He attended all 13 meetings of the Nomination & Remuneration Consultative Committee held during the fiscal year under review, has been involved as chair in deliberations on personnel matters and remuneration of officers, etc., from an objective and neutral perspective, and has largely contributed to an improvement in the Company's corporate governance.</p> |
| Yoshihisa Suzuki | <p>He attended all 14 Board of Directors meetings held during the fiscal year under review. He has fully carried out his expected roles and responsibilities such as management supervision and giving advice for overall business management based on not only his expertise in trading firms and the business community but also his extensive experience as a corporate manager including president of a manufacturing company and an overseas subsidiary.</p> <p>He attended all 13 meetings of the Nomination & Remuneration Consultative Committee held during the fiscal year under review, has been involved in deliberations on personnel matters and remuneration of officers, etc., from an objective and neutral perspective, and has largely contributed to an improvement in the Company's corporate governance.</p> |
| Rumiko Nakata | <p>She attended all 14 Board of Directors meetings held during the fiscal year under review. She has fully carried out her expected roles and responsibilities such as management supervision and giving advice for overall business management by leveraging her wide-ranging knowledge and insight regarding management, in addition to her experience in promoting various personnel measures such as diversity promotion and work style reform.</p> <p>She attended all 13 meetings of the Nomination & Remuneration Consultative Committee held during the fiscal year under review, has been involved in deliberations on personnel matters and remuneration of officers, etc., from an objective and neutral perspective. In addition, she has communicated directly with investors as outside Director of the Company and largely contributed to an improvement in the Company's corporate governance.</p> |

b. Outside Audit & Supervisory Board Members

| Name | Attendance and expression of opinions |
|------------------|---|
| Hajime Kobayashi | He attended all 10 Board of Directors meetings and all 10 Audit & Supervisory Board meetings held after his appointment on March 22, 2024. He has fully carried out roles and responsibilities expected of outside Audit & Supervisory Board Member, such as management supervision and giving advice for overall business management, giving advice and guidance to divisions related to finance/accounting and internal audits, and consultation and exchange of opinions with the Accounting Auditor based on his extensive experience in internal audit division, accounting and finance, corporate planning, personnel affairs and overseas subsidiaries. |
| Tomomi Yatsu | She attended all 14 Board of Directors meetings and all 13 Audit & Supervisory Board meetings held during the fiscal year under review. She has fully carried out roles and responsibilities expected of outside Audit & Supervisory Board Member, such as management supervision and giving advice for overall business management, giving advice and guidance to divisions related to finance/accounting and internal audits, and consultation and exchange of opinions with the Accounting Auditor based on her abundant experience and expertise as an attorney-at-law and certified public accountant. She attended all 13 meetings of the Nomination & Remuneration Consultative Committee held during the fiscal year under review, has been involved in deliberations on personnel matters and remuneration of officers, etc., from an objective and neutral perspective, and has largely contributed to an improvement in the Company's corporate governance. |
| Mayumi Tamura | She attended all 14 Board of Directors meetings and all 13 Audit & Supervisory Board meetings held during the fiscal year under review. She has fully carried out roles and responsibilities expected of outside Audit & Supervisory Board Member, such as management supervision and giving advice for overall business management, giving advice and guidance to divisions related to finance/accounting and internal audits, and consultation and exchange of opinions with the Accounting Auditor based on her abundant experience and expertise in being in charge of finance/accounting and corporate planning at global companies and engaging in support for diversity and inclusion at an incorporated NPO. She attended all 13 meetings of the Nomination & Remuneration Consultative Committee held during the fiscal year under review, has been involved in deliberations on personnel matters and remuneration of officers, etc., from an objective and neutral perspective, and has largely contributed to an improvement in the Company's corporate governance. |

(iii) Total amount of remuneration, etc., for outside officers

The total amount of remuneration, etc., for nine outside officers for the fiscal year under review is ¥158 million.

Note: The above figure includes one outside Audit & Supervisory Board Member who retired at the conclusion of the Ordinary General Meeting of Shareholders in the previous fiscal year.

Consolidated Financial Statements

Consolidated Statement of Financial Position (As of December 31, 2024)

(Millions of yen)

| Account | Amount | Account | Amount |
|---|------------------|--|------------------|
| Assets | | Equity | |
| Non-current assets | | Share capital | 26,745 |
| Property, plant and equipment | 111,477 | Capital surplus | 427,733 |
| Goodwill | 181,034 | Treasury shares | (5,887) |
| Intangible assets | 165,297 | Retained earnings | 371,050 |
| Investments accounted for using equity method | 3,185 | Other components of equity | 31,171 |
| Other financial assets | 32,800 | Total equity attributable to owners of parent | 850,811 |
| Retirement benefit asset | 19,775 | Total equity | 850,811 |
| Deferred tax assets | 41,258 | Liabilities | |
| Other non-current assets | 8,511 | Non-current liabilities | |
| Total non-current assets | 563,337 | Liabilities from application of equity method | 11,695 |
| Current assets | | Retirement benefit liability | 272 |
| Inventories | 72,933 | Provisions | 6,470 |
| Trade and other receivables | 157,015 | Deferred tax liabilities | 434 |
| Other financial assets | 1,705 | Other financial liabilities | 24,119 |
| Other current assets | 27,692 | Other non-current liabilities | 8,887 |
| Cash and cash equivalents | 244,681 | Total non-current liabilities | 51,876 |
| Total current assets | 504,026 | Current liabilities | |
| | | Trade and other payables | 121,063 |
| | | Provisions | 4,441 |
| | | Other financial liabilities | 4,628 |
| | | Income taxes payable | 3,384 |
| | | Other current liabilities | 31,159 |
| | | Total current liabilities | 164,675 |
| | | Total liabilities | 216,551 |
| Total assets | 1,067,363 | Total equity and liabilities | 1,067,363 |

Consolidated Statement of Profit or Loss (From January 1, 2024, to December 31, 2024)

(Millions of yen)

| Account | Amount |
|---|----------------|
| Revenue | 495,558 |
| Cost of sales | (132,611) |
| Gross profit | 362,947 |
| Selling, general and administrative expenses | (167,537) |
| Research and development expenses | (103,544) |
| Share of profit (loss) of investments accounted for using equity method | 3,539 |
| Other income | 13,102 |
| Other expenses | (19,286) |
| Finance income | 1,770 |
| Finance costs | (7,538) |
| Profit before tax | 83,453 |
| Income tax expense | (23,583) |
| Profit | 59,870 |
| Profit attributable to | |
| Owners of parent | 59,870 |