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Securities Code: 9273

September 7, 2021

To Our Shareholders:

Toshiyuki Shuto  
President and Representative Director  
KOA SHOJI HOLDINGS CO., LTD.  
7-13-15, Hiyoshi, Kohoku-ku, Yokohama-shi, Kanagawa, Japan

## NOTICE OF THE 7th ANNUAL GENERAL MEETING OF SHAREHOLDERS

KOA SHOJI HOLDINGS CO., LTD. (the “Company”) is pleased to announce that its 7th Annual General Meeting of Shareholders for the Business Term ended June 30, 2021 will be held as described below.

In order to prevent the spread of coronavirus (COVID-19) infections, all shareholders are kindly requested to exercise your voting rights in advance, over the Internet or in writing instead of attending the meeting in person.

Please review the following reference documents concerning the General Meeting of Shareholders and exercise your voting rights no later than 5:30 p.m. on September 28, 2021 (Tuesday). (Japan Standard Time)

**1. Date and Time:** 10:00 a.m. on September 29, 2021 (Wednesday) (Japan Standard Time)

**2. Venue:** HOTEL NEW GRAND  
10, Yamashita-cho, Naka-ku, Yokohama-shi, Kanagawa, 231-0023 Japan

### 3. Purposes

#### Matters for Report:

1. The Business Report and Consolidated Financial Statements for the 7th Fiscal Year (from July 1, 2020 to June 30, 2021), and the Report on the Results of Audit of the Consolidated Financial Statements by the Accounting Auditors and Audit & Supervisory Committee
2. Non-Consolidated Financial Statements for the 7th Fiscal Year (from July 1, 2020 to June 30, 2021)

#### Matters for Resolution

**Proposal 1 :** Appropriation of Surplus

**Proposal 2 :** Election of Six (6) Directors (Excluding Directors who are Audit & Supervisory Committee Members)

**Proposal 3 :** Election of Four (4) Directors who are Audit & Supervisory Committee Members

– End –

When you attend the meeting, we kindly request you to submit the enclosed voting form to our receptionist at the venue.

If any amendments are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements, or the Consolidated Financial Statements, the revised information will be posted on the Company's website (<https://www.koshoji-hd.com/>).

The Company will not distribute any souvenirs at the General Meeting of Shareholders in consideration of fairness to shareholders who are unable to attend the meeting.

## Reference Document for the Annual General Meeting of Shareholders

### Proposal 1 : Appropriation of Surplus

Regarding income distribution, the Company endeavors to continuously provide a stable allocation of profit to all shareholders, taking into account the earnings prospects and future business deployment and would like to declare appropriation of surplus for the 7th fiscal year under review as described below:

(1) Type of dividend assets

Cash

(2) Allotment of dividend assets to the shareholders and the amount thereof

JPY10 per share of common stock of the Company

Total: JPY396,186,680

(3) Date when dividends of surplus become effective

September 30, 2021

**Proposal 2 :** Election of Six (6) Directors (Excluding Directors who are Audit & Supervisory Committee Members.)

The term of office of all Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the closing of this Annual General Meeting of Shareholders. Therefore, it is proposed that six (6) candidates are elected.

The Audit and Supervisory Committee has no particular matters to be pointed out with this proposal.

The candidates for Directors are as follows:

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility in the company (Status of important concurrent positions)
1	Toshiyuki Shuto (March 1, 1947)	<p>Jan. 1972    Joined Nippon Montedison K.K.</p> <p>Mar. 1975    Transferred to ZANBON Co., Ltd. JAPAN</p> <p>Feb. 1991    Established KOA SHOJI CO., LTD, Director of the company</p> <p>Aug. 1994    Vice President of the company</p> <p>Aug. 1995    President, Representative Director of the company</p> <p>Jul. 2011    Director of KOA ISEI CO., LTD.</p> <p>Aug. 2013    Chairperson, Representative Director of KOA SHOJI CO., LTD.</p> <p>Jan. 2015    President, Representative Director of the Company (to present)</p> <p>Aug. 2015    Chairperson, Representative Director of KOA BIOTECH BAY CO., LTD.</p> <p>Sep. 2016    Chairperson &amp; President, Representative Director of KOA ISEI CO., LTD.</p> <p>Sep. 2016    Chairperson, Representative Director of KOA PHARMACEUTICAL CO., LTD.</p> <p>Sep. 2018    Chairperson &amp; President, Representative Director of KOA SHOJI CO., LTD. (to present)</p> <p>Chairperson, Representative Director of KOA ISEI CO., LTD. (to present)</p> <p>Chairperson &amp; President, Representative Director of KOA BIOTECH BAY CO., LTD.</p> <p>Sep. 2019    Chairperson, Representative Director of KOA BIOTECH BAY CO., LTD (to present)</p> <p>Sep. 2020    Chairperson &amp; President, Representative Director of</p>

		KOA PHARMACEUTICAL CO., LTD. (to present)
		(Important concurrent positions) Chairperson & President, Representative Director of KOA SHOJI CO., LTD. Chairperson, Representative Director of KOA ISEI CO., LTD. Chairperson, Representative Director of KOA BIOTECH BAY CO., LTD. Chairperson & President, Representative Director of KOA PHARMACEUTICAL CO., LTD.
		(Reasons for nominating the candidate for Director) Mr. Toshiyuki Shuto is the founder of the Company, and as a person who will drive the sustainable enhancement of the corporate value of the Group. Therefore, the Company is of the judgment that his achievements, capabilities, and experience will continue to be indispensable to the management of the Company.
		(Number of the Company's shares owned) 8,717,160

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility at the company (Status of important concurrent positions)
2	Toshinori Koyama (December 11, 1948)	<p>Apr. 1973    Joined Farm Italia Co., Ltd.</p> <p>Jun. 1976    Established Tsurukame Pharmacy</p> <p>Jun. 1979    Joined Ito-Yokado Co., Ltd.</p> <p>Oct. 2004    Chairperson, Representative Director of I'rom Staff Co., Ltd.</p> <p>Oct. 2010    President, Representative Director of I'rom Co., Ltd.</p> <p>June. 2011   Chairperson, Representative Director of I'rom Holdings Co., Ltd.</p> <p>Nov. 2012    Joined WEEDS HOLDINGS Co., Ltd.</p> <p>Jul. 2014    Joined KOA SHOJI CO., LTD. Corporate Advisor</p> <p>Jan. 2015    Director of the Company</p> <p>Mar. 2015    Director of KOA PHARMACEUTICAL CO., LTD. (to present)</p> <p>Sep. 2016    Director of KOA ISEI CO., LTD. (to present)</p> <p>Sep. 2016    Executive Managing Director of the Company</p> <p>Sep. 2018    Director of KOA SHOJI CO., LTD. (to present)</p> <p>Sep. 2018    Executive Managing Director of the Company in charge of Sales Div. (to present)</p>
		<p>(Important concurrent positions)</p> <p>Director of KOA SHOJI CO., LTD.</p> <p>Director of KOA ISE CO., LTD.</p> <p>Director of KOA PHARMACEUTICAL CO., LTD.</p>
		<p>(Reasons for nominating the candidate for Director)</p> <p>Mr. Toshinori Koyama is well versed in the pharmaceutical industry in general. He has the ability to formulate and implement sales strategies for the growth of the Company's group as Executive Managing Director in charge of sales, and his achievements and abilities are judged to be indispensable for the Company. Therefore, the Company is of the judgment that his achievements and capabilities will continue to be indispensable to the management of the Company.</p>
		<p>(Number of the Company's shares owned)</p> <p>0 (zero)</p>

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility at the company (Status of important concurrent positions)
3	Ritsuko Ohtsuka (February 1, 1978)	<p>Apr. 2008    Joined KOA SHOJI CO., LTD.</p> <p>Jan. 2015    Director of the Company in charge of Quality</p> <p>Aug. 2015    Director of KOA SHOJI CO., LTD. (to present)</p> <p>Sep. 2016    Director of KOA BIOTECH BAY CO., LTD.</p> <p>Sep. 2018    Director of KOA ISEI CO., LTD. (to present)</p> <p>Sep. 2019    President, Representative Director of KOA BIOTECH BAY CO., LTD. (to present)</p> <p>Sep.2020    Managing Director of the Company in charge of Quality (to present)</p>
		<p>(Important concurrent positions)</p> <p>Director of KOA SHOJI CO., LTD.</p> <p>Director of KOA ISEI CO. LTD.</p> <p>President, Representative Director of KOA BIOTECH BAY CO., LTD.</p>
	<p>(Reasons for nominating the candidate for Director)</p> <p>Ms. Ritsuko Ohtsuka has an intimate knowledge of generic pharmaceutical industry. She has the ability to promote and implement measures to ensure the reliability of the Group's quality and to improve and strengthen the system for collecting and providing information. Therefore, the Company is of the judgment that her achievements and capabilities will continue to be indispensable to the management of the Company.</p>	
	<p>(Number of the Company's shares owned)</p> <p>487,320</p>	

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility at the company (Status of important concurrent positions)
4	Toshihiro Hirono (November 11, 1949)	<p>Aug. 1973    Joined Kobayashi Pharmaceutical Industries, Co., Ltd (currently known as KYOWA CritiCare Co., Ltd)</p> <p>June. 2002    Director of the company</p> <p>Oct. 2007    Executive Managing director of the company</p> <p>Apr. 2008    Vice President, Director of the company</p> <p>Nov. 2014    Joined KOA SHOJI CO., LTD. Corporate Advisor</p> <p>Jan. 2015    Director of the Company in charge of Production Div. (to present)</p> <p>May. 2016    Vice President, Director of KOA ISEI CO., LTD.</p> <p>Sep. 2018    Director of KOA BIOTECH BAY CO., LTD. (to present)</p> <p>Sep. 2018    President, Representative Director of KOA ISEI CO., LTD. (to present)</p>
		<p>(Important concurrent positions)</p> <p>President, Representative Director of KOA ISEI CO., LTD.</p> <p>Director of KOA BIOTECH BAY CO., LTD.</p>
		<p>(Reasons for nominating the candidate for Director)</p> <p>Mr. Toshihiro Hirono is well versed in the generic pharmaceutical industry and as director in charge of production, he has the ability to promote and execute the pharmaceutical manufacturing and sales business of the Company group.</p> <p>Therefore, the Company is of the judgment that his achievements and capabilities will continue to be indispensable to the management of the Company.</p>
	<p>(Number of the Company's shares owned)</p> <p>0 (zero)</p>	



Candidate No.	Name (Date of birth)	Brief profile, position and responsibility at the company (Status of important concurrent positions)
5	Miyoko Komatsu (May 14, 1964)	<p>Sep. 1996    Joined Ishii Tax Accountant Office</p> <p>May. 2000    Joined Koyama CPA firm</p> <p>Apr. 2005    Joined Pasona Inc.</p> <p>Dec. 2006    Joined KOA SHOJI CO., LTD.</p> <p>Jul. 2015    Transferred to the Company, General Manager for Finance</p> <p>Jan. 2016    Financial Controller of the Company</p> <p>Sep. 2016    Auditor of KOA BIOTECH BAY CO., LTD. (to present)</p> <p>Sep. 2016    Director and Financial Controller of the Company.</p> <p>Sep. 2018    Director in charge of Finance Control and General Affairs and Financial Controller of the Company</p> <p>Dec. 2020    Director in charge of Finance &amp; Accounting and General Affairs (to present)</p>
		<p>(Important concurrent positions)</p> <p>Auditor of KOA BIOTECH BAY CO., LTD.</p>
		<p>(Reasons for nominating the candidate for Director)</p> <p>Ms. Miyoko Komatsu has been in charge of Finance &amp; Accounting over a period of time in the Company. Her experience and knowledge as a director in charge of Finance &amp; Accounting and General Affairs are essential to the Company. Therefore, the Company is of the judgment that her experience and knowledge will continue to be indispensable to the management of the Company.</p>
		<p>(Number of the Company's shares owned)</p> <p>264,120</p>

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility at the company (Status of important concurrent positions)
6	Teruyuki Tanaka (January 3, 1950)	Apr. 1972    Joined Nippon Kayaku Co., Ltd.
		Aug. 1997    Manager, Sales Operation Dept. of the company
		Jun. 2002    GE Strategic Manager of the Pharmaceutical Div. of the company
		Sep. 2011    Joined Oishi Koseido Co., Ltd. General Manager of the Sales Div. and Corporate officer of the company
		Jul. 2017    Joined the Company, Director of the Corporate Planning Div.
		Sep. 2017    Executive Vice President, Director of KOA SHOJI CO., LTD. (to present)
		Sep. 2018    Director of the Company, Manager of the Corporate Planning Div.
		Jul. 2019    Director in charge of business development of the Company (current in charge of business development/corporate planning) (to present)
		(Important concurrent positions) Executive Vice President of KOA SHOJI CO., LTD.
		(Reasons for nominating the candidate for Director) Mr. Teruyuki Tanaka has an intimate knowledge of generic pharmaceutical industry, as a director in charge of business development and corporate planning, he has the ability to execute business development for the Group's growth. Therefore, the Company is of the judgment that his achievements and capabilities will continue to be indispensable to the management of the Company.
		(Number of the Company's shares owned) 0 (zero)

(Note) 1. There is no special interest between each candidate and the Company.

2. The Company has entered into a liability insurance agreement with an insurance company for directors, corporate auditors, and managers of the Company and its group companies as insureds, as provided in Article 430-3, Paragraph 1 of the Companies Act. 2. In the event that a claim for damages is made by a shareholder, a company, or other third party arising out of the business of the insured, the insured shall be liable for such damages and litigation expenses. In the event that the appointment of each candidate is approved, they will be included in the insured of the relevant insurance policy and will be renewed with the same contents at the next renewal.

**Proposal 3 :** Election of Four (4) Directors who are Audit & Supervisory Committee Members

Out of all the four (4) Audit & Supervisory Committee Members, the term of office of Mr. Shinro Sadanobu, Mr. Chiaki Yano and Mr. Yoshitaka Hirao will expire at the closing of this Annual General Meeting of Shareholders. In order to enhance and strengthen the auditing system of the Company's management, the Company has decided to increase the number of one (1) Director who is a member of the Audit & Supervisory Committee Members and requests the election of four (4) Directors who are members of the Audit & Supervisory Committee Members.

This proposal has been approved by the Audit & Supervisory Committee.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility at the company (Status of important concurrent positions)
1	Shinro Sadanobu (May 7, 1952)	Apr. 1979    Joined SSP Co., LTD. Jul. 2005    General Manager of Legal Dept. of the company Apr. 2011    Transferred to Boehringer Ingelheim Japan Co., Ltd. Apr. 2013    Joined KOA SHOJI CO., LTD. Deputy General Manager in charge of Legal matter in Administration Strategy Dept. of the company Jul. 2015    General Manager in charge of Legal Matter of the Company Sep. 2016    Corporate Auditor of the Company Sep. 2017    Corporate Auditor of the KOA PHARMACEUTICAL CO., LTD. (to present) Sep. 2017    Director (Full-Time Audit and Supervisory Committee member) (to present)
		(Important concurrent positions) Auditor of KOA PHARMACEUTICAL CO., LTD.
		(Reasons for nominating the candidate) Mr. Shinro Sadanobu has a wealth of experience and a wide range of insight gained over many years in the legal sector, and the Company believes he is qualified to serve as a Director of the Company as a member of the Audit & Supervisory Committee and has nominated Mr. Shinro Sadanobu as a candidate for the position of Director.
		(Number of the Company's shares owned)

	0 (zero)
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Candidate No.	Name (Date of birth)	Brief profile, position and responsibility at the company (Status of important concurrent positions)
2	Chiaki Yano (September 24, 1947)	Oct. 1981 Passed National Law Examination Apr. 1984 certified as an attorney (belongs Daini Tokyo Bar Association) Joined Takeuchi Law Office Apr. 1995 Established Yano Law Offices (currently known as Yano and Yamagishi Law Offices) Representative of the office (to present) Jun. 2014 Outside Director of Tokyo Kotsu Service Co., Ltd. (to present) Jun. 2015 Outside Auditor of SPANCRETE CORPORATION Jul. 2017 Outside Director of the Company Sep. 2017 Outside Director of the Company (Audit and Supervisory Committee) (to present)
		(Important concurrent positions) Lawyer Representative of Yano and Yamagishi Law Offices Outside Director of Tokyo Kotsu Service Co., Ltd.
		(Reasons for nomination as a candidate for outside director and outline of expected role) Mr. Chiaki Yano has a wealth of experience as an attorney at law and expert insight on all aspects of legal affairs. He was nominated as a candidate for Outside Director in the expectation that he will provide advice and supervision on matters mainly related to legal risks from an objective standpoint independent of the management team, utilizing his experience and insight. Although he has never been involved in corporate management other than as an Outside Director, the Company judged that he can appropriately perform the duties of an Outside Director for the reasons stated above.
		(Number of the Company's shares owned) 0 (zero)

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility at the company (Status of important concurrent positions)
3	Yoshitaka Hirao (November 3, 1953)	<p>Apr. 1976    Joined Nihon Shoji Co., Ltd.                   (currently known as Alfresa Pharma Corporation)</p> <p>Apr. 2007    General Manager, Tokyo branch &amp; Tokyo 1 Office                   of the company</p> <p>Apr. 2008    Director Senior Executive Officer of the company</p> <p>Jun.2009    Director, Vice President &amp; Executive Officer of the                   company</p> <p>May. 2016    Full-Time Advisor of the company</p> <p>Apr. 2017    Advisor of the company</p> <p>Jul. 2017    Outside Director of the Company</p> <p>Sep. 2017    Outside Director of the Company (Audit and                   Supervisory Committee) (to present)</p>
		<p>(Important concurrent positions)</p> <p>-</p>
		<p>(Reasons for nomination as a candidate for Outside Director and outline of expected role)</p> <p>Mr. Yoshitaka Hirao has abundant experience and a high level of knowledge in corporate management related to the pharmaceutical business. The Company has nominated him as a candidate for Outside Director in the expectation that he will provide advice and supervision on the overall management of the Company Group from an objective standpoint independent of the management team.</p>
	<p>(Number of the Company's shares owned)</p> <p>0 (zero)</p>	

Candidate No.	Name (Date of birth)	Brief profile, position and responsibility at the company (Status of important concurrent positions)
4	Kiyoshi Takahashi (October. 24, 1950) New	Apr. 1973    Joined Takeda Pharmaceutical Co., Ltd.
		Jul. 2006    North Kantokoushinetsu Branch Manager of the company
		Jul. 2008    Tokyo Branch Manager of the company
		Oct. 2010    Joined Yakuju Corporation, Corporate Advisor
		Sep. 2013    Director in charge of sales of the company
		Sep. 2015    Executive Managing Director in charge of sales of the company
		Sep. 2017    Director of Pharmalink Corporation
		Jun.2019    Corporate Advisor of Yakuju Corporation
		(Important concurrent positions)
		-
		(Reasons for nomination as a candidate for Outside Director and outline of expected role)
		Mr. Kiyoshi Takahashi has a wealth of experience and a high level of knowledge in corporate management related to the pharmaceutical industry. He is expected to use his experience and knowledge to provide advice and supervision on the overall management of the Company's group from an objective standpoint independent of the management team, so that the Company has nominated him as a candidate for Outside Director.
		(Number of the Company's shares owned)
		0 (zero)

- (Notes)1. There are no special interest between each candidate and the Company.
2. Mr. Chiaki Yano, Mr. Yoshitaka Hirao and Mr. Kiyoshi Takahashi are candidates for Outside Directors.
  3. Mr. Chiaki Yano and Mr. Yoshitaka Hirao are currently outside directors of the Company who are members of the Audit & Supervisory Committee. They will have been with the Company for four (4) years at the conclusion of this Annual General Meeting of Shareholders.
  4. The Company has entered into a liability insurance contract with an insurance company for directors, corporate auditors, and managers of the Company and its group companies as provided in Article 430-3, Paragraph 1 of the Companies Act. In the event that a claim for damages is made by a shareholder, a company, or other third party arising from the insured's business, the Company will pay the relevant damages. If the reappointments of Mr. Shinro Sadanobu, Mr. Chiaki Yano and Mr. Yoshitaka Hirao are approved, each of them will continue to be insured under the relevant insurance policy and if the appointment of Mr. Kiyoshi

Takahashi is approved, he will be included in the insured of the policy. The policy will be renewed with the same terms and conditions at the next renewal.

5. The Company has designated Mr. Chiaki Yano and Mr. Yoshitaka Hirao as independent officers in accordance with the provisions of the Tokyo Stock Exchange and notified the Tokyo Stock Exchange of their designation. If their reappointments are approved, they will continue to be independent directors. Mr. Kiyoshi Takahashi also satisfies the requirements for an independent director as stipulated by the Tokyo Stock Exchange, and we plan to designate him as an independent director if his election is approved.

■ Reference: Areas of particular expectation for directors (skills matrix)

If proposal No. 2 and No. 3 are approved at this General Meeting of Shareholders as proposed, the following are the areas of particular expectation for Directors after this Annual General Meeting of Shareholders.

Name	Gender	Areas of particular expectation for directors					
		corporate management	sales marketing	finance and accounting	legal	Knowledge of the industry	sustainability
Toshiyuki Shuto (company director)	male	●	●			●	
Toshinori Koyama (company director)	male	●	●			●	
Ritsuko Ohtsuka (company director)	female	●				●	●
Toshihiro Hirono (company director)	male	●				●	
Miyoko Komatsu (company director)	female			●			●
Teruyuki Tanaka (company director)	male	●	●			●	
Shinro Sadanobu (company director)	male				●	●	
Chiaki Yano (outside director)	male				●		
Yoshitaka Hirao (outside director)	male	●	●			●	●
Taigi Ito (outside director)	male			●			
Kiyoshi Takahashi (outside director)	male	●	●			●	