

February 24, 2022

Company Name: HEALIOS K.K.
Representative: Hardy TS Kagimoto, Chairman & CEO
(TSE Mothers Code: 4593)
Contact: Richard Kincaid, Executive Officer CFO
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Notice of the Nomination of Candidates for the HEALIOS K.K. Board of Directors

HEALIOS K.K. ("Healios") announces that its Board of Directors, at a meeting held on February 24, 2022, decided on the following candidates for nomination to the Board of Director based on the decision of the Nomination Committee and resolved to propose their election at the 11th Ordinary General Meeting of Shareholders to be held on March 25, 2022.

1. Candidates for Board of Directors

Director	Tadahisa Kagimoto
Director	Yoshinari Matsuda
Outside Director	Seigo Kashii
Director	Richard Kincaid
Outside Director	Toichi Takenaka
Outside Director	Yuko Yogo
Outside Director	Glenn Gormley
Outside Director	Paul Bresge
Outside Director	Cam Gallagher
Outside Director	James Paradise

2. Name and Career Summary of the New Candidates for Board of Directors

Name/Birthdate	Career Summary and Positions at the Company
<p>Toichi Takenaka (December 21st, 1941)</p>	<p>Apr. 1964: Joined Yamanouchi Pharmaceutical Co., Ltd. (currently Astellas Pharma Inc.)</p> <p>Jun. 1997: (Same firm) Managing Director, GM, Drug Discovery Research & Clinical Development Division</p> <p>Apr. 2000: (Same firm) President and CEO</p> <p>Apr. 2005: Astellas Pharma Inc, President and CEO</p> <p>Jun. 2008: (Same firm) Chairman and Representative Director</p> <p>Apr. 2017: Japan Microbiome Consortium Representative Director (current position) (Award History)</p> <p>Mar 1995: The Pharmaceutical Society of Japan Technology Award</p> <p>Jun. 1997: Institute of Invention and Innovation Award from the Prime Minister of the Japan</p> <p>Apr. 1999: Science and Technology Agency Director-General of Science and Technology Commendation</p> <p>May 2000: Medal with Purple Ribbon</p> <p>May 2012: The Order of the Rising Sun, Gold and Silver Star</p>
<p>Yuko Yogo (April 23rd, 1957)</p>	<p>Apr. 1982: Morgan Bank (currently JP Morgan) Tokyo Branch</p> <p>Jan. 1996: Country Manager, Japan Office, Corporate Attraction Bureau, Scottish Development Agency</p> <p>Jun. 2002: Toronto-Dominion Securities Tokyo Branch Vice President, General Manager of Administration Headquarters, General Manager of Internal Management Department</p> <p>Nov. 2005: ABN AMRO Securities Tokyo Branch, Human Resources Manager</p> <p>Sep. 2008: Fidelity Investments Limited, General Manager, HR</p> <p>Sep. 2008: Fidelity Holdings, Representative Executive Officer</p> <p>Jun. 2016: Fidelity Investments Limited, Executive Officer, General Manager, HR</p> <p>Jun. 2019: AEON Financial Service, External Audit & Supervisory Board Member (current position)</p>

Name/Birthdate	Career Summary and Positions at the Company		
<p style="text-align: center;">Glenn Gormley (January 16th, 1954)</p>	Jun.	1988:	MERCK & CO
	Sep.	1997:	MERCK & CO, Vice President, Clinical Development
	May	2000:	AstraZeneca, Chief Medical Officer
	May	2006:	Novartis Pharmaceuticals, Senior Vice President and Head, Global Clinical Development and Medical Affairs
	Jun.	2008:	Gemin X Biotechnologies Inc., President and CEO
	Apr.	2009:	Daiichi Sankyo, Inc. (US), Chief Science Officer, Global Head, Development and President
	Apr.	2012:	Daiichi Sankyo Ltd. Global Head, Research and Development and Senior Executive Officer
	Aug.	2013:	Daiichi Sankyo, Inc. (US), Chairman and President
Apr.	2019:	(Same firm) Executive Chairman (current position)	
<p style="text-align: center;">Paul Bresge (January 15th, 1966)</p>	May	1988:	Pharmasol, Inc., Director of Operations
	Apr.	1992:	Blizzard, Executive Vice-President
	Aug.	1998:	ITC, Chairman
	Mar.	2003:	Blizzard, President and CEO
	Feb.	2011:	jCyte Inc., Advisory Board Chair, Acting CEO
	Aug.	2016:	(Same firm) CEO
	Feb.	2021:	Ray Therapeutics, Inc., Co-Founder
	Jun.	2021:	(Same firm) Co-Founder and CEO (current position)

Name/Birthdate	Career Summary and Positions at the Company
Cam Gallagher (June 6, 1969)	Jun. 1992: Dura Pharmaceuticals, Inc., Sales & Marketing Jan. 2001: CV Therapeutics, Inc., Director of Marketing Dec. 2004: Verus Pharmaceuticals, Vice President, Marketing Jan. 2007: Nerveda, LLC, President & CEO, Member of the Board of Managers Sep. 2014: Retrosense Therapeutics, LLC, Head of Corp Dev, Member of the Board of Managers Dec. 2014: Zentalis Pharmaceuticals, Co-founder & Executive Director of the Board (current position) Oct. 2016: Oncternal Therapeutics, Member of the Board of Directors Apr. 2017: SelectION, Inc, Member of the Board of Directors (current position) Oct. 2018: VelosBio, Inc., Founding Member of the Board of Directors Jan. 2019: Ocuphire, Inc., Chairman of the Board (current position) May 2020: Ray Therapeutics, Inc., Co-founder & Member of the Board of Directors (current position)
James Paradise (March 11, 1964)	Sep. 1986: Robert Fleming Securities (London) May 1989: Goldman Sachs (London), Vice President, Japanese Derivative Sales Sep. 1997: Goldman Sachs (London), Head of Emerging Markets Nov. 2000: Goldman Sachs (Japan), Managing Director, Prime Services Jun. 2004: Goldman Sachs (London), Partner, Head of International Prime Services Sep. 2007: Goldman Sachs (London), Partner, Co-Global Head Prime Services Jan. 2012: Goldman Sachs (Hong Kong), Partner, Head of Global Markets Asia Oct. 2017: Goldman Sachs (Hong Kong), Partner, Co-President Goldman Sachs Asia Dec. 2020: Goldman Sachs (Hong Kong), Advisory Director (Hong Kong) May 2021: Goldman Sachs (London), Senior Director (current position)

- (note)
1. Each candidates has no special interest in the company.
 2. Mr. Kashii, Dr. Takenaka, Ms. Yogo, Dr. Gormley, Mr. Bresge, Mr. Gallagher, and Mr. Paradise are the candidates for the external directors.
 3. Dr. Toichi Takenaka has been nominated as a candidate for Outside Director in order to express his opinions from an independent standpoint based on his many years of management experience as CEO and chairman of a major pharmaceutical company and his deep experience in making management decisions related to global expansion. Our company believes that his contribution to strategy development along with his oversight and supervision will strengthen our company's management structure and proposes his election as Director.

4. Ms. Yuko Yogo has been nominated as a candidate for Outside Director because she has specialized knowledge on corporate culture, organization, human resource development, etc. from a global perspective as a member of the management team of overseas financial institutions. We believe that these efforts will lead to the strengthening of governance and management at our company, and therefore propose that she be elected.

5. Dr. Glenn Gormley has extensive experience in the pharmaceutical industry, including as the Global Head of Research and Development and Senior Executive Officer of Daiichi Sankyo Ltd. (Japan) and President of Daiichi Sankyo Inc (US), as well as Chief Medical Officer of Astra Zeneca. In these and other roles he was involved in developing successful therapeutics across a range of disease areas including oncology. Leveraging his experience and scientific expertise, Dr. Gormley will contribute to the development of Healios' global strategy in support of bringing regenerative therapies to patients as fast as possible, and we therefore propose that he be elected.

6. Mr. Paul Bresge has extensive experience in cell and gene therapy, drug development, raising capital, shareholder value creation and successful transactions. He is the co-founder and Chief Executive Officer of Ray Therapeutics, an optogenetics company developing programs for a range of degenerative retinal diseases, focused on restoring vision in patients. Prior to co-founding Ray, he was the Chief Executive Officer of jCyte Inc., a company focused on treatment for retinitis pigmentosa and other blinding diseases. Mr. Bresge will strengthen Healios with his dedication to curing patients with diseases of the eye and his wealth of experience in driving successful clinical and business outcomes, and we therefore propose that he be elected.

7. Mr. Cam Gallagher has more than 30 years of life sciences industry experience with a focus on corporate development, marketing and finance. He has led various successful biotech firms in relation to their business activities as well as their financial strategy and transactions, including major deals in the oncology field. Mr. Gallagher's industry expertise and network will support Healios in further developing its business on a global basis, and we therefore propose that he be elected.

8. Mr. James Paradise spent nearly 35 years as an executive in the financial industry, including over 30 years at Goldman Sachs. Mr. Paradise became a partner at Goldman Sachs in 2004, co-president of Goldman Sachs in Asia in 2017 and was a member of the firm's global management committee. Mr. Paradise will strengthen Healios with his deep experience in financial markets and management of a highly successful global organization, and we therefore propose that he be elected.

9. Mr. James Paradise holds the title of Senior Director of Goldman Sachs (London). The Company has a business relationship with Goldman Sachs in relation to financial

instruments such as stocks and bonds. However, Mr. Paradise is not currently a compensated employee of Goldman Sachs and there are no special interests between him and the Company.

3. Current Members of the Board of Directors Scheduled to Resign

(To resign at the conclusion of the 11th Ordinary General Meeting of Shareholders to be held on March 25, 2022.)

Outside Director Michael Alfant

Outside Director Jun Narimatsu

Outside Director Gregory Bonfiglio

Director David Smith