

March 15, 2022

Tatsuo Higuchi
President and Representative Director
Otsuka Holdings Co., Ltd.

Dear Shareholders:

**Partial Correction to the Notice for the Calling of
the 14th Annual Shareholders Meeting (for FY 2021)**

Otsuka Holdings Co., Ltd. (the “Company”) hereby reports that there is a part to be corrected in the Reference Documents attached to the Notice for the Calling of the 14th Annual Shareholders Meeting (the “Notice”) issued on March 8, 2022. The Company therefore decided to make correction to the said part as described below.

1. Description of the corrections

The Company has decided to change the nomination of Mr. Hiroshi Sugawara in Proposal 3 “Election of Four (4) Audit & Supervisory Board Members” from a candidate for Audit & Supervisory Board Member to a candidate for Outside Audit & Supervisory Board Member.

The Audit & Supervisory Board has consented to these corrections.

[Reason for the corrections]

Mr. Hiroshi Sugawara’s term of office as an Outside Audit & Supervisory Board Member of the Company will exceed 12 years if he is reappointed. The Company conservatively considers the independence of Outside Directors and Audit & Supervisory Board Members and, according to the Company’s policy, will not register him as an Independent Officer. In conjunction with this, the Company decided to nominate him as a candidate for Audit & Supervisory Board Member instead of a candidate for Outside Audit & Supervisory Board Member.

However, to avoid any misunderstanding that might be caused if Mr. Hiroshi Sugawara does not serve as an Outside Audit & Supervisory Board Member despite satisfying the requirements for Outside Audit & Supervisory Board Members under the provisions of the Companies Act, the Company has decided to change the proposal and nominate him as a candidate for Outside Audit & Supervisory Board Member.

There are no changes regarding the Company’s decision to not register him as an Independent Officer.

In addition, these corrections have no effect on his track record, expected roles, etc. as an Audit & Supervisory Board Member.

2. Details of the corrections (corrections are underlined)

On page 21 of the Notice

<Before correction>


Candidate No.	Name	Term of office as Audit & Supervisory Board Member	Current position in the Company	Attendance rate at meetings of the Board of Directors	Attendance rate at meetings of the Audit & Supervisory Board	
2	Reappointment	Hiroshi Sugawara	11 years and 9 months	Outside Audit & Supervisory Board Member	100%	100%

<After correction>

Candidate No.	Name	Term of office as Audit & Supervisory Board Member	Current position in the Company	Attendance rate at meetings of the Board of Directors	Attendance rate at meetings of the Audit & Supervisory Board	
2	Reappointment <u>Outside</u>	Hiroshi Sugawara	11 years and 9 months	Outside Audit & Supervisory Board Member	100%	100%

On page 22 of the Notice

<Before correction>

Candidate No.	Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div>  Hiroshi Sugawara (March 13, 1970) Position in the Company: Outside Audit & Supervisory Board Member Term of office as Audit & Supervisory Board Member: 11 years and 9 months	October 1997 Joined Chuo Audit Corporation October 2000 Joined Deloitte Touche Tohmatsu (present day Deloitte Touche Tohmatsu LLC) April 2002 Registered as a certified public accountant February 2006 Vice President, Will Capital Management Co., Ltd. (Current Position) June 2010 Outside Audit & Supervisory Board Member, Otsuka Holdings Co., Ltd. (Current Position) June 2012 Outside Audit & Supervisory Board Member, Otsuka Pharmaceutical Co., Ltd. October 2013 Outside Director, NIPPON PARKING DEVELOPMENT Co., Ltd. March 2016 Audit & Supervisory Board Member, Otsuka Pharmaceutical Co., Ltd. (Current Position) [Significant concurrent positions outside the Company] Audit & Supervisory Board Member, Otsuka Pharmaceutical Co., Ltd. Vice President, Will Capital Management Co., Ltd.	8,000
[Reasons for nominating him as a candidate for Audit & Supervisory Board Member] Mr. Hiroshi Sugawara has expertise as a certified public accountant in addition to considerable operational experiences, including corporate management. The Company deems that his experience and expertise can be utilized for audits of the Company and nominated him as a candidate for Audit & Supervisory Board Member.			

<After correction>

Candidate No.	Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p>Reappointment</p> <p>Candidate for Outside Audit & Supervisory Board Member</p>  <p>Hiroshi Sugawara (March 13, 1970)</p> <p>Position in the Company: Outside Audit & Supervisory Board Member</p> <p>Term of office as Audit & Supervisory Board Member: 11 years and 9 months</p>	<p>October 1997 Joined Chuo Audit Corporation</p> <p>October 2000 Joined Deloitte Touche Tohmatsu (present day Deloitte Touche Tohmatsu LLC)</p> <p>April 2002 Registered as a certified public accountant</p> <p>February 2006 Vice President, Will Capital Management Co., Ltd. (Current Position)</p> <p>June 2010 Outside Audit & Supervisory Board Member, Otsuka Holdings Co., Ltd. (Current Position)</p> <p>June 2012 Outside Audit & Supervisory Board Member, Otsuka Pharmaceutical Co., Ltd.</p> <p>October 2013 Outside Director, NIPPON PARKING DEVELOPMENT Co., Ltd.</p> <p>March 2016 Audit & Supervisory Board Member, Otsuka Pharmaceutical Co., Ltd. (Current Position)</p> <p>[Significant concurrent positions outside the Company] Audit & Supervisory Board Member, Otsuka Pharmaceutical Co., Ltd. Vice President, Will Capital Management Co., Ltd.</p>	8,000
		<p>[Reasons for nominating him as a candidate for <u>Outside</u> Audit & Supervisory Board Member]</p> <p>Mr. Hiroshi Sugawara has expertise as a certified public accountant in addition to considerable operational experiences, including corporate management. The Company deems that his experience and expertise can be utilized for audits of the Company and nominated him as a candidate for <u>Outside</u> Audit & Supervisory Board Member.</p>	

On page 24 of the Notice

<Before correction>

Notes:

2. Kanako Osawa and Sachie Tsuji are candidates for Outside Audit & Supervisory Board Members. The two conform with the Independence Criteria for Outside Directors in the Company's Corporate Governance Guidelines (presented on page 26), and the Company has registered them as Independent Officers as provided for under the rules of the Tokyo Stock Exchange.

<After correction>

Notes:

2. Hiroshi Sugawara, Kanako Osawa and Sachie Tsuji are candidates for Outside Audit & Supervisory Board Members. Kanako Osawa and Sachie Tsuji conform with the Independence Criteria for Outside Directors in the Company's Corporate Governance Guidelines (presented on page 26), and the Company has registered them as Independent Officers as provided for under the rules of the Tokyo Stock Exchange.