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Securities Code: 2929

September 29, 2022

To our shareholders:

Mujo Kim
Representative Director and President
Pharma Foods International Co., Ltd.
1-49, Goryo-Ohara, Nishikyo-ku, Kyoto-shi

Notice of the 25th Annual General Meeting of Shareholders

We are pleased to announce the 25th Annual General Meeting of Shareholders of Pharma Foods International Co., Ltd. (the “Company”), which will be held as indicated below.

To prevent the spread of the novel coronavirus disease (COVID-19), we have decided to hold this General Meeting of Shareholders, implementing appropriate measures to prevent infection.

The Company is **strongly requesting that shareholders exercise their voting rights in writing or via the Internet to the best of their ability prior to the meeting, or attend the meeting via the Internet, and refrain from attending on the day of this General Meeting of Shareholders.**

Please read the attached Reference Documents for the General Meeting of Shareholders, and kindly exercise your voting rights by Wednesday, October 19, 2022, at 6:00 p.m. (Japan Standard Time).

Information on Attending via the Internet (Virtual General Meeting of Shareholders)

The Company has decided to hold the General Meeting of Shareholders in a format enabling attendance via the Internet to make the meeting more active, efficient and smooth, and to reduce the risk of infectious disease such as COVID-19 and large-scale disasters such as natural disasters by facilitating attendance by many shareholders such as shareholders in remote locations. It will be possible to vote and ask questions, etc., via the Internet in the Virtual General Meeting of Shareholders.

- 1. Date and Time:** Thursday, October 20, 2022, at 2:00 p.m. (Japan Standard Time)
(Reception opens at 1:00 p.m.)
- 2. Venue:** Yomeiden Hall, B1 Floor, Miyako Hotel Kyoto Hachijo
17, Nishikujo-Inmachi Minami-ku, Kyoto-shi (Kyoto Station Hachijo Exit)
[Notice] To prevent COVID-19 infections and spread, **we will not be distributing souvenirs.** Furthermore, attendees must come unaccompanied.

3. Purpose of the Meeting:

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 25th fiscal year (from August 1, 2021 to July 31, 2022), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 25th fiscal year (from August 1, 2021 to July 31, 2022)

Matters to be resolved:

- Proposal No. 1** Amendment to the Articles of Incorporation
- Proposal No. 2** Appropriation of Surplus
- Proposal No. 3** Election of Seven Directors
- Proposal No. 4** Election of Four Audit & Supervisory Board Members
- Proposal No. 5** Election of One Substitute Audit & Supervisory Board Member

4. Regarding Internet Disclosure:

The following items are not provided in the attached documents to this notice because they are posted on the Company's website (<https://www.pharmafoods.co.jp/>) (in Japanese only), pursuant to the provisions of laws and regulations and Article 14 of the Company's Articles of Incorporation.

- 1) Notes to Consolidated Financial Statements
- 2) Notes to Non-consolidated Financial Statements

Accordingly, the attached materials to this notice are part of the Consolidated Financial Statements and Non-consolidated Financial Statements, which have been audited by the Financial Auditor in preparing their audit reports and Audit & Supervisory Board Members and Audit & Supervisory Board in preparing their audit reports.

- ◎ When attending the meeting in person, please hand in the enclosed voting form at the reception desk at the meeting venue.
- ◎ If revisions to the contents of the Reference Documents for the General Meeting of Shareholders, the Business Reports, the Non-consolidated Financial Statements and the Consolidated Financial Statements are required, the Company shall publish a notification on the Company's website (<https://www.pharmafoods.co.jp/>) (in Japanese only).

The Company's response to the risk of COVID-19 at this General Meeting of Shareholders

- To reduce the total time of the meeting to prevent the spread of infection, the time allotted for explanations of matters to be reported, etc. will be shorter than in normal years.
- To prevent the spread of infection, seats will be spaced 1.5 meters apart, meaning that we expect there to be around 80 seats. You may be refused entry if seating reaches capacity.
- When checking in, shareholders' temperatures will be checked with a contactless thermometer. Shareholders with coughs, fevers, or who otherwise appear unwell may either be refused entry or asked to leave the venue.
- The Company's officers and organizing staff members will wear masks when interacting with shareholders.
- We ask that shareholders attending in person confirm that they are in good health prior, wear a mask, and sanitize their hands.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Amendment to the Articles of Incorporation

1. Reasons for Proposal

(1) Addition of business purposes

The Company proposes to add business purposes to Article 2 of the current Articles of Incorporation (Purpose) to clarify the content of business and respond to the diversification of the content of business in line with the current condition of the Company's business.

(2) General Meetings of Shareholders without a designated location for the meeting

The Act for Partially Amending the Act on Strengthening Industrial Competitiveness and Other Related Laws and Regulations (Act No. 70 of 2021) came into force on June 16, 2021, enabling general meetings of shareholders without a designated location for the meeting (so-called entirely virtual general meetings of shareholders) to be held under certain conditions by specifying this in the articles of incorporation.

The Company will amend the provision on convocation (Article 12 of the current Articles of Incorporation) to enable general meetings of shareholders without a designated location for the meeting to be held based on the view that expanding the options of formats for general meetings of shareholders will contribute to the interests of shareholders considering factors such as the spread of infectious disease and the occurrence of large-scale disasters such as natural disasters, and the advancement of digitalization of society.

This amendment to the Articles of Incorporation will be carried out upon confirmation by the Minister of Economy, Trade and Industry as well as the Minister of Justice to satisfy the requirements specified by the Orders of the Ministry of Economy, Trade and Industry and the Ministry of Justice pursuant to the provisions of the Orders of the Ministry of Economy, Trade and Industry and the Ministry of Justice as cases that contribute to strengthening industrial competitiveness with consideration for securing the interests of shareholders.

(3) System for providing information in electronic format

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) have been enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in line with the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- Article 14, paragraph 1 in the proposed amendment below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- Article 14, paragraph 2 in the proposed amendment below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- Since the provision for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 14 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions will be established.

2. Contents of amendment

The contents of the amendment are as follows:

(Amended sections are underlined)

Current Articles of Incorporation	Proposed amendment
<p>(Purpose) Article 2 The Company’s purpose is to conduct the following businesses. (1) to (7) (Text omitted) (New) (New) (8) to (21) (Text omitted)</p>	<p>(Purpose) Article 2 (Unchanged) (1) to (7) (Unchanged) <u>(8) Manufacture, sale, export and import of fertilizer and agricultural chemicals</u> <u>(9) Production, sale, export and import of agricultural crops</u> (10) to (23) (Unchanged)</p>
<p>(Convocation) Article 12 An annual general meeting of shareholders of the Company shall be convened in October every year. An extraordinary general meeting of shareholders shall be convened whenever necessary. (New)</p>	<p>(Convocation) Article 12 1. (Unchanged) <u>2. The Company’s general meeting of shareholders may be a general meeting of shareholders without a designated location for the meeting.</u></p>
<p>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) Article 14 When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders. (New)</p>	<p>(Deleted)</p>
	<p><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 14</u> <u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> <u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed amendment
<p>(New)</p> <p>(New)</p> <p>(New)</p> <p>(New)</p>	<p><u>(Supplementary Provisions)</u></p> <p><u>(Transitional Measures for Measures, etc. for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <p><u>Article 1</u></p> <p><u>1. The Article 14 of the pre-amended Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the September 1, 2022 (hereinafter referred to as “Date of Enforcement”).</u></p> <p><u>2. This Article shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p> <p><u>(Transitional Measures Concerning General Meetings of Shareholders without a Designated Location for the Meeting)</u></p> <p><u>Article 2</u></p> <p><u>1. The amendment of Article 12 shall come into effect on the condition that it is subject to the confirmation by the Minister of Economy, Trade and Industry as well as the Minister of Justice that the Company’s shareholders meetings held in such a way satisfy the requirements specified by the Orders of the Ministry of Economy, Trade and Industry and the Ministry of Justice.</u></p> <p><u>2. This Article shall be deleted on the effective date.</u></p>

Proposal No. 2 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

In line with the business policy, which is to balance corporate growth and profitability, the Company maintains the basic policy of improving dividends proactively as returns to our shareholders while expanding proactive investment in research and development, advertising, M&A, etc.

According to our above basic policy on dividends of surplus, etc., after careful consideration of our financial results in the current fiscal year and our future business development, etc., we have decided to pay ¥10 per share as year-end dividends in the current fiscal year.

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

¥10 per common share of the Company

Total dividends: ¥290,213,170

Furthermore, the amount of annual dividends for the current fiscal year is ¥20 per share with the inclusion of the interim dividend (¥10 per share) paid on April 4, 2022.

(3) Effective date of dividends of surplus

October 21, 2022

Proposal No. 3 Election of Seven Directors

The terms of office of all eight Directors will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of seven Directors, reducing their number by one to enable strategic and flexible decision making in the Board of Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Mujo Kim (August 6, 1947)	Jan. 1988 Joined Taiyo Kagaku Co., Ltd. Nov. 1988 Research Laboratory Director Jan. 1991 Managing Director June 1997 Retired from Taiyo Kagaku Co., Ltd. Sep. 1997 Joined the Company Mar. 1998 Professor of College of Life Science & Engineering of Korea University Nov. 1999 Representative Director and President of the Company (current position) Dec. 1999 Retired as Professor of College of Life Science & Engineering of Korea University	2,159,176
[Reasons for nomination as candidate for Director] Since the founding of the Company, Mujo Kim has promoted the business expansion, globalization and structural reform of the Group. Based on the determination that he will continue to be able to realize the Company's management philosophy and execute its business strategy in future, we propose his re-election as Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Kazuyuki Masuda (July 8, 1976)	Dec. 2003 Joined the Company, Manager of Sales Department Oct. 2008 Director, General Manager of Sales Department and General Manager of Kyoto Sales Office Aug. 2012 Director, in charge of B to C Business Department Aug. 2015 Representative Director and Senior Managing Director Officer of Pharma Foods Communication Inc. Jan. 2016 Managing Director of the Company Nov. 2016 Representative Director and President of FUTURE LABO Inc. Nov. 2016 Representative Director and President of MEDI LABO Inc. Sep. 2018 Managing Director, in charge of Administration Division of the Company Oct. 2019 Senior Managing Director Feb. 2020 Senior Managing Director, in charge of Administration Department (current position) Oct. 2020 Retired as Representative Director and Senior Managing Director of Pharma Foods Communication Inc. Oct. 2020 Retired as Representative Director and President of FUTURE LABO Inc. Oct. 2020 Retired as Representative Director and President of MEDI LABO Inc. Aug. 2021 Representative Director and President of Meiji Yakuin Co., Ltd. (current position) [Significant concurrent positions outside the Company] Representative Director and President of Meiji Yakuin Co., Ltd.	682,423
[Reasons for nomination as candidate for Director] Since joining the Company, Kazuyuki Masuda has been involved in sales and development of new business, and was appointed as Director in October 2008. As the overall supervisor of the B to C business, he has overseen the launch of the business and striven to grow and expand the business. He currently serves as the person responsible for the Administration Department as Senior Managing Director. Based on the determination that he will continue to be able to realize the Company's management philosophy and execute its business strategy in future, we propose his re-election as Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Noriko Horie (May 10, 1969)	Apr. 1992 Joined Taiyo Kagaku Co., Ltd. July 2000 Retired from Taiyo Kagaku Co., Ltd. Oct. 2000 Joined the Company Dec. 2010 General Manager of Headquarters Sales Office June 2011 Director, General Manager of Headquarters Sales Office Jan. 2016 Managing Director Sep. 2018 Managing Director, in charge of Sales Department, B to C Business Department, and Restaurant Business Department Oct. 2020 Managing Director Apr. 2022 Managing Director, in charge of Sales Department, Development Department, Production Control Department, Quality Control and Quality Assurance Department, and Restaurant Business Department Aug. 2022 Managing Director, in charge of Sales Department, Development Department, Production Control Department, and Restaurant Business Department (current position)	78,205
<p>[Reasons for nomination as candidate for Director]</p> <p>Since joining the Company, Noriko Horie has been involved in research-related and sales operations, was appointed as Director in June 2011, and is currently serving as the overall supervisor of the Sales Division as Managing Director. Based on the determination that she will continue to be able to realize the Company's management philosophy and execute its business strategy in future, we propose her re-election as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Yasunori Inoue (April 8, 1977)	<p>Feb. 2016 Joined the Company</p> <p>Aug. 2016 Manager of B to C Business Department</p> <p>Nov. 2016 Deputy General Manager of B to C Business Department</p> <p>Nov. 2016 General Manager of Direct Sales Division of FUTURE LABO Inc.</p> <p>Mar. 2017 Managing Director of FUTURE LABO Inc.</p> <p>Mar. 2017 Managing Director of MEDI LABO Inc.</p> <p>Aug. 2018 General Manager of Cosmetics B to C Business Department of the Company</p> <p>Oct. 2019 Director</p> <p>Feb. 2020 In charge of B to C Business Department</p> <p>Oct. 2020 Managing Director</p> <p>Oct. 2020 Representative Director and President of FUTURE LABO Inc. (current position)</p> <p>Oct. 2020 Representative Director and President of MEDI LABO Inc. (current position)</p> <p>Aug. 2021 Senior Managing Director of Meiji Yakuin Co., Ltd. (current position)</p> <p>Apr. 2022 Managing Director, in charge of B to C Business Department and Biomedical Department of the Company</p> <p>Aug. 2022 Managing Director, in charge of B to C Business Department, Biomedical Department, and Quality Control and Quality Assurance Department (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Representative Director and President of FUTURE LABO Inc.</p> <p>Representative Director and President of MEDI LABO Inc.</p> <p>Senior Managing Director of Meiji Yakuin Co., Ltd.</p>	5,776
<p>[Reasons for nomination as candidate for Director]</p> <p>Since joining the Company, Yasunori Inoue has been involved in the B to C business, and has promoted the expansion of sales of cosmetics in FUTURE LABO Inc. since November 2016. He has been overseeing the cosmetics business as the Representative Director and President of FUTURE LABO Inc. since October 2020. Based on the determination that he will be able to realize the Company's management philosophy and execute its business strategy, we propose his re-election as Director.</p>			
5	[Outside] Shinya Samura (May 9, 1955)	<p>Apr. 1978 Joined Nissen Co., Ltd.</p> <p>Mar. 1986 Director and General Manager of Catalog Division, B to C Business Department</p> <p>June 2008 Representative Director and President</p> <p>Dec. 2011 Representative Director and President of Nissen Holdings Co., Ltd.</p> <p>Dec. 2014 Retired as Representative Director and President of Nissen Holdings Co., Ltd. and Nissen Co., Ltd.</p> <p>Apr. 2015 Representative Director and President of SS Planning Co., Ltd. (current position)</p> <p>Oct. 2015 Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Representative Director and President of SS Planning Co., Ltd.</p>	19,000
<p>[Reasons for nomination as candidate for outside Director and outline of roles expected]</p> <p>Shinya Samura has mainly been involved in mail order sales business for many years in Nissen Holdings Co., Ltd. and Nissen Co., Ltd. Based on his abundant knowledge and experience, we believe that he will provide advice on the Company's B to C business, and play a role in the Company's management in general as Director from an outside perspective. Therefore, we propose his re-election as outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	[Outside] Tetsuro Yamane (February 28, 1949)	May 1974 Resident Doctor of Kyoto Prefectural University of Medicine	-
		Apr. 1976 Technical Official in Ministry of Health, Labour and Welfare of National Sabae Hospital (currently Tannan Regional Medical Center)	
Apr. 1982 Director of General Surgery Department of Kusatsu Central Hospital (currently Omi Medical Center)			
Apr. 1988 Lecturer of Kyoto Prefectural University of Medicine			
June 1995 Chief Surgeon of Matsushita Electric Health Insurance Organization Matsushita Memorial Hospital (currently Panasonic Health Insurance Organization Matsushita Memorial Hospital)			
Dec. 2004 Hospital Director			
Apr. 2006 Clinical Professor of Kyoto Prefectural University of Medicine			
Apr. 2013 President of Panasonic Health Insurance Organization Matsushita School of Nursing			
Oct. 2018 Director of the Company (current position)			
Mar. 2020 Retired as Hospital Director of Panasonic Health Insurance Organization Matsushita Memorial Hospital			
Mar. 2020 Retired as President of Panasonic Health Insurance Organization Matsushita School of Nursing			
Apr. 2020 Honorary Director of Panasonic Health Insurance Organization Matsushita Memorial Hospital (current position)			
[Significant concurrent positions outside the Company] Honorary Director of Panasonic Health Insurance Organization Matsushita Memorial Hospital			
[Reasons for nomination as candidate for outside Director and outline of roles expected] Tetsuro Yamane has abundant experience and extensive knowledge as a physician, and has also managed Matsushita Memorial Hospital as Hospital Director. We propose his re-election as outside Director because he is expected to be able to provide valuable advice for drug discovery research and development in the biomedical business from a medical viewpoint, and offer suggestions on the Company's management from a variety of perspectives, and perform management supervisory functions.			
7	[Outside] Taro Ueda (February 18, 1960)	Apr. 1985 Joined KOBAYASHI PHARMACEUTICAL CO., LTD.	-
		Apr. 1995 Manager of Pharmaceutical and Cosmetic Products Planning and Research Group	
Apr. 2002 General Manager of Pharmaceutical and Cosmetic Products Development Department			
Apr. 2016 General Manager of Development Department of Central R&D Laboratory			
Dec. 2020 Retired from KOBAYASHI PHARMACEUTICAL CO., LTD.			
Oct. 2021 Director of the Company (current position)			
[Reasons for nomination as candidate for outside Director and outline of roles expected] Taro Ueda played a central role in product development and marketing over many years at KOBAYASHI PHARMACEUTICAL CO., LTD. Based on his abundant knowledge and experience, we believe that he will provide advice on the Company's product development, offer suggestions on the Company's management from an outside perspective, and perform management supervisory functions. Therefore, we propose his re-election as outside Director.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Shinya Samura, Tetsuro Yamane and Taro Ueda are candidates for outside Director.
 3. At the conclusion of this Annual General Meeting of Shareholders, the terms of office of currently serving outside Directors will be seven years for Shinya Samura, four years for Tetsuro Yamane, and one year for Taro Ueda.
 4. The Company has invited candidates for outside Director on the assumption that they each fulfill the independence criteria established by financial instruments exchanges.

5. The Company plans to submit notification to the Tokyo Stock Exchange that Shinya Samura, Tetsuro Yamane, and Taro Ueda have been designated as independent officers as provided for by the aforementioned exchange.
6. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers the legally mandated amount of indemnification and litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured at a certain position of the Company, including as Directors of the Company (however, excluding situations in which there is an exclusion of liability due to the insured person receiving profits or benefits illegally and in the event of criminal actions, malfeasance, fraud, or acts conducted with the knowledge that they violate rules or control laws and regulations). In the event that each candidate is elected and assumes the office as Director, they will be the insured under the policy. Furthermore, the next time that the policy is renewed, the plan is to renew them with the same contents.

Proposal No. 4 Election of Four Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Takashi Iino, Shinya Tsujimoto, and Nobuo Hatta will expire at the conclusion of this meeting. Furthermore, Audit & Supervisory Board Member Daisuke Nishiwaki will resign at the conclusion of this meeting to align his term of office with other Audit & Supervisory Board Members. Therefore, the Company proposes the re-election of four Audit & Supervisory Board Members.

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

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

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Takashi Iino (August 1, 1956)	Mar. 2004 Joined Primmune Inc. Sep. 2004 Joined Pharma Foods Research Co., Ltd. (currently the Company) Deputy General Manager of Development Department I Apr. 2005 General Manager of Biomedical Department of the Company Oct. 2005 Director Oct. 2005 Director, General Manager of Development Department Feb. 2006 Director, General Manager of Biomedical Department Feb. 2008 Retired as Director June 2008 Joined Biomarker Science Co., Ltd. Nov. 2008 Retired from Biomarker Science Co., Ltd. Jan. 2009 Joined the Company Chief Researcher of Development Department Oct. 2009 Full-time Audit & Supervisory Board Member (current position)	19,300
[Reasons for nomination as candidate for Audit & Supervisory Board Member] Takashi Iino has experience in key positions of the Company such as Director, and has abundant experience and insight primarily on research and development. Based on the determination that he will state objective opinions on business operation in general from a neutral position, and be able to appropriately execute his duties as Audit & Supervisory Board Member, we propose his re-election as Audit & Supervisory Board Member.			
2	Daisuke Nishiwaki (October 9, 1978)	Apr. 2001 Joined Sanyo Chemical Industries, Ltd. Oct. 2010 Joined the Company Apr. 2014 Registered as SME consultant Aug. 2014 Deputy General Manager of Corporate Planning Department Aug. 2018 General Manager of President's Office Oct. 2020 Full-time Audit & Supervisory Board Member (current position) Mar. 2021 Registered as Certified Internal Auditor Feb. 2022 Registered as Certified Fraud Examiner	5,600
[Reasons for nomination as candidate for Audit & Supervisory Board Member] Since joining the Company, Daisuke Nishiwaki has been involved in management in general such as accounting, general affairs and corporate planning, and has also experience serving as the person responsible for the internal audit division as General Manager of the President's Office. He is well versed in the Company's business, and based on the determination that he is a person able to execute his duties as Audit & Supervisory Board Member utilizing his knowledge and experience, we propose his re-election as Audit & Supervisory Board Member.			

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
3	[Outside] Shinya Tsujimoto (January 7, 1952)	Apr. 1975	Joined Oki Electric Industry Co., Ltd.	9,700
		June 1983	Registered as Certified Public Tax Accountant	
		Jan. 1984	Opened Tsujimoto Tax Accountant Office Director (current position)	
		Oct. 2010	Audit & Supervisory Board Member of the Company (current position)	
[Reasons for nomination as candidate for outside Audit & Supervisory Board Member] Shinya Tsujimoto has expert knowledge and abundant experience as a certified public tax accountant, and we have determined that he is able to appropriately execute his duties as outside Audit & Supervisory Board Member because he can be expected to provide advice on the Company's management from an outside perspective and perform management supervisory functions. Therefore, we propose his re-election as outside Audit & Supervisory Board Member.				
4	[Outside] Nobuo Hatta (December 13, 1946)	Mar. 1972	Joined ROHM Co., Ltd.	6,400
		June 1997	Director and General Manager of Overseas Sales Headquarters	
		July 2003	Director, in charge of Public Relations	
		Sep. 2004	Director and General Manager of Administrative Headquarters	
		Dec. 2009	Director, Special Missions	
		June 2011	Chief Advisor	
		Oct. 2013	Audit & Supervisory Board Member of the Company (current position)	
[Reasons for nomination as candidate for outside Audit & Supervisory Board Member] Nobuo Hatta has served as General Manager of the International Sales Headquarters and Administrative Headquarters of ROHM Co., Ltd. for many years. Based on his abundant knowledge and experience, we believe that he will provide advice, and play a supervisory role in the Company's management in general as outside Audit & Supervisory Board Member from an outside perspective. Therefore, we propose his re-election as outside Audit & Supervisory Board Member.				

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Shinya Tsujimoto and Nobuo Hatta are candidates for outside Audit & Supervisory Board Member.
 3. At the conclusion of this Annual General Meeting of Shareholders, the terms of office of currently serving outside Audit & Supervisory Board Members will be 13 years for Shinya Tsujimoto and nine years for Nobuo Hatta.
 4. The Company has invited candidates for outside Audit & Supervisory Board Member on the assumption that they fulfill the independence criteria established by financial instruments exchanges.
 5. The Company plans to designate Shinya Tsujimoto and Nobuo Hatta as independent officers as provided for by the Tokyo Stock Exchange and submit notification thereof to the aforementioned exchange.

Proposal No. 5 Election of One Substitute Audit & Supervisory Board Member

The Company proposes the election of one substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

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

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
<p>[Outside]</p> <p>Eiji Satani</p> <p>(June 10, 1939)</p>	<p>Apr. 1962 Joined Takeda Pharmaceutical Company Limited</p> <p>Aug. 1983 Manager of Overseas Sales Department</p> <p>Apr. 1986 Vice President of Takeda Pharmaceuticals U.S.A., Inc.</p> <p>Apr. 1988 Executive Vice President</p> <p>July 1992 General Manager of Sales Department III of FV Business Division of Takeda Pharmaceutical Company Limited</p> <p>June 1999 Retired from Takeda Pharmaceutical Company Limited</p>	<p>–</p>
<p>[Reasons for nomination as candidate for substitute Audit & Supervisory Board Member]</p> <p>Based on his many years of experience in domestic and international business operations and expertise in medicine at Takeda Pharmaceutical Company Limited, we believe that Eiji Satani will perform audits of the Company from an outside perspective. Therefore, we propose his election as substitute Audit & Supervisory Board Member.</p>		

- Notes:
1. There is no special interest between Eiji Satani and the Company.
 2. Eiji Satani is a candidate for substitute outside Audit & Supervisory Board Member.