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Securities code: 2540

June 9, 2025

(Commencement date of electronic provision measures: June 2, 2025)

**To Shareholders with Voting Rights:**

Hideo Tanaka  
Representative Director, President and COO  
YOMEISHU SEIZO CO., LTD.  
16-25, Nanpeidai-cho, Shibuya-ku, Tokyo,  
Japan

**NOTICE OF THE 107TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 107th Annual General Meeting of Shareholders of YOMEISHU SEIZO CO., LTD. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken electronic provision measures for information to be contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters subject to electronic provision measures). The matters subject to electronic provision measures are posted on the Company’s website on the Internet. Please access the Company’s website below to confirm the information.

The Company’s website: <https://www.yomeishu.co.jp/ir/library/notice.html>

In addition to the website shown above, the matters subject to electronic provision measures are posted on the website of Tokyo Stock Exchange (TSE). Please access the TSE website (Listed Company Search) below, enter the Company’s name or its securities code to search, and select “Basic information” and “Documents for public inspection/PR information” in this order to confirm the information.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

If you are unable to attend the meeting in person, you can exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders provided hereafter, and exercise your voting rights by Thursday, June 26, 2025 at 5:25 p.m. Japan time.

- 1. Date and Time:** Friday, June 27, 2025 at 10:00 a.m. Japan time  
(Reception begins at 9:00 a.m.)
- 2. Place:** Second Floor, Head Office of the Company located at  
16-25, Nanpeidai-cho, Shibuya-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:** The Business Report and Non-consolidated Financial Statements for the  
Company's 107th Fiscal Year (April 1, 2024 to March 31, 2025)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Six (6) Directors (excluding Directors Who Are Audit and  
Supervisory Committee Members)
- Proposal 3:** Granting of Retirement Benefits to a Retiring Director (excluding Directors  
Who Are Audit and Supervisory Committee Members)

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - In response to the system for electronic provision of materials for a shareholders meeting, upon convening this General Meeting of Shareholders, the Company has sent to shareholders with voting rights a summarized convocation notice by attaching thereto the Reference Documents for the General Meeting of Shareholders that contain proposals to be resolved, in addition to a simple convocation notice (a convocation notice in a narrow sense and a guide to websites where such materials are electronically provided), of which delivery is required by laws and regulations.
  - To shareholders who have requested delivery of paper-based documents, the Company will send paper-based documents containing matters subject to electronic provision measures, however, of the matters subject to electronic provision measures, the following items are not presented in the paper-based documents pursuant to laws and regulations and the Company's Articles of Incorporation. The Audit and Supervisory Committee and the Accounting Auditor have audited documents subject to audit, including the following items.
    - (1) "System to Ensure the Appropriateness of Business Activities" in the Business Report
    - (2) "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
  - Should the matters subject to electronic provision measures require revisions, the revised versions will be posted on each website on which these matters have been posted.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company recognizes profit return to shareholders as one of the most important management issues.

Our stance is to distribute dividends with a payout ratio to profit of about 60%, in consideration of business results during the period of the Mid-Term Management Plan (April 2022 to March 2027) and for each fiscal year, among other factors. In addition, as a general rule, the minimum annual dividend per share is set at ¥45, with consideration given to continuing stable dividend payments based on profit distribution in tandem with expansion in business results. Internal reserves are to be utilized mainly for growth investments in new businesses, etc., in line with the basic policy under the Mid-Term Management Plan and from a broad perspective.

In consideration of business results and other factors, the Company proposes appropriation of surplus for the fiscal year under review as follows.

1. Items related to the year-end dividend
  - (1) Type of dividend property  
Cash
  - (2) Items related to the allocation of dividend property to shareholders and its total amount  
¥45 per common share of the Company  
¥626,583,330
  - (3) Effective date of distribution of surplus  
June 30, 2025
2. Items related to appropriation of surplus
  - (1) Item and amount of surplus to increase  
General reserve: ¥50,000,000
  - (2) Item and amount of surplus to decrease  
Retained earnings brought forward: ¥50,000,000

**Proposal 2:** Election of Six (6) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members).

The Audit and Supervisory Committee has expressed its opinion that candidates and the process to nominate the candidates are appropriate, as this proposal was decided by the Board of Directors after deliberation by the Nomination and Compensation Committee, which includes Outside Directors who are Audit and Supervisory Committee Members.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings
1	Hideo Tanaka [Male] [Reappointment]	Representative Director, President and COO	19/19 (100%)
2	Takashi Kambayashi [Male] [Reappointment]	Director and Managing Executive Officer In charge of Production, Pharmaceutical Affairs and Quality Assurance and Komagane Facility Management	19/19 (100%)
3	Takashi Saito [Male] [Reappointment]	Director and Managing Executive Officer In charge of Business	19/19 (100%)
4	Katsuhiko Miyashita [Male] [Reappointment]	Director and Senior Executive Officer General Manager, Business Strategy Department	11/13 (85%)
5	Masaaki Shimizu [Male] [Reappointment]	Director and Senior Executive Officer General Manager, Human Resources and General Affairs Department	13/13 (100%)
6	Akira Igawa [Male] [New appointment]	Senior Executive Officer General Manager, Corporate Planning Department	—

(Note) The number of the Board of Directors meetings attended by Mr. Katsuhiko Miyashita and Mr. Masaaki Shimizu reflects only those meetings held after their appointment as Directors on June 27, 2024.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Hideo Tanaka (February 22, 1952)  [Reappointment]	<p>April 1974      Joined The Mitsubishi Trust and Banking Corporation</p> <p>June 2004      Director and Executive Officer General Manager, Administration Division, the Company</p> <p>June 2005      Director and Executive Officer General Manager, Accounting Department and General Manager, Administration Division</p> <p>June 2006      Director and Executive Officer General Manager, Accounting Department</p> <p>June 2008      Director and Executive Officer General Manager, Corporate Planning Department</p> <p>June 2009      Director and Executive Officer General Manager, General Affairs Department and General Manager, Internal Audit Department</p> <p>August 2010    Director and Executive Officer General Manager, General Affairs Department</p> <p>May 2011      Director and Executive Officer General Manager, Human Resources Department and General Manager, Accounting Department</p> <p>June 2011      Managing Director and Executive Officer General Manager, Administration Division, General Manager, Human Resources Department and General Manager, Accounting Department</p> <p>June 2012      Managing Director and Executive Officer General Manager, Administration Division</p> <p>June 2014      Senior Managing Director and Executive Officer General Manager, Administration Division</p> <p>April 2018      Senior Managing Director and Executive Officer Senior General Manager, Production Division and Corporate Division</p> <p>June 2018      Director and Senior Managing Executive Officer Senior General Manager, Production Division and Corporate Division</p> <p>June 2019      Director and Executive Vice President Senior General Manager, Production Division and Corporate Division</p> <p>April 2020      Director and Executive Vice President General Manager, Corporate Division and in charge of Kuromoji Promotion Department</p> <p>April 2021      Director and Executive Vice President General Manager, Corporate Division</p> <p>April 2022      Director and Executive Vice President In charge of Corporate Planning, Human Resources and General Affairs</p> <p>June 2024      Representative Director, President and COO (current position)</p>	25,900
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Hideo Tanaka has served as General Manager and Director in charge of Accounting, Corporate Planning, General Affairs and Human Resources Divisions. The Company has decided to reappoint him as a candidate for Director in expectation that he will utilize his high level of expertise in corporate administration and wealth of experience, insights, etc. in overall management for the management of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Takashi Kambayashi (August 10, 1961)  [Reappointment]	<p>April 1984      Joined the Company</p> <p>June 2006      Manager, Komagane Plant Group Leader, Equipment Control Group</p> <p>June 2008      Executive Officer Deputy General Manager, Human Resources and General Affairs Department</p> <p>June 2009      Executive Officer General Manager, Sales Department</p> <p>June 2012      Director and Executive Officer General Manager, Sales Department</p> <p>June 2014      Managing Director and Executive Officer General Manager, Marketing Division</p> <p>April 2018      Managing Director and Executive Officer Senior General Manager, Marketing Division and Sales Division</p> <p>June 2018      Director and Managing Executive Officer Senior General Manager, Marketing Division and Sales Division</p> <p>June 2019      Director and Managing Executive Officer Senior General Manager, Sales Division</p> <p>April 2020      Director and Managing Executive Officer General Manager, Sales Division</p> <p>April 2022      Director and Managing Executive Officer In charge of Sales</p> <p>June 2024      Director and Managing Executive Officer In charge of Production, Pharmaceutical Affairs and Quality Assurance and Komagane Facility Management (current position)</p>	15,200
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Takashi Kambayashi has served as a head of production section and General Manager and Director in charge of Sales and Marketing Divisions. The Company has decided to reappoint him as a candidate for Director in expectation that he will utilize his high level of expertise in production control, and wealth of experience, insights, etc. in overall management for the management of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Takashi Saito (September 21, 1954)  [Reappointment]	<p>April 1978      Joined Sumitomo Bank, Ltd.</p> <p>April 2006      Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>May 2009       Senior Associate Director, Taisho Pharmaceutical Co., Ltd.</p> <p>April 2011      Executive Officer, Taisho Pharmaceutical Co., Ltd.</p> <p>June 2012      Director, Toyama Chemical Co., Ltd.</p> <p>April 2013      Executive Officer, Taisho Pharmaceutical Holdings Co., Ltd.</p> <p>June 2013      Auditor, the Company</p> <p>June 2015      Director and Executive Officer General Manager, Corporate Administration Department</p> <p>April 2018      Director and Executive Officer General Manager, Corporate Division and General Manager, Corporate Administration Department</p> <p>June 2018      Director and Senior Executive Officer General Manager, Corporate Division and General Manager, Corporate Administration Department</p> <p>June 2019      Director and Managing Executive Officer Senior General Manager, Marketing Division</p> <p>April 2020      Director and Managing Executive Officer General Manager, Marketing Division</p> <p>April 2022      Director and Managing Executive Officer In charge of Digital Transformation</p> <p>June 2024      Director and Managing Executive Officer In charge of Sales and Overseas</p> <p>April 2025      Director and Managing Executive Officer In charge of Business (current position)</p>	12,100
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Takashi Saito has work experience as Director and Executive Officer in pharmaceutical manufacturing and sales companies and a financial institution, and has served as General Manager and Director in charge of Corporate Administration and Marketing Divisions, including overseas business, of the Company. The Company has decided to reappoint him as a candidate for Director in expectation that he will utilize his abundant and extensive experience, insights, etc. in overall management for the management of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Katsuhiko Miyashita (April 22, 1956)  [Reappointment]	<p>April 1979      Joined THE HACHIJUNI BANK, LTD.</p> <p>June 2009      Executive Officer General Manager, Sales Branches in Suwa Area, THE HACHIJUNI BANK, LTD.</p> <p>June 2011      Executive Officer General Manager, Ueda Branch, THE HACHIJUNI BANK, LTD.</p> <p>June 2012      General Manager, Accounting Department, the Company (seconded)</p> <p>June 2013      General Manager, Accounting Department</p> <p>June 2014      Director and Executive Officer Deputy General Manager, Marketing Division General Manager, Sales Promotion Department and General Manager, Overseas Business Department</p> <p>April 2018      Director and Executive Officer General Manager, Sales Division, General Manager, Sales Planning Department and General Manager, Overseas Business Department</p> <p>June 2018      Senior Executive Officer General Manager, Sales Division, General Manager, Sales Planning Department and General Manager, Overseas Business Department</p> <p>April 2019      Senior Executive Officer General Manager, Sales Division, General Manager, Sales Planning Department, General Manager, Healthcare Sales Department and General Manager, Overseas Business Department</p> <p>June 2019      Senior Executive Officer General Manager, Sales Division, General Manager, Sales Planning Department and General Manager, Healthcare Sales Department</p> <p>April 2020      Senior Executive Officer Deputy General Manager, Sales Division and General Manager, Sales Planning Department</p> <p>April 2022      Senior Executive Officer General Manager, Business Strategy Department</p> <p>June 2024      Director and Senior Executive Officer General Manager, Business Strategy Department (current position)</p>	14,500
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Katsuhiko Miyashita has work experience as Executive Officer in a financial institution, and has served as General Manager of Sales Planning and Overseas Business Departments, General Manager of Sales Division and Executive Officer of the Company. The Company has decided to reappoint him as a candidate for Director in expectation that he will utilize his high level of expertise in sales and marketing, and wealth of experience, insights, etc. in overall management for the management of the Company.</p>			



No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Masaaki Shimizu (November 2, 1960)  [Reappointment]	<p>April 1984      Joined the Company</p> <p>April 2010      Manager, Human Resources Department</p> <p>June 2012      General Manager, Human Resources and General Affairs Department</p> <p>June 2014      Director and Executive Officer General Manager, Human Resources and General Affairs Department and General Manager, Internal Audit Department</p> <p>June 2015      Director and Executive Officer General Manager, Human Resources and General Affairs Department</p> <p>August 2015    Director and Executive Officer General Manager, Human Resources and General Affairs Department and General Manager, Internal Audit Department</p> <p>April 2016      Director and Executive Officer General Manager, Human Resources and General Affairs Department</p> <p>June 2018      Executive Officer General Manager, Human Resources and General Affairs Department</p> <p>April 2020      Senior Executive Officer General Manager, Human Resources and General Affairs Department</p> <p>June 2024      Director and Senior Executive Officer General Manager, Human Resources and General Affairs Department (current position)</p>	14,700
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Masaaki Shimizu has served as General Manager of Human Resources and General Affairs Department and General Manager of Internal Audit Department. The Company has decided to reappoint him as a candidate for Director in expectation that he will utilize his high level of expertise in human resources and general affairs and wealth of experience, insights, etc. for the management of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Akira Igawa (October 16, 1959)  [New appointment]	<p>April 1983      Joined The Mitsubishi Trust and Banking Corporation</p> <p>June 2009      General Manager, Ikebukuro Branch, Mitsubishi UFJ Trust and Banking Corporation</p> <p>May 2011      General Manager, Yokohama Station West Exit Branch, Mitsubishi UFJ Trust and Banking Corporation</p> <p>June 2013      General Manager, Head Office Corporate Banking Division, Mitsubishi UFJ Trust and Banking Corporation</p> <p>April 2015      Adviser, MU Trust Apple Planning Co., Ltd.</p> <p>June 2015      Full-time Auditor, the Company</p> <p>June 2018      Executive Officer General Manager, Accounting Department</p> <p>June 2019      Senior Executive Officer General Manager, Corporate Division, General Manager, Corporate Administration Department and General Manager, Accounting Department</p> <p>April 2020      Senior Executive Officer General Manager, Corporate Administration Department and General Manager, Accounting Department</p> <p>April 2021      Senior Executive Officer General Manager, Corporate Planning Department (current position)</p>	6,500
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Akira Igawa has work experience at financial institutions as Branch General Manager and Division General Manager, and has served as Auditor, General Manager of Corporate Division and General Manager of Accounting Department of the Company. The Company has decided to appoint him as a candidate for Director in expectation that he will utilize his high level of expertise in corporate planning and finance, and wealth of experience, insights, etc. in overall management for the management of the Company.</p>			

- Notes: 1. There are no special interests between each candidate and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company, and the insurance premiums are fully borne by the Company. The said insurance policy covers litigation expenses and damage payments to be borne by the insured that may arise from third party litigations, derivative lawsuits, and corporate litigations. The candidates for Directors will be included as the insureds under the said insurance contract. The Company plans to renew the said insurance contract with the same terms and conditions when it is to be renewed.

**(Reference) Policy and Procedures for the Nomination of Candidates for Directors****(1) Size and composition of the Board of Directors**

The size of the Board of Directors shall be deemed appropriate if the Board consists of about six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) and about three (3) Directors who are Audit and Supervisory Committee Members. With regard to its composition, the Company considers it important to balance the appropriate number of Directors and diversity within the Board in terms of knowledge, experience and competence in the areas including management, manufacturing, sales, administration, legal affairs, finance and accounting. The Company recognizes the importance of gender and internationality, and is working to balance these factors with the appropriate size of the Board of Directors, based on its management policies and business lines.

**(2) Policy for the nomination of candidates for Directors**

The Company shall take into consideration the following items, based on the Company's management philosophy, corporate vision, business vision, management plan and basic policy on corporate governance and sustainability.

## &lt;Candidates from within the Company&gt;

- Expertise in management, manufacturing, sales and administration, business results, future visions, etc.
- Other factors such as insight, competence, expertise, personality, abilities to take action and ethical views that are required for Directors of the Company

## &lt;Candidates from outside the Company&gt;

- Career background, management experience, expertise in finance, accounting and legal affairs
- Other factors such as experience, insight, competence, expertise, personality and ethical views that are required for Directors of the Company

**(3) Procedures for the nomination of candidates for Directors**

The Nomination and Compensation Committee shall hold discussions based on the nomination criteria established by the Nomination and Compensation Committee. As for Directors who are Audit and Supervisory Committee Members, the Board of Directors shall decide on candidates after obtaining the consent of the Audit and Supervisory Committee.

(Note) The Nomination and Compensation Committee is an advisory body to the Board of Directors, that consists of Representative Director and Chairman, Representative Director and President, and three (3) Outside Directors who are Audit and Supervisory Committee Members.

**(Reference) Skills Matrix of Directors**

If Proposal 2 is approved as originally proposed in this Meeting, the knowledge and experience of each Director will be as shown in the skills matrix below.

Name	Gender	Management	Sales/ Marketing	Manufacturing/ R&D	Internationality	Human resources/ General affairs	Finance/ Accounting	Legal affairs/ Compliance/ Risk management	ESG/ Sustainability
Hideo Tanaka	Male	●				●	●	●	●
Takashi Kambayashi	Male	●	●	●				●	
Takashi Saito	Male	●	●		●			●	●
Katsuhiko Miyashita	Male		●		●		●	●	●
Masaaki Shimizu	Male					●		●	●
Akira Igawa	Male		●				●	●	●
Masayuki Tanaka	Outside Independent Audit and Supervisory Committee Member Male				●		●	●	
Akemi Sunaga	Outside Independent Audit and Supervisory Committee Member Female	●					●		●
Atsuko Sato	Outside Independent Audit and Supervisory Committee Member Female					●	●	●	

(Note) The table above does not represent all the knowledge and experience of the candidates for Directors.

**Proposal 3:** Granting of Retirement Benefits to a Retiring Director (excluding Directors Who Are Audit and Supervisory Committee Members)

The Company proposes to grant retirement benefits to Mr. Shohei Kawamura, who is retiring as Director at the conclusion of this General Meeting of Shareholders, to reward his services during his term of office, within appropriate amounts based on the criteria established by the Company. It is proposed that decisions on the specific amount and the timing and method for payment, etc. be left to the discretion of the Board of Directors.

The Company has abolished in June 2004 the previous retirement benefits system. Accordingly, the retirement benefits to be granted based on this proposal are to be granted for the period from the assumption of office as Director until June 2004. The submission of this proposal to the General Meeting of Shareholders has been determined by the Board of Directors in accordance with Regulations on Officers Retirement Benefits and Transitional Regulations for Abolishment of Officers Retirement Benefits System, and the Company therefore deems it appropriate.

Career summary of the retiring Director (excluding Directors who are Audit and Supervisory Committee Members) is as follows.

Name	Career summary	
Shohei Kawamura	June 1996	Director General Manager, Accounting Department, the Company
	June 2002	Managing Director In charge of Human Resources and Accounting
	June 2004	Senior Managing Director and Executive Officer General Manager, Administration Division
	June 2006	Representative Director, Senior Managing Director and Executive Officer In charge of General Affairs, Human Resources and Accounting
	June 2007	Representative Director and Executive Vice President In charge of Overseas Business, General Affairs, Human Resource and Accounting
	June 2008	Representative Director and Executive Vice President General Manager, Production Business Division
	April 2010	Representative Director and Executive Vice President General Manager, Production Business Division and General Manager, Business Development Division
	August 2010	Representative Director and Executive Vice President General Manager, Business Development Division and General Manager, Administration Division
	June 2011	Representative Director and Chairman
	June 2024	Representative Director, Chairman and CEO (current position)