

**CONVOCATION NOTICE OF THE 21st ORDINARY
GENERAL SHAREHOLDERS MEETING**

For the Fiscal Year Ended March 31, 2026

Daiichi Sankyo Company, Limited

*Note: This translation does not include certain illustrations contained in the Japanese original.

To Our Shareholders

We would like to express our sincere appreciation to our shareholders for your continued support.

Daiichi Sankyo Group's "Purpose" is to "contribute to the enrichment of quality of life around the world," and we aim to meet the needs of society through sustainable growth based on science and technology.

Fiscal 2025 (the year ended March 31, 2026) was the final year of the 5-year business plan (fiscal 2021 to fiscal 2025), and we steadily progressed research, development, and business expansion primarily in oncology with DXd ADC products such as Enhertu and Datroway, thereby further strengthening our growth foundation. Additionally, in response to changes in the business environment, we advanced the review and reorganization of our development strategy and supply network, and incorporated these insights into our business operations. By leveraging the insights obtained from these experiences to strengthen our strategy and business foundation for future growth, we will begin the next 5-year business plan starting in fiscal 2026.

Under this business plan, we will promote a strategy that places oncology more centrally in our growth strategy than ever before, with a view to realizing our long-term vision for 2035 of "Trusted healthcare innovator transforming the lives of people through our science and technology." We aim to contribute to even more patients and maximize product value by creating and broadening multiple products and indications, including DXd ADC products.

Through the establishment of a drug discovery technology platform that enables us to deliver more innovative pharmaceuticals to patients quickly, we are also working on creating future growth drivers following DXd ADC products. Moreover, by enhancing our profit-generating capabilities through operational excellence, such as improving productivity through AI utilization, and contributing to various stakeholders, we will enhance our medium- to long-term corporate value and strengthen our management foundation.

Regarding shareholder returns, we will maximize shareholder value by implementing stable dividends based on a progressive dividend policy. We plan to increase dividends for the fifth consecutive year in fiscal 2026.

Under the next 5-year business plan, Daiichi Sankyo Group aims to further evolve as a company that contributes to sustainable growth and the development of a sustainable society.

We sincerely appreciate your continued understanding and support, and respectfully ask for your ongoing encouragement.



Purpose: Contribute to the enrichment of quality of life around the world

Mission: Create innovative pharmaceuticals addressing diverse medical needs

2035 Vision: Trusted healthcare innovator transforming the lives of people through our science and technology.

Start date of electronic provision measure: May 25,2026
Sending date of paper-based documents: June 2,2026

To Our Shareholders

Hiroyuki Okuzawa
Representative Director, President and CEO
Daiichi Sankyo Company, Limited
3-5-1, Nihonbashi Honcho, Chuo-ku, Tokyo, Japan

CONVOCAION NOTICE OF THE 21ST ORDINARY GENERAL SHAREHOLDERS MEETING

Daiichi Sankyo Company, Limited (“the Company”) is pleased to announce that its 21st Ordinary General Shareholders Meeting will be held as described below.

The Company takes the electronic provision measure when convening the meeting in accordance with the provisions of the Companies Act, and posts the information that constitutes the content of Reference Documents for the General Shareholders Meeting, etc. (matters for which the electronic provision measure for information is to be taken) on the website shown below.

If you are unable to attend on the day, you can exercise your voting rights online or in writing. Please check the Reference Documents for the 21st Ordinary General Shareholders Meeting, refer to page 4, and exercise your voting rights by 5:30 p.m. June 19, 2026 (Friday).

■The Company’s Website:

<https://www.daiichisankyo.com/investors/shareholders/meetings/>

■Tokyo Stock Exchange (“TSE”) website (Listed Company Search):

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

* After accessing the website, enter “Daiichi Sankyo Company, Limited” in the issue name or “4568” in the code, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information” to confirm the information.

1. Date and Time: June 22, 2026, Monday at 10 a.m. (Japan Time) (Reception starts at 9 a.m.)
2. Place: Royal Hall, Royal Park Hotel 3F
1-1, Nihonbashi-Kakigaracho 2-chome, Chuo-ku, Tokyo, Japan
3. Purpose of the Meeting:
Matters to be Reported:
 1. Reports on the Business Report for the 21st Fiscal Year (April 1, 2025 to March 31, 2026), the Consolidated Financial Statements, and the Results of the Audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Reports on the Non-Consolidated Financial Statements for the 21st Fiscal Year (April 1, 2025 to March 31, 2026)
Proposals to be Resolved:
First Proposal: Appropriation of Surplus
Second Proposal: Election of Ten (10) Directors
Third Proposal: Election of Two (2) Audit & Supervisory Board Members
Fourth Proposal: Partial Revision of Medium-term Performance-based Share Compensation to Directors, etc.

- If you are unable to attend the Meeting in person, you may choose one shareholder holding voting rights of the Company as a proxy to attend the Meeting. However, in this case, submission of a document evidencing the proxy’s power of representation is required.
- If neither approval nor disapproval for the proposals is indicated on the voting form, the Company will deem that you indicated your approval for the Company’s proposals.
- The following items are not included in the paper-based documents delivered to shareholders who have requested it, in accordance with laws and ordinances, and Article 16-2 of the Company’s Articles of Incorporation.

< Business Report >

- Status of Subscription Rights to Shares
- Internal Control System
- Matters regarding Accounting Auditors
- Basic Policy regarding Moves toward Large-Scale Acquisition of Company's Share

<Consolidated Financial Statements>

- Consolidated Statement of Changes in Equity
- Notes to Consolidated Financial Statements

<Non-consolidated Financial Statements>

- Non-consolidated Statement of Changes in Net Assets
- Notes to Non-consolidated Financial Statements

Accordingly, the document that is delivered to shareholders is part of the documents included in the scope of audits by Audit & Supervisory Board Members and Accounting Auditors when they prepare their respective audit reports.

- If revisions to the matters subject to the electronic provision measure arise, the details of the revisions will be posted on the respective websites where the matters are posted.

Flow of General Shareholders Meeting

● Before the Meeting

Information on exercising voting rights:

Please exercise your voting rights by no later than 5:30 p.m. on June 19, 2026, Friday (Japan Time).

Exercise of voting rights by mail:

Please indicate your approval or disapproval for the proposals on the enclosed voting form and send the form back to the Company, so that we receive it by the deadline above.

Points to Note

- ✓ If your voting rights are exercised both by mail and via the internet, we will consider the exercise via the Internet to be valid.
 - ✓ If your voting rights are exercised more than once via the Internet, we will consider the latest vote to be valid.
 - ✓ All costs associated with the access to the voting website (<https://evote.tr.mufg.jp/>) (cost of dial-up connections, telephone tolls, etc.) need to be borne by the shareholder.
 - ✓ Please note that shareholders cannot exercise the rights on the voting website between 2:30 am. and 4:30 am. (Japan Time) each day due to maintenance and inspection. Please complete the entry of your voting by the deadline above.
- To institutional investors:
The Company participates in the electronic voting platform for institutional investors operated by ICJ, Inc.

For further assistance regarding the system, please contact:
Transfer Agent Department (Help Desk)
Mitsubishi UFJ Trust and Banking Corporation
Phone: 0120-173-027 (9:00 to 21:00 (Japan Time), toll free (Japan only))

● On the day of the Meeting

If you are visiting to attend the Meeting

Place: Royal Hall, Royal Park Hotel 3F

1-1, Nihonbashi-Kakigaracho 2-chome, Chuo-ku, Tokyo, Japan

Date and Time: June 22, 2026, Monday at 10 am. (Japan Time) (Reception starts at 9 am.)

Shareholders visiting to attend the Meeting should submit their voting rights exercise form.
Please submit it at the reception desk of the Meeting.

If you are watching live distribution

Delivery date and time: From 10:00 am on June 22, 2026, Monday to the close of the Meeting
(The distribution page is scheduled to open around 9:30 am.)

● After the Meeting

- ✓ You can watch video on-demand distribution.
It will be published on the Company's website after the Meeting.
- ✓ You can check the results of the resolution.
The final tally of voting rights will also be disclosed.

Information on live distribution of the Ordinary General Shareholders Meeting and accepting queries in advance:

We will broadcast live on the website only for the shareholders, “Engagement Portal,” so that you can see the state of the Ordinary General Shareholders Meeting from your home. Shareholders may submit prior questions regarding the purpose of the Meeting via the website. Please utilize it as well.

the site only for the <https://engagement-portal.tr.mufg.jp/>
Shareholders
“Engagement Portal”

- Login to the page of the Company’s General Shareholders Meeting
Please enter the ID and the password stated in voting rights exercise form.

Precautions:

- Even if the password has been changed when exercising your voting rights, please enter the temporary password stated in the voting form as is to log in to Engagement Portal.
- Please read the Terms of Use, check the “I agree to the Terms of Use” checkbox, and press the login button.
- Communication charges for viewing will be borne by each shareholder.
- Internet Explorer is not available. For the recommended environment for this website, please refer to the end of the list of questions & answers about “Engagement Portal.”
(The list of questions & answers about “Engagement Portal” of Mitsubishi UFJ Trust and Banking Corporation: <https://www.tr.mufg.jp/daikou/pdf/faq.pdf>)

Assistance regarding how to login to the site only for the Shareholders:

Mitsubishi UFJ Trust and Banking Corporation 0120-676-808 (9:00 to 17:00 excluding weekends and holidays (Japan Time), toll free (Japan only))

*On the day of the General Shareholders Meeting: 9:00 to the end of the Meeting

Information on acceptance of advance queries:

Prior to the Meeting, we are accepting queries from shareholders.

Deadline for submitting advance queries: 5:30 pm on Monday, June 15, 2026

Points to Note

- Your queries are limited to those related to the purpose of the Meeting.
- Among the queries we received in advance, we plan to answer those that we believe will be of interest to many shareholders on the day of the Meeting.
- Please understand that we may not be able to answer all or a part of your queries.

Information on live distribution of the Ordinary General Shareholders Meeting:

Delivery date and time: From 10:00 am on Monday, June 22, 2026 to the close of the Ordinary General Shareholders Meeting

(The distribution page is scheduled to open around 9:30 am, 30 minutes before the start time.)

Precautions:

- ✓ Delivery will be in Japanese only.
- ✓ Due to unavoidable circumstances, live distribution may not be possible. In such case, we will notify you via the Company’s website and others.
- ✓ Since live distribution viewing is not permitted as the attendance of the ordinary General Shareholders Meeting under the Companies Act of Japan (the “Companies Act”), it is not possible to participate in the resolution of the day, ask questions, exercise voting rights or make motions that are permitted to shareholders at the venue of the Ordinary General Shareholders Meeting. Please exercise your voting rights in advance by using the method shown on page 4.
- ✓ Internet participation of the Meeting is limited to the Shareholders only.
- ✓ Shooting/recording of live distribution and publication on SNS etc. are strictly prohibited.
- ✓ Communication charges for viewing will be borne by each shareholder.

Reference Documents for the 21st Ordinary General Shareholders Meeting

First Proposal: Appropriation of Surplus

The Company regards the distribution of profits to all shareholders as a key management issue. Its basic policy is to pay a stable dividend.

During the fiscal year ended March 31, 2026 (fiscal 2025), the Company paid an interim dividend of JPY39 per share on December 10, 2025. A year-end dividend of JPY39 is also planned, bringing total dividend payments for fiscal 2025 to JPY78 per share.

Accordingly, for this fiscal year, the Company proposes to pay year-end dividends as follows.

Matters regarding year-end dividends

- 1) Type of dividend property
Cash
- 2) Matters regarding the assignment of the dividend property to shareholders and the total amount
JPY39 per ordinary share of the Company Total amount: JPY71,519,260,722
- 3) Date on which such distribution of dividends from surplus takes effect
Tuesday, June 23, 2026

(Reference) Shareholder Return Policy in the 5-Year Business Plan (FY2021-FY2025)

- ✓ Stable returns to shareholders by adopting dividend on equity (DOE) * based on shareholders' equity
*DOE: Dividend on equity = Total dividend amount / Equity attributable to owners of the Company
- ✓ Target of DOE for FY2025: 8% or more, exceeding the cost of shareholders' equity

Reference Documents for the 21st Ordinary General Shareholders Meeting**Second Proposal: Election of Ten (10) Directors**


The terms of office of all ten (10) current Directors will expire at the close of this Ordinary General Shareholders Meeting.

Accordingly, the Company requests approval for the election of ten (10) Directors. Candidates for Directors are as follows:


Candidate Number	Name (Age)	Gender	Tenure	Number of Board of Directors' meetings attended
1	Hiroyuki Okuzawa (63) Reelection	Male	5 years	14/14 (100%)
2	Takashi Matsumoto (62) Reelection	Male	2 years	14/14 (100%)
3	Shizuko Ueno (60) Reelection	Female	1 year	11/11 (100%)
4	Joseph Kenneth Keller (63) Reelection	Male	1 year	11/11 (100%)
5	Yasuhiro Komatsu (68) Reelection Independent Director Outside Director	Male	4 years	14/14 (100%)
6	Takaaki Nishii (66) Reelection Independent Director Outside Director	Male	3 years	14/14 (100%)
7	Yo Honma (70) Reelection Independent Director Outside Director	Male	2 years	14/14 (100%)
8	Akihiro Watanabe (67) Reelection Independent Director Outside Director	Male	1 year	11/11 (100%)
9	Reiko Kinoshita (61) Reelection Independent Director Outside Director	Female	1 year	11/11 (100%)
10	Stuart Mackey (57) New election	Male	-	-

Note: The ages of the Candidates of Directors are at the close of this Ordinary General Shareholders Meeting.


Candidate No. 1	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 18, 2026)
	Apr. 1986 Joined Sankyo Company, Limited
	Apr. 2017 Vice President of Business Planning Department, ASCA Company of the Company
	Apr. 2018 President of ASCA Company of Daiichi Sankyo Group Corporate Officer, President of ASCA Company of the Company
	Apr. 2021 Head of Corporate Planning & Management Unit of Daiichi Sankyo Group Executive Officer, Head of Corporate Planning & Management Division and CFO of the Company
	Jun. 2021 Head of Corporate Planning & Management Unit of Daiichi Sankyo Group Director, Executive Officer, Head of Corporate Planning & Management Division and CFO of the Company

 <p>Hiroyuki Okuzawa (Oct. 31, 1962 (63))</p> <p>Candidate for Director</p> <p>Reelection</p>	Apr. 2022	Head of Corporate Planning & Management Unit of Daiichi Sankyo Group Director, Senior Executive Officer, Head of Corporate Planning & Management Division and CFO of the Company
	Apr. 2023	Representative Director, President and COO of the Company
	Apr. 2025	Representative Director, President and CEO of the Company (to present)
Number of Shares of the Company Held 61,378		
Number of years as a Director Five (5) years at the close of this Ordinary General Shareholders Meeting		
Rate of attendance in the Board meeting 14/14 meetings (100%)		
Reason for nomination as a candidate for Director		
<p>Hiroyuki Okuzawa has been involved in international business, corporate strategy, human resources, corporate planning & management at the Company, and served as a Corporate Officer from 2018, Director and CFO from 2021, Representative Director, President and COO from 2023. Since 2025, he has been serving as Representative Director, President and CEO.</p> <p>At the Board, he has appropriately fulfilled the role of decision making and supervision of business execution by making useful remarks and proposals, based on the above experience, professional expertise, and the viewpoint of the representative position of the Company.</p> <p>In addition, he has appropriately made proposals and responded to inquiries at both the Nomination Committee and the Compensation Committee from the standpoint of representing the business execution, based on the policies of both committees, and has contributed to strengthen management oversight function of both committees.</p> <p>The Company has again nominated him as a candidate for Director, expecting him to continue to fulfill the above roles.</p>		
Note		
<ol style="list-style-type: none"> There is no special interest between Hiroyuki Okuzawa and the Company. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and its group companies in Japan and overseas. If his election is approved at the Meeting, he will be included as an insured under the insurance policy. The Company also plans to renew the said policy under the same terms in July 2026. 		


Candidate No. 2	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 18, 2026)
	Apr. 1987 Joined Daiichi Pharmaceutical Company, Limited
	Apr. 2019 Vice President of Human Resources Department, General Affairs Division of the Company


 <p>Takashi Matsumoto (Feb. 6, 1964 (62))</p> <p>Candidate for Director</p> <p>Reelection</p>	Apr. 2021	Corporate Officer, In charge of Human Resources, General Affairs of the Company.
	Apr. 2023	Head of Global HR of Daiichi Sankyo Group (to present) CHRO (Chief Human Resources Officer) of Daiichi Sankyo Group (to present) Executive Officer of the Company
	Jun. 2024	Director, Executive Officer of the Company
	Apr. 2025	Director, Senior Executive Officer of the Company
	Apr. 2026	Head of Global Corporate Affairs of Daiichi Sankyo Group (to present), CCAO (Chief Corporate Affairs Officer) of Daiichi Sankyo Group (to present) Director, Senior Executive Officer* of the Company (to present)
		* Following to the revision of Corporate Officers' titles effective April 2026, his title in Japanese has been changed.
Number of Shares of the Company Held		49,242
Number of years as a Director Two (2) years at the close of this Ordinary General Shareholders Meeting		
Rate of attendance in the Board meeting 14/14 meetings (100%)		
Reason for nomination as a candidate for Director		
<p>Takashi Matsumoto has been involved in human resources, business administration, international business at the Company, and served as a Corporate Officer from 2021. He has been serving as Head of Global HR, CHRO (Chief Human Resources Officer) of Daiichi Sankyo Group since 2023 and Director of the Company since 2024, and Head of Global Corporate Affairs, CCAO (Chief Corporate Affairs Officer) of Daiichi Sankyo Group since 2026.</p> <p>At the Board, he has appropriately fulfilled the role of decision making and supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and the viewpoint of the entire business of the Company.</p> <p>The Company has again nominated him as a candidate for Director, expecting him to continue to fulfill the above roles.</p>		
Note		
<p>1. There is no special interest between Takashi Matsumoto and the Company.</p> <p>2. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and its group companies in Japan and overseas. If his election is approved at the Meeting, he will be included as an insured under the insurance policy. The Company also plans to renew the said policy under the same terms in July 2026.</p>		

Candidate No. 3		
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 18, 2026)	
	Apr. 1990	Joined Suntory Limited (currently Suntory Holdings Limited)
	Dec. 2002	Transferred to Daiichi Suntory Pharma Co., Ltd.
	Apr. 2010	Transferred to Daiichi Sankyo Company, Limited Temporary Transfer to Daiichi Sankyo RD Associe Co., Ltd.
	Apr. 2020	Vice President of Clinical Development Dept. III, Development Function, R&D Division of the Company
	Apr. 2022	Corporate Officer, Head of Medical Affairs Division, Japan Business Unit of the Company


 <p>Shizuko Ueno (Jul. 4, 1965 (60)) Candidate for Director Reelection</p>	Apr. 2024	Special Assignment on Patient Centricity of Daiichi Sankyo Group (to present) Executive Officer, Head of Medical Affairs Division, Japan Business Unit of the Company
	Apr. 2025	Head of Japan Business Unit of Daiichi Sankyo Group (to present) Executive Officer, Head of Japan Business Unit, Head of Medical Affairs Division, Japan Business Unit of the Company
	Jun. 2025	Director, Executive Officer, Head of Japan Business Unit, Head of Medical Affairs Division, Japan Business Unit of the Company
	Apr. 2026	Director, Senior Executive Officer, Head of Japan Business Unit of the Company (to present)
Number of Shares of the Company Held 25,911		
Number of years as a Director One (1) year at the close of this Ordinary General Shareholders Meeting		
Rate of attendance in the Board meeting 11/11 meetings (100%) (after her assumption of office in June 2025)		
Reason for nomination as a candidate for Director		
<p>Shizuko Ueno has been involved in Research & Development and Medical Affairs etc. at the Company and served as Corporate Officer from 2022. Since 2024, she has held the title of Special Assignment on Patient Centricity, and has been serving as Head of Japan Business Unit of Daiichi Sankyo Group, and Director and Head of Japan Business Unit of the company.</p> <p>At the Board, she has appropriately fulfilled the role of decision making and supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and the viewpoint of the entire business of the Company.</p> <p>The Company has again nominated her as a candidate for Director, expecting her to continue to fulfill the above roles.</p>		
Note		
<ol style="list-style-type: none"> There is no special interest between Shizuko Ueno and the Company. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and its group companies in Japan and overseas. If her election is approved at the Meeting, she will be included as an insured under the insurance policy. The Company also plans to renew the said policy under the same terms in July 2026. The name on the family register of Shizuko Ueno is Shizuko Urano. 		

Candidate No. 4	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 18, 2026)
	1984 Joined Beecham Pharmaceuticals (currently GlaxoSmithKline)
	1990 Joined Critical Care America, Inc.
	1991 Joined Amgen Inc.
	2012 Joined Spectrum Pharmaceuticals, Inc.
May. 2014	Joined Daiichi Sankyo, Inc. Daiichi Sankyo Administrative & Commercial President, Daiichi Sankyo, Inc.
Jun. 2016	Daiichi Sankyo Administrative & Commercial President, Daiichi

 <p>Joseph Kenneth Keller (Oct. 25, 1962 (63))</p> <p>Candidate for Director</p> <p>Reelection</p>	<p>Sankyo, Inc. and President & CEO, Luitpold Pharmaceuticals, Inc. (currently American Regent, Inc.)</p> <p>Apr. 2019 President, Daiichi Sankyo U.S. Holdings, Inc. (to present) and President & CEO, Daiichi Sankyo, Inc. (to present) and Daiichi Sankyo Administrative & Commercial President, Daiichi Sankyo, Inc. and President & CEO, American Regent, Inc.</p> <p>Apr. 2021 Head of Oncology Business Unit of Daiichi Sankyo Group (to present)</p> <p>Jun. 2025 Director of the company (to present)</p> <p>Apr. 2026 Head of Global Oncology Business of Daiichi Sankyo Group (to present)</p>
<p>Number of Shares of the Company Held 0</p>	
<p>Number of years as a Director One (1) year at the close of this Ordinary General Shareholders Meeting</p> <p>Rate of attendance in the Board meeting 11/11 meetings (100%) (after his assumption of office in June 2025)</p> <p>Material concurrent positions President, Daiichi Sankyo U.S. Holdings, Inc. and President & CEO, Daiichi Sankyo, Inc.</p>	
<p>Reason for nomination as a candidate for Director</p> <p>Joseph Kenneth Keller (abbreviated as Ken Keller) possesses an extensive career in the pharmaceutical industry before joining Daiichi Sankyo, Inc. After joining Daiichi Sankyo, Inc., within Daiichi Sankyo Group, he has been leading the cardiovascular and oncology areas in the U.S. and global oncology business of Daiichi Sankyo Group, and has served as President and CEO of the subsidiaries of Daiichi Sankyo in the U.S. He has served as President of Daiichi Sankyo U.S. Holdings, Inc., President & CEO of Daiichi Sankyo, Inc. since 2019, Head of Oncology Business Unit of Daiichi Sankyo Group since 2021, Director of the company since 2025, and Head of Global Oncology Business of Daiichi Sankyo Group since 2026.</p> <p>At the Board, he has appropriately fulfilled the role of decision making and supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and the viewpoint of the entire business of the Company.</p> <p>The Company has again nominated him as a candidate for Director, expecting him to continue to fulfill the above roles.</p>	
<p>Note</p> <ol style="list-style-type: none"> 1. There is no special interest between Joseph Kenneth Keller and the Company. 2. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and its group companies in Japan and overseas. If his election is approved at the Meeting, he will be included as an insured under the insurance policy. The Company also plans to renew the said policy under the same terms in July 2026.3. Joseph Kenneth Keller is utilizing the abbreviated version of his name, Ken Keller, within the Company. 	

Candidate No. 5		
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 18, 2026)	
 <p>Yasuhiro Komatsu (Oct. 25, 1957 (68))</p> <p>Candidate for Outside Director</p> <p>Independent Director</p> <p>Reelection</p>	<p>Aug. 1998 Chief, Department of nephrology, St. Luke's International Hospital</p> <p>Nov. 2007 Director, Kidney center. St. Luke's International Hospital</p> <p>Jan. 2011 Vice President, Chief Quality and Safety Officer, St. Luke's International Hospital</p> <p>Nov. 2017 Chairman and Professor, Department of Healthcare Quality and Safety, Graduate School of Medicine, Gunma University</p> <p>Nov. 2017 Director, Department of Healthcare Quality and Safety, Gunma University Hospital</p> <p>Apr. 2018 Vice president (in charge of hospital function evaluation certification), Gunma University Hospital</p> <p>Jun. 2022 Outside Director of the Company (to present)</p> <p>Apr. 2023 Professor Emeritus and Professor (Specially appointed for Quality & Safety Science) at Gunma University (to present)</p> <p>Apr. 2023 Advisory Board Member, Gunma University Hospital (to present)</p> <p>Apr. 2023 Vice president, Itabashi Chuo Medical Center</p> <p>May 2026 Professor and Chair, Department of Medical Safety, Tokyo Women's Medical University (to present)</p>	
	Number of Shares of the Company Held	1,000
	Number of years as a Director	Four (4) years at the close of this Ordinary General Shareholders Meeting
	Rate of attendance in the Board meeting	14/14 meetings (100%)
	Material concurrent positions	Professor and Chair, Department of Medical Safety, Tokyo Women's Medical University Professor Emeritus and Professor (Specially appointed for Quality & Safety Science) at Gunma University Advisory Board Member of Gunma University Hospital
	Reason for nomination as a candidate for Outside Director	<p>Yasuhiro Komatsu has a wealth of experience and a wide range of knowledge in medical care, clinical governance, public health, drug safety and risk management, from his experience as a medical doctor and a hospital administrator.</p> <p>At the Board, he has appropriately fulfilled the role of supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and objective standpoint.</p> <p>In addition, as a member of the Nomination Committee and the Compensation Committee, he has made statements actively from an objective standpoint, and has contributed to strengthen management oversight function of both committees.</p> <p>The Company has again nominated him as a candidate for Outside Director, expecting him to continue to fulfill the above roles.</p>
	Note	<p>1. There is no special interest between Yasuhiro Komatsu and the Company.</p> <p>2. Yasuhiro Komatsu satisfies the requirements for Independent Directors/Corporate Auditors as provided for by the Tokyo Stock Exchange and criteria for independence as Outside Directors provided by the Company, and the Company has filed him as an Independent Director with the aforementioned stock exchange. If the election of Yasuhiro Komatsu is approved at the Meeting, he will continue to be designated as an Independent Director.</p> <p>3. With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Yasuhiro Komatsu to limit his liability in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreement), and the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances. If the election of Yasuhiro Komatsu is approved at the Meeting, we will continue the Liability Limitation Agreement on the same terms and conditions.</p>


4. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and its group companies in Japan and overseas. If his election is approved at the Meeting, he will be included as an insured under the insurance policy. The Company also plans to renew the said policy under the same terms in July 2026.

Candidate No. 6	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 18, 2026)
 <p>Takaaki Nishii (Dec. 27, 1959 (66)) Candidate for Outside Director Independent Director Reelection</p>	Apr. 1982 Joined Ajinomoto Co., Inc.
	Jul. 2004 Member of the Board, Ajinomoto Frozen Foods Co., Inc.
	Jun. 2007 Corporate Vice President, Ajinomoto Frozen Foods Co., Inc.
	Jun. 2011 Corporate Executive Officer, Ajinomoto Co., Inc.
	Jun. 2013 Member of the Board & Corporate Vice President, Ajinomoto Co., Inc.
	Aug. 2013 President, Ajinomoto do Brasil Indústria e Comércio de Alimentos Ltda.
	Jun. 2015 Representative Director, President & Chief Executive Officer, Ajinomoto Co., Inc.
	Jun. 2021 Director, Representative Executive Officer, President & CEO, Ajinomoto Co., Inc.
	Apr. 2022 Director, Executive Officer, Ajinomoto Co., Inc.
	Jun. 2022 Senior Corporate Advisor, Ajinomoto Co., Inc.
Jun. 2023 Outside Director of the Company (to present)	
Number of Shares of the Company Held	4,800
Number of years as a Director	Three (3) years at the close of this Ordinary General Shareholders Meeting
Rate of attendance in the Board meeting	14/14 meetings (100%)
Material concurrent positions	Outside Director of Kao Corporation
Reason for nomination as a candidate for Outside Director	<p>Takaaki Nishii has a wealth of experience and a wide range of knowledge in corporate management, global business, and human resources from his experience as a company manager at a food and amino acids material manufacturer.</p> <p>At the Board, he has appropriately fulfilled the role of supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and objective standpoint.</p> <p>In addition, he has appropriately chaired and managed the Board of Directors as the chairperson (since June 2025), and as a member of the Nomination Committee and Compensation Committee, he has made beneficial statements and has contributed to strengthen management oversight function of both committees.</p> <p>The Company has again nominated him as a candidate for Outside Director, expecting him to continue to fulfill the above roles.</p>
Note	<p>1. There is no special interest between Takaaki Nishii and the Company.</p> <p>2. Takaaki Nishii satisfies the requirements for Independent Directors/Corporate Auditors as provided for by the Tokyo Stock Exchange and criteria for independence as Outside Directors provided by the Company, and the</p>

Company has filed him as an Independent Director with the aforementioned stock exchange. If the election of Takaaki Nishii is approved at the Meeting, he will continue to be designated as an Independent Director.

3. With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Takaaki Nishii to limit his liability in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreement), and the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances. If the election of Takaaki Nishii is approved at the Meeting, we will continue the Liability Limitation Agreement on the same terms and conditions.


4. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and its group companies in Japan and overseas. If his election is approved at the Meeting, he will be included as an insured under the insurance policy. The Company also plans to renew the said policy under the same terms in July 2026.

Candidate No. 7	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 18, 2026)
 <p>Yo Honma (May. 8, 1956 (70)) Candidate for Outside Director Independent Director Reelection</p>	Apr. 1980 Joined Nippon Telegraph and Telephone Public Corporation (known as NTT)
	Jun. 2014 Director, Executive Vice President, and Company President, Enterprise IT Services Company of NTT DATA Corporation
	Jul. 2015 Executive Vice President of NTT DATA Corporation
	Jun. 2016 Representative Director and Senior Executive Vice President of NTT DATA Corporation
	Jun. 2018 President and Chief Executive Officer, Representative Director of NTT DATA Corporation
	Jul. 2023 President and Chief Executive Officer, Representative Director of NTT DATA Group Corporation
Jun. 2024 Chief Corporate Advisor of NTT DATA Group Corporation (to present)	
Jun. 2024 Outside Director of the Company (to present)	
Number of Shares of the Company Held	1,500
Number of years as a Director	Two (2) years at the close of this Ordinary General Shareholders Meeting
Rate of attendance in the Board meeting	14/14 meetings (100%)
Material concurrent positions	Chief Corporate Advisor of NTT DATA Group Corporation Outside Director of Mitsui Fudosan Co., Ltd. Outside Director of Tokyo Electric Power Company Holdings, Inc. (Scheduled to take office in June 2026)
Reason for nomination as a candidate for Outside Director	<p>Yo Honma has a wealth of experience and a wide range of knowledge in corporate management and IT / digital technology, from his experience as a company manager in the information and communication field.</p> <p>At the Board, he has appropriately fulfilled the role of supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and objective standpoint.</p> <p>In addition, he has appropriately chaired and managed as the chairperson of the Compensation Committee, and as a member of the Nomination Committee, he has made statements actively from an objective standpoint, and has contributed to strengthen management oversight function of both committees.</p>

The Company has again nominated him as a candidate for Outside Director, expecting him to continue to fulfill the above roles.

Note

1. There is no special interest between Yo Honma and the Company.
2. Yo Honma satisfies the requirements for Independent Directors/Corporate Auditors as provided for by the Tokyo Stock Exchange and criteria for independence as Outside Directors provided by the Company, and the Company has filed him as an Independent Director with the aforementioned stock exchange. If the election of Yo Honma is approved at the Meeting, he will continue to be designated as an Independent Director.
3. With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Yo Honma to limit his liability in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreement), and the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances. If the election of Yo Honma is approved at the Meeting, we will continue the Liability Limitation Agreement on the same terms and conditions.
4. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and its group companies in Japan and overseas. If his election is approved at the Meeting, he will be included as an insured under the insurance policy. The Company also plans to renew the said policy under the same terms in July 2026.

Candidate No. 8	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 18, 2026)
 <p>Akihiro Watanabe (Feb. 18, 1959 (67))</p> <p>Candidate for Outside Director</p> <p>Independent Director</p> <p>Reelection</p>	<p>Jul. 1990 Audit Department Partner, New York office of KPMG LLP</p> <p>Jul. 1994 Representative Director, KPMG Corporate Finance K.K.</p> <p>Apr. 2002 Representative, Akihiro Watanabe CPA Office (to present)</p> <p>Apr. 2004 Representative Director and Partner, GCA Corporation</p> <p>Jan. 2024 Chairman of Asia Corporate Finance, Houlihan Lokey</p> <p>Jun. 2025 Outside Director of the Company (to present)</p>
Number of Shares of the Company Held	1,100
Number of years as a Director	One (1) year at the close of this Ordinary General Shareholders Meeting
Rate of attendance in the Board meeting	11/11 meetings (100%) (after his assumption of office in June 2025)
Material concurrent positions	Outside Director of Sapporo Holdings Limited
Reason for nomination as a candidate for Outside Director	Akihiro Watanabe has extensive experience and a wide range of knowledge in corporate management, global business, finance and accounting, capital markets and M&A etc., gained from his career as a founder of a global M&A advisory corporation, a corporate executive and a certified public accountant.


At the Board, he has appropriately fulfilled the role of supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and objective standpoint.

In addition, he has appropriately chaired and managed as the chairperson of the Nomination Committee, and as a member of the Compensation Committee, he has made statements actively from an objective standpoint, and has contributed to strengthen management oversight function of both committees.

The Company has again nominated him as a candidate for Outside Director, expecting him to continue to fulfill the above roles.


Note

1. There is no special interest between Akihiro Watanabe and the Company.
2. Akihiro Watanabe satisfies the requirements for Independent Directors/Corporate Auditors as provided for by the Tokyo Stock Exchange and criteria for independence as Outside Directors provided by the Company, and the Company has filed him as an Independent Director with the aforementioned stock exchange. If the election of Akihiro Watanabe is approved at the Meeting, he will continue to be designated as an Independent Director.
3. With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Akihiro Watanabe to limit his liability in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreement), and the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances. If the election of Akihiro Watanabe is approved at the Meeting, we will continue the Liability Limitation Agreement on the same terms and conditions.
4. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and its group companies in Japan and overseas. If his election is approved at the Meeting, he will be included as an insured under the insurance policy. The Company also plans to renew the said policy under the same terms in July 2026.

Candidate No. 9	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 18, 2026)
 <p>Reiko Kinoshita (July 3, 1964 (61))</p> <p>Candidate for Outside Director</p> <p>Independent Director</p> <p>Reelection</p>	Apr. 2000 Vice President of Lehman Brothers Japan Inc.
	Oct. 2002 Senior Vice President of The Tokyo Star Bank, Limited
	Jul. 2005 Director and Managing Executive Officer of SBI Capital Co., Ltd.
	Jun. 2006 Representative Director of SBI Capital Solutions Co., Ltd. (currently Admiral Capital Co., Ltd.) (to present)
	Jun. 2007 Director and Managing Executive Officer of SBI Holdings, Inc.
	Feb. 2021 Representative Director of Yuni Finance Co., Ltd. (to present)
	Mar. 2023 Director of Green Service Inc. (to present)
	Jun. 2025 Outside Director of the Company (to present)

Number of Shares of the Company Held	300
Number of years as a Director	One (1) year at the close of this Ordinary General Shareholders Meeting
Rate of attendance in the Board meeting	11/11 meetings (100%) (after her assumption of office in June 2025)
Material concurrent positions	Representative Director of Admiral Capital Co., Ltd Outside Director, Helios Techno Holding Co., Ltd. Outside Director, KUSURI NO AOKI HOLDINGS CO., LTD.
Reason for nomination as a candidate for Outside Director	<p>Reiko Kinoshita has extensive experience and a wide range of knowledge in corporate management, finance and accounting, business strategy, marketing, corporate turnarounds from the perspective of the investor etc., gained from her career as a founder of an investment fund management company, a corporate executive, and experience in the finance industry.</p> <p>At the Board, she has appropriately fulfilled the role of supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and objective standpoint.</p> <p>In addition, as a member of the Nomination Committee and the Compensation Committee, she has made statements actively from an objective standpoint, and has contributed to strengthen management oversight function of both committees.</p> <p>The Company has again nominated her as a candidate for Outside Director, expecting her to continue to fulfill the above roles.</p>
Note	<ol style="list-style-type: none"> There is no special interest between Reiko Kinoshita and the Company. Reiko Kinoshita satisfies the requirements for Independent Directors/Corporate Auditors as provided for by the Tokyo Stock Exchange and criteria for independence as Outside Directors provided by the Company, and the Company has filed her as an Independent Director with the aforementioned stock exchange. If the election of Reiko Kinoshita is approved at the Meeting, she will continue to be designated as an Independent Director. With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Reiko Kinoshita to limit her liability in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreement), and the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances. If the election of Reiko Kinoshita is approved at the Meeting, we will continue the Liability Limitation Agreement on the same terms and conditions. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and its group companies in Japan and overseas. If her election is approved at the Meeting, she will be included as an insured under the insurance policy. The Company also plans to renew the said policy under the same terms in July 2026.

Candidate No. 10	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 18, 2026)
	1999 Joined Amgen Inc
	2008 Managing Partner of Amgen Ventures
	2009 Joined Santaris Pharma (Current F. Hoffmann-La Roche Ltd.) Chief Business Officer
	2011 Joined Amgen, Inc. Deputy General Manager, Biosimilars Division
Apr.	2013 Joined Daiichi Sankyo, Inc. Global Head of Business Development Executive Vice President, Business Development, Daiichi Sankyo, Inc.

 <p>Stuart Mackey (Jan. 23, 1969 (57))</p> <p>Candidate for Director</p> <p>New election</p>	<p>Apr. 2023 Head of Global Business Development of Daiichi Sankyo Group (to Present) Global Head of Business Development, Daiichi Sankyo, Inc. (to Present)</p>
<p>Number of Shares of the Company Held 0</p>	
<p>Reason for nomination as a candidate for Director</p> <p>Stuart Mackey possesses an extensive career in the pharmaceutical industry before joining Daiichi Sankyo, Inc. After joining Daiichi Sankyo, Inc., within Daiichi Sankyo Group, he has been leading business development, particularly strategic alliances with global pharmaceutical companies in oncology. He has served as Global Head of Business Development, Daiichi Sankyo, Inc. since 2013, and has served as Head of Global Business Development of Daiichi Sankyo Group since 2023.</p> <p>The Company has nominated him as a candidate for Director, expecting him to ensure and enhance the effectiveness of the decision making and supervision of Board of Directors by leveraging a wealth of experience and a wide range of knowledge.</p>	
<p>Note</p> <ol style="list-style-type: none"> 1. There is no special interest between Stuart Mackey and the Company. 2. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and its group companies in Japan and overseas. If his election is approved at the Meeting, he will be included as an insured under the insurance policy. The Company also plans to renew the said policy under the same terms in July 2026. 	

Third Proposal: Election of Two (2) Audit & Supervisory Board Members

The term of office of Yukiko Imazu and Mitsuhiro Matsumoto, Audit & Supervisory Board Members, will expire at the close of this Ordinary General Shareholders Meeting.

Accordingly, the Company requests approval for the election of Two (2) Audit & Supervisory Board Members. The candidates are as follows.


Audit & Supervisory Board has given its consent to this proposal.


(Reference) Expected Audit & Supervisory Board structure after appointment (Plan)

Candidate Number	Name (Age)	Gender	Tenure	Number of the Board meetings attended Number of Audit & Supervisory Board meetings attended
-	Miyuki Arai (63)	Female	3 years	14/14 (100%) 14/14 (100%)
-	Terumichi Yokoyama (60)	Male	1 year	11/11(100%) 11/11(100%)
-	Masako Watanabe (64) Independent Outside	Female	5 years	14/14(100%) 14/14(100%)
1	Takashi Murata (65) New election Independent Outside	Male		-
2	Sayuri Tago (41) New election Independent Outside	Female		-

Note:

- The term of office for Audit & Supervisory Board Members of the Company is four (4) years.
Miyuki Arai was elected at the 18th Ordinary General Shareholders Meeting held in June 2023.
Terumichi Yokoyama was elected and Masako Watanabe was re-elected at the 20th Ordinary General Shareholders Meeting held in June 2025.
- The number of meetings attended by Terumichi Yokoyama indicates only the number of such meetings held after his assumption of office on June 23, 2025.
- The ages of Audit & Supervisory Board Members and its Candidates are at the close of this Ordinary General Shareholders Meeting.

Candidate No. 1	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 18, 2026)
	Apr. 1984 Entered the National Police Agency (hereinafter “NPA”)
	Feb. 2011 Chief, Okinawa Prefectural Police
	Jan. 2014 Director-General, Criminal Investigation Bureau, Tokyo Metropolitan Police
	Aug. 2015 Senior Councilor, Commissioner-General’s Secretariat, NPA
	Aug. 2016 Chief, Osaka Prefectural Police
	Jan. 2018 Director-General, Security Bureau, NPA
	Feb. 2019 Ambassador Extraordinary and Plenipotentiary, Embassy of Japan in the Republic of Finland
	Jan. 2022 Deputy Chief Cabinet Secretary for Crisis Management
	Apr. 2024 Retired as Deputy Chief Cabinet Secretary for Crisis Management
	Takashi Murata (Jun. 4, 1961 (65)) Candidate for Outside Audit & Supervisory Board Member New election
Number of Shares of the Company Held 0	
Material concurrent positions: None	
Reason for nomination as a candidate for Outside Audit & Supervisory Board Member	
<p>Takashi Murata has accumulated extensive experience and broad knowledge in public administration through his career as a senior official at the National Police Agency.</p> <p>The Company has nominated him as a candidate for Outside Audit & Supervisory Board Member, expecting him to fulfill his role of overseeing the decision-making process of the Board of Directors and auditing the execution of duties by the Directors from a professional and objective standpoint based on such experience and knowledge.</p>	
Note	
<ol style="list-style-type: none"> There is no special interest between Takashi Murata and the Company. Takashi Murata satisfies the requirements for Independent Directors/Corporate Auditors as provided by the Tokyo Stock Exchange and Criteria for Independence as Outside Directors/Audit & Supervisory Board Members provided by the Company. If his election is approved at the Meeting, the Company plans to designate him as an Independent Audit & Supervisory Board Member and file the required notification with the aforementioned stock exchange. If the election of Takashi Murata is approved at the Meeting, with regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company will enter into an agreement with Takashi Murata to limit his liability in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreement), and the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and its Group companies in Japan and overseas. If his election is approved at the Meeting, he will be included as an insured under the insurance policy. The Company also plans to renew the said policy under the same terms in July 2026. 	

Candidate No. 2	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 18, 2026)
	<p>Jan. 2013 Joined Bingham Sakai Mimura Aizawa</p> <p>Apr. 2015 Joined Anderson Mori & Tomotsune, following firms' integration</p> <p>Jan. 2023 Partner, Attorney-at-Law, Anderson Mori & Tomotsune (to present)</p>
<p>Sayuri Tago (Nov. 24, 1984 (41))</p> <p>Candidate for Outside Audit & Supervisory Board Member</p> <p>New election</p>	
Number of Shares of the Company Held 0	
Material concurrent positions: Partner, Attorney-at-Law, Anderson Mori & Tomotsune	
Reason for nomination as a candidate for Outside Audit & Supervisory Board Member	
<p>Sayuri Tago has accumulated extensive experience and broad knowledge in legal affairs through her career as an attorney.</p> <p>The Company has nominated her as a candidate for Outside Audit & Supervisory Board Member, expecting her to fulfill her role of overseeing the decision-making process of the Board of Directors and auditing the execution of duties by the Directors from a professional and objective standpoint based on such experience and knowledge.</p>	
Note	
<ol style="list-style-type: none"> 1. There is no special interest between Sayuri Tago and the Company. 2. Sayuri Tago satisfies the requirements for Independent Directors/Corporate Auditors as provided by the Tokyo Stock Exchange and Criteria for Independence as Outside Directors/Audit & Supervisory Board Members provided by the Company. If her election is approved at the Meeting, the Company plans to designate her as an Independent Audit & Supervisory Board Member and file the required notification with the aforementioned stock exchange. 3. If the election of Sayuri Tago is approved at the Meeting, with regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company will enter into an agreement with Sayuri Tago to limit her liability in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreement), and the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances. 4. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and its Group companies in Japan and overseas. If her election is approved at the Meeting, she will be included as an insured under the insurance policy. The Company also plans to renew the said policy under the same terms in July 2026. 	

Fourth Proposal: Partial Revision of Medium-term Performance-based Share Compensation to Directors, etc.

1. Reasons for the proposal and rationale for said compensation

At the 16th Ordinary General Shareholders Meeting held on June 21, 2021, the Company has gained approval to introduce a medium-term performance-based share compensation in the form of a trust-type and share-based compensation plan (the “Compensation Plan,” and a trust established by the Company using the money to be contributed by the Company based on the Compensation Plan is referred to as the “Trust”), which has the nature of performance-based share compensation, as a new incentive plan for its Directors (excluding Outside Directors) (“Target Directors”) and Corporate Officers (collectively “Target Directors & Officers”) to promote management that emphasizes the enhancement of shareholder value in the medium to long term.

At the 17th Ordinary General Shareholders Meeting held on June 27, 2022, the Company has gained approval to the effect that when it is not possible to establish the Trust, amend the trust agreement, make additional contribution to the Trust, in each case, with justifiable reason,, or when delivery or payment (“Delivery” or “Delivered,” as the case may be) of Daiichi Sankyo’s shares or money equivalent to the converted value of such shares (“Daiichi Sankyo’s Shares, etc.”) to Target Directors & Officers from the Trust is not possible because Target Directors & Officers are non-resident in Japan, or other justifiable reason, the Company may, as an alternative to Delivery of Daiichi Sankyo’s Shares, etc. from the Trust, make monetary payments of the amount reasonably calculated based on the number of Daiichi Sankyo’s Shares, etc. that should be Delivered in accordance with the Compensation Plan and on the share price, etc., to Target Directors & Officers.

With the five fiscal years from fiscal 2021 to fiscal 2025 that were the target period for the Compensation Plan having ended recently, the Company requests approval to amend the details, etc. of performance achievement conditions for the Compensation Plan target period consisting of the five fiscal years from fiscal 2026 to fiscal 2030 (the “Target Period” in this proposal).

Currently, there are five Target Directors under the Compensation Plan. Upon approval of the Second Proposal “Election of Ten (10) Directors” as originally proposed, the number of Target Directors will be five.

The purposes of the medium-term performance-based share compensation are to further clarify the linkage between compensation for Target Directors & Officers and the value of Company’s shares, and raise their motivation of contributing to improve the Company’s business performance and corporate value over the medium to long term, as well as to promote sharing the same interests with shareholders. In addition, the details of this proposal are considered necessary and reasonable as a compensation system in terms of the content of the Company’s Decision Policy regarding the Content of Individual Compensations of Directors given factors such as the standard for calculating the amount of compensation, the level of its ratio to the total compensation to Directors, and the level of number of Directors eligible for the Compensation Plan. Furthermore, such details have been determined by comprehensively taking into account the Company’s business conditions and other various circumstances. Accordingly, the Company considers the contents to be appropriate.

The Company has submitted this proposal for approval after taking into consideration the result of deliberation by the Compensation Committee and Board of Directors on this revision.

2. Amount and content of compensation under the revised Compensation Plan

(1) Overview of the Compensation Plan

The Compensation Plan is a share-based compensation plan, under which the Trust will acquire the Company’s shares using the money to be contributed by the Company, and the Daiichi Sankyo’s Shares, etc. are Delivered to Target Directors & Officers. from said Trust. (The details are as described in (2) below and the following sections.)

i) Individuals eligible for Delivery of Daiichi Sankyo’s Shares, etc. under this proposal	• Directors (excluding Outside Directors) and Corporate Officers of the Company ^{*1}
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ii) Impact of the Company's shares covered by this proposal on the total number of issued shares	
Upper limit of money to be contributed by the Company (as described in (2) below)	<ul style="list-style-type: none"> JPY800 million per fiscal year multiplied by the number of target fiscal years in the Company's medium-term business plan (for the initial Target Period commencing from fiscal 2026, the upper limit shall be JPY4.0 billion for five fiscal years.)
Maximum number of Daiichi Sankyo's Shares, etc. to be Delivered to Target Directors & Officers from the Trust and method of acquisition of the Company's shares (as described in (2) and (3) below)	<ul style="list-style-type: none"> 500 thousand shares^{*1} (maximum number of Daiichi Sankyo's Shares, etc. to be Delivered to Target Directors & Officers per fiscal year) multiplied by the number of fiscal years corresponding to the Target Period (for the initial Target Period commencing from fiscal 2026, the maximum number shall be 2.5 million shares for five fiscal years.) Shares of the Company will be acquired from the stock market or by disposal of own shares.^{*2} <p>Note: The ratio of the number of the Company's shares per annum to the total number of issued shares (excluding treasury shares as of March 31, 2026) shall be approximately 0.03%.</p>
iii) Details of performance achievement conditions (as described in (3) below)	<ul style="list-style-type: none"> The Company's performance indices set forth in a medium-term business plan^{*3} (Varies within the range between 0% and 200%-for the initial Target Period commencing from fiscal 2026 according to the degree of achievement of targets of revenue, operating profit, ROE, relative TSR^{*4}, progress of research and development and sustainability indices.)
iv) Timing of Delivery of Daiichi Sankyo's Shares, etc. to Target Directors & Officers (as described in (4) below)	<ul style="list-style-type: none"> In principle, after retirement

*1 The plan will be changed to enable shares to be granted even to foreign national Directors and overseas residents who were previously ineligible

*2 In terms of the method of acquisition of the Company's shares, disposals of own shares will be added.

*3 Instead of the Company's performance indices used for the previous period from FY2021 to FY2025, performance indices from the Medium-term Business Plan will be adopted

*4 TSR: Total Shareholder Returns

(2) Upper limit of money to be contributed by the Company

The Target Period under the Compensation Plan shall be a series of fiscal years subject to a medium-term business plan set out by the Company. In the event that the period subject to a medium-term business plan is revised in response to changes in the external environment, the Target Period will be set in accordance with the revised period subject to the medium-term business plan.

In order to acquire the Company's shares to be Delivered to Target Directors & Officers, the Company will contribute money within the upper limit of JPY800 million per fiscal year (for the initial Target Period, the upper limit shall be JPY4.0 billion for five fiscal years) to establish a trust, wherein Target Directors & Officers who meet the beneficiary requirements shall be beneficiaries, for the Target Period.

The Trust will acquire the Company's shares from the stock market or by disposal of own shares using the money entrusted in accordance with the instructions of the trust administrator.

The Company will award points (as specified in (3) below) to Target Directors & Officers, and Daiichi Sankyo's Shares, etc. will be Delivered to Target Directors & Officers from the Trust when they meet the beneficiary requirements.

The Trust may, at the expiration of the trust period of the Trust, be continued by amending the trust agreement and making additional contributions to the Trust, instead of establishing a new Trust. In that case, the trust period of the Trust will be extended in accordance with the Target Period. The Company will continue awarding points to Target Directors & Officers during the extended trust period.

However, in the case of making such additional contributions, if there are any shares of the Company (excluding Daiichi Sankyo's Shares, etc. equivalent to the number of points awarded to Target Directors & Officers that are yet to be Delivered) and money remaining in the trust property ("Residual Shares, etc.") at the final day of the trust period prior to the extension, the sum of the amounts of Residual Shares, etc. to be Delivered to Target Directors & Officers and additional trust money to be contributed shall be within the amount obtained by multiplying the upper limit per fiscal year of JPY 800 million by the number of fiscal years corresponding to the Target Period.

If neither amendment to the trust agreement nor additional contribution is made at the expiration of the trust period, no points will be awarded to Target Directors & Officers thereafter. However, if Target Directors & Officers who might meet the beneficiary requirements remain in office at that point in time, the trust period of Trust may be extended for up to ten years until such Target Directors & Officers resign from their position and Delivery of the Company's shares is completed.

(3) Calculation method and maximum number of Daiichi Sankyo's Shares, etc. to be acquired by Target Directors & Officers.

The number of Daiichi Sankyo's Shares, etc. to be Delivered to Target Directors & Officers shall be determined at a certain time every year based on Share Delivery Points calculated by multiplying the number of points accumulated over the Target Period, which are awarded according to their position, by the performance-based coefficient. The performance-based coefficient shall be determined within the range between 0% and 200% according to the degree of achievement of targets of the Company's performance indices set forth for the final fiscal year of the Target Period (for the initial Target Period, revenue, operating profit, ROE, relative TSR, progress of research and development and sustainability indices set forth in the medium-term business plan announced in fiscal 2026 are scheduled to be adopted), and one share in the Company per point shall be delivered.

During the trust period, if the Company performs a share split (including allotment of shares without contribution) or a reverse share split of its ordinary shares, or any other reason arises necessitating an adjustment to the number of points, the said number of points shall be reasonably adjusted as needed in accordance with the share split or reverse share split ratio.

The total number of Daiichi Sankyo's Shares, etc. to be Delivered to Target Directors & Officers shall be up to the number obtained by multiplying the maximum number per fiscal year of 500 thousand shares by the number of fiscal years corresponding to the Target Period (for the initial Target Period, the maximum number shall be 2.5 million shares for five fiscal years). The maximum total number of Daiichi Sankyo's Shares, etc. to be Delivered to Target Directors & Officers has been set with reference to information such as the latest share price, in consideration of the upper limit of trust money as stated in (2) above.

(4) Timing of Delivery of Daiichi Sankyo's Shares, etc. to Target Directors & Officers

Target Directors & Officers who meet the beneficiary requirements shall, after their retirement, receive a Delivery of Daiichi Sankyo's Shares, etc. equivalent to the number of Share Delivery Points calculated in accordance with (3) above. At that time, said Target Directors & Officers shall, in principle, receive a delivery of the Company's shares in the number equivalent to 50% of such Share Delivery Points. Meanwhile, the Company's shares equivalent to the remaining points will be converted into cash within the Trust, and said Target Directors & Officers shall receive a payment of money equivalent to the converted value of such shares.

If Target Directors & Officers were to die during the trust period, all the Company's shares in the number equivalent to the number of Share Delivery Points awarded up to that time will be converted into cash within the Trust, and an heir to said Target Directors & Officers shall receive a payment of money equivalent to the converted value of such shares.

(5) Malus provision

In the event of any violation of laws and regulations or serious violation of internal regulations, etc. by Target Directors & Officers or in the event of any violation of the duty of care or duty of loyalty of Target Directors & Officers, the Company shall not deliver or pay to the Target Directors & Officers part or all of the shares of the Company or proceeds from the sale of such shares that were scheduled to be Delivered based on the Compensation Plan.

(6) Clawback provision

In the event that Target Directors & Officers are found to have committed a material accounting error or fraud in the financial indices that are the basis for calculating the performance-based compensation, or

caused the Company to record a significant impairment loss, the Company may demand said Target Directors & Officers to partially or fully compensate the damage in amount obtained by multiplying the number of shares already delivered (including the number of shares sold to pay taxes) under the Compensation Plan by the closing price of the Company's share on the Tokyo Stock Exchange at the date on which the demand for return is notified.

(7) Voting rights related to the Company's shares

To ensure the neutrality of management, voting rights of the Company's shares held by the Trust shall not be exercised during the trust period.

(8) Other details of the Compensation Plan

Other details of the Compensation Plan shall be determined by Board of Directors each time the Trust is established, the trust agreement is amended or an additional contribution to the Trust is made.

(9) Treatment when it is not possible to establish the Trust

When it is not possible to amend the trust agreement or make additional contribution to the Trust, in each case, with justifiable reason, or when for any other justifiable reason, Delivery of Daiichi Sankyo's Shares, etc. to Target Directors & Officers from the Trust is not possible, the Company may, within the upper limit of money to be contributed by the Company, make monetary payments of the amount reasonably calculated based on the number of Daiichi Sankyo's Shares, etc. that should be Delivered in accordance with the Compensation Plan and on the share price, etc., to Target Directors & Officers.

(Reference)

● Skill Matrix of the Board

The Company has identified the skills (knowledge, experience, and abilities) that the Board should possess to properly fulfill its decision-making and management oversight functions, and has set up Skill Matrix that organizes the possession status of such skills by Directors and Audit & Supervisory Board Members.

In light of our Purpose, Mission, medium- to long-term management direction and business strategy, the Company has identified the nine (9) skills given the functions the Board should have to fulfill, aiming to realize the 2035 Vision “Trusted healthcare innovator transforming the lives of people through our science & technology” as shown in the 5-year business plan.

The following table shows the composition of the Board when Proposal 2 and 3 are approved as originally proposed at this Ordinary General Shareholders Meeting, and the skills possessed by each Director and Audit & Supervisory Board Member.

When appointing Directors, we consider the diversity and balance of these skills.

Audit & Supervisory Board Members are appointed based on the requirements for candidates separately set by Audit & Supervisory Board.

	Name	I	Skill									Qualification
			a	b	c	d	e	f	g	h	i	
Director	Hiroyuki Okuzawa		✓	✓		✓	✓	✓	✓		✓	
	Takashi Matsumoto		✓				✓	✓		✓		
	Shizuko Ueno		✓		✓	✓	✓			✓		Pharmacist
	Joseph Kenneth Keller		✓			✓	✓					
	Stuart Mackey		✓			✓	✓		✓			Attorney-at-Law
	Yasuhiro Komatsu	✓	✓		✓			✓	✓			Medical Doctor
	Takaaki Nishii	✓	✓			✓	✓	✓		✓		
	Yo Honma	✓	✓			✓	✓	✓		✓	✓	
	Akihiro Watanabe	✓	✓	✓		✓	✓	✓				Certified public accountant
	Reiko Kinoshita	✓	✓	✓		✓		✓				
Audit & Supervisory Board Member	Miyuki Arai				✓				✓			Pharmacist
	Terumichi Yokoyama		✓				✓	✓	✓			
	Masako Watanabe	✓		✓					✓			Certified public accountant
	Takashi Murata	✓					✓		✓			
	Sayuri Tago	✓							✓	✓		Attorney-at-Law

I: Independent Directors/Corporate Auditors as provided for by the Tokyo Stock Exchange and Outside Directors provided by the Company

a: Corporate Management/ Management Strategy *Including “Governance”

b: Finance/Accounting

c: Science & Technology

d: Business Strategy/Marketing

e: Global Business

f: Human Resources/Human Resources Development

g: Legal/Risk Management

h: Sustainability

i: IT/DX/AI

●Board Evaluation for Fiscal 2025

The Company conducts a Board evaluation every fiscal year and utilizes it for the Board and Directors themselves to assess their current status and identify issues to be addressed, continuously making efforts to improve the functions and effectiveness of its Board.

Implementation method of the board evaluation	In evaluating the effectiveness of the Board of Directors as a whole, the Company has established evaluation criteria and items, with reference to the principles and supplementary principles associated with Principle 4 “Roles and Responsibilities of the Board” of the Corporate Governance Code. These evaluation items include not only the overall evaluation of the Board, but also items in which Directors assess themselves. All Directors and Audit & Supervisory Board Members conduct self-evaluations by selecting rating scales and providing free-text comments, and the results and analyses thereof are reported to the Board of Directors.
Results of the board evaluation for fiscal 2025	The company reported the result of the Board evaluation for fiscal 2025, which concluded that in terms of its roles, responsibilities, operation and composition, the Board of the Company, as well as the Nomination Committee and the Compensation Committee, which are advisory bodies to the Board, are functioning appropriately, and that the effectiveness of the Board as a whole has been ensured. Furthermore, it was confirmed that in fiscal 2025, progress had been made in improvements related to the following issues that required further improvements in the fiscal 2024 evaluation: enhancement of discussion on key matters for further strengthening the oversight functions of the Board, enhancement in terms of operation for further strengthening of the decision-making functions and oversight functions of the Board, and further considerations for optimizing the Board composition.
Priority measures for fiscal 2026	The fiscal 2025 Board evaluation confirmed that progress with improvement issues in the evaluation for the previous fiscal year is being made, but there is a recognition that it is necessary to continue to make improvements. In order to further improve the functions and effectiveness of the Board, the Board will continue to strive to implement the following priority measures in fiscal 2026. (1) Further strengthening the Board of Directors’ decision-making and oversight functions (2) Further strengthening the Board of Directors’ monitoring and risk management functions (3) Board operations aimed at further enriching and deepening discussions within the Board (4) Continuous review of a corporate governance structure suited to our company

Going forward, the Company plans to conduct a board evaluation every fiscal year and conduct evaluations by a third-party organization on a regular basis.

●Audit & Supervisory Board evaluation for fiscal 2025

The Company’s Audit & Supervisory Board conducts an Audit & Supervisory Board evaluation every fiscal year to heighten its effectiveness.

<Implementation method of Audit & Supervisory Board evaluation>

Audit & Supervisory Board established a wide range of evaluation items associated with Audit & Supervisory Board effectiveness. Each Audit & Supervisory Board Member conducted a self-evaluation, and those matters were discussed by the Audit & Supervisory Board.

<Results of the Audit & Supervisory Board evaluation for fiscal 2025>

The evaluation results concluded that the Audit & Supervisory Board’s activities are largely conducted appropriately and its effectiveness is maintained. Meanwhile, recognizing the increased importance of enhancing the depth of audits due to global business expansion and the progress of projects across units and functions, the Audit & Supervisory Board will proactively work on those improvements to further enhance the effectiveness.

● Criteria for Independence as Outside Directors/Audit & Supervisory Board Members

In nominating candidates for Directors, the Company shall include a person who satisfies the definition of Outside Director, aiming at reinforcing decision-making functions from various perspectives and enhancing the supervising function for execution of operation. Outside Directors/Audit & Supervisory Board Members are required to ensure their independence from the Company.

On March 31, 2014, Board of Directors and Audit & Supervisory Board resolved “Criteria for independence as Outside Directors/Audit & Supervisory Board Members” as follows:

1. A Director or an Audit & Supervisory Board Member shall be determined to be independent from the Company and not to have a conflict of interest with general shareholders of the Company unless he or she falls into any of the following categories:
 - (1) A candidate or his or her immediate family member* who:
 - i) is or has been an Executive Person, of the Company or its parent company, companies under the common control or its subsidiary (referring to a director other than outside director, executive/corporate officer or other employee; provided, however, limited to those who are important persons in terms of relationship with immediate family members. The same shall apply hereafter.); or
 - ii) has received during any of the last three fiscal years more than JPY10 million in direct compensation for his or her services as a consultant, a specialist in law, accounting or tax, or a healthcare professional, etc. from the Company, other than director or audit & supervisory board member compensation.

* An “immediate family member” includes a person’s spouse, parents, children, siblings, grandparents, grandchildren, mothers and fathers-in-law, sons and daughters-in-law, spouses of siblings, grandchildren-in-law, and brothers and sisters-in-law. The same shall apply hereafter.
 - (2) A candidate or his or her immediate family member who is or has been within the last ten years, an Executive Person, of a corporation or other association falling into:
 - i) Business relationship
 - a) a company that has made payments to, or received payments from, the Group for products or services in an amount which, in any of the last three fiscal years, exceeds 2% of any of the companies’ consolidated gross revenues;
 - b) a consulting firm, law firm, auditing firm, tax accounting firm or school corporation that receives remuneration from the Group exceeding 10% of its gross revenue in any of the last three fiscal years; or
 - c) a lender from whom the Group obtained a loan of more than 10% of its consolidated total assets at the end of the fiscal year immediately before nomination.
 - ii) Major shareholder
A corporation or other legal entity that is a major shareholder of the Company or a corporation of which the Company is a major shareholder at the time of determining the independence. A major shareholder means a shareholder holding at least 10% of total shares outstanding of the Company.
 - iii) Recipient of charitable contributions
An organization to which the Company’s discretionary charitable contributions in any of the last three fiscal years are more than JPY10 million and 2% of annual gross revenues of that organization or other associations.
 - iv) Accounting auditor
An audit firm that is or has been for the last three years an accounting auditor of the Company Group.
 - v) Cross-directorship arrangement
When an Executive Person of the Company is a current Outside Director or Outside Audit & Supervisory Board Member in a cross-directorship arrangement with the listed company.
2. Even though a candidate for an Outside Director/Audit & Supervisory Board Member falls into any of the above, when Board of Directors or Audit & Supervisory Board judge him or her to be ensured of independence after a comprehensive review, he or she may be determined to have no problem with criteria for independence as an Outside Director/Audit & Supervisory Board Members.

●Matters related to Corporate Governance

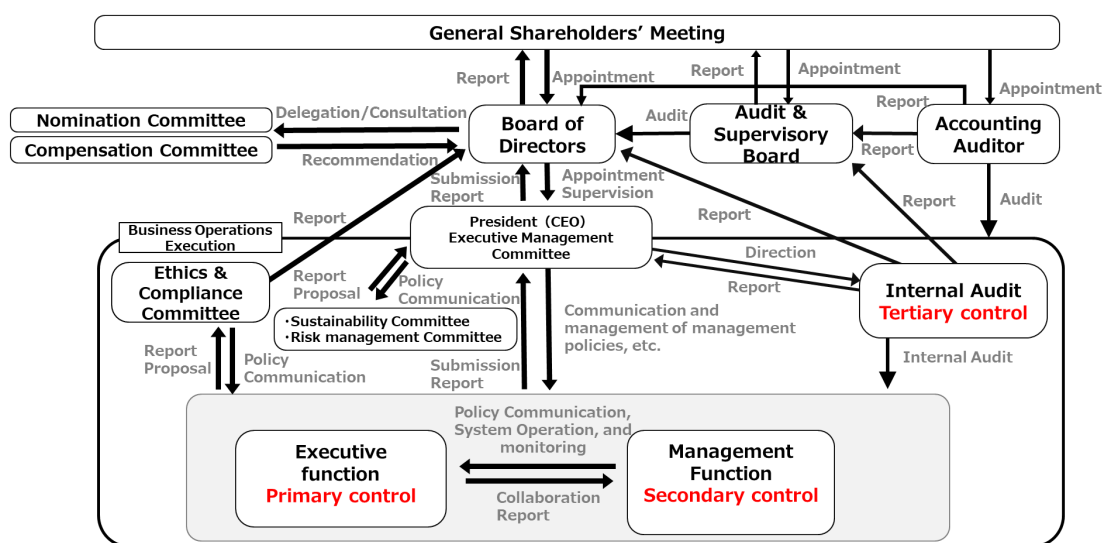
(1) System related to Corporate Governance

- In addition to creating a management structure that can respond speedily and flexibly to changes in the business environment, the Daiichi Sankyo is working to secure legal compliance and management transparency and to strengthen oversight of management and the conduct of operations. We place great importance on building up a corporate governance structure that is responsive to the trust of our stakeholders, especially our shareholders.

1) Corporate Governance Structure

- a. To clarify Directors management responsibility and reinforce their oversight of management and the conduct of operations, their terms of office are set at one year, and five out of our ten Directors are Outside Directors. Since June 2020, an Outside director has been appointed chairperson of the Board of Directors (the Board).
- b. To ensure management transparency, the Company has established two voluntary committees as advisory bodies to the Board: the Nomination Committee and the Compensation Committee. Both committees respectively deliberate on selections or dismissals of CEO and COO, the succession plan of CEO, selections of Director and Audit & Supervisory Board Member candidates, the compensation policy for Directors, the individual amounts of compensation of Directors, and other matters.
- c. It is comprised by five Outside Directors and one Outside Audit & Supervisory Board Member participates as the observer in each committee.
- d. For audits of legal compliance and soundness of management, the Company has adopted an Audit & Supervisory Board system and established the Audit & Supervisory Board comprising five Audit & Supervisory Board Members, including three Outside Audit & Supervisory Board Members.
- e. The Company prescribes specific criteria on the judgment of independence of Outside Directors and Outside Audit & Supervisory Board Members and basic matters regarding execution of duties by Directors and Audit & Supervisory Board Members.
- f. Under the global management structure, the Management Executive Meeting with CxOs, Unit Heads, and Heads of Global Corporate Functions etc. as members is held as appropriate to deliberate on important matters related to the strategy, policy, and execution of group management, and to contribute to management decision-making.
- g. The Company employs a Corporate Officer System which contributes to appropriate and swift management decision-making and the conduct of operations.
- h. With the aims of ensuring effectiveness and efficiency of operations, ensuring reliability of financial reporting, complying with applicable laws and regulations relevant to business activities, and safeguarding assets, the Company structures its internal control system to consist of self-monitoring carried out by respective organizations which execute its functions (primary controls), policy development and monitoring for respective organizations carried out by the corporate organization (secondary controls), and internal auditing encompassing monitoring carried out by the Corporate Internal Audit Department (tertiary controls).

Daiichi Sankyo Group Internal Control System Chart



2) Activities of the Board, etc.

a. The Board

Chairperson: Outside Director, Takaaki Nishii

- As a general rule, the Board meeting is held once a month. A total of 14 meetings were held in fiscal 2025, and all Directors and Audit & Supervisory Board Members attended all of the meetings.
 - * Of the Board meetings held in fiscal 2025, Joseph Kenneth Keller, Shizuko Ueno, Akihiro Watanabe and Reiko Kinoshita attended only those held after their appointment on June 23, 2025.

Specific Consideration Items by the Board

- Long-term strategies / Business strategies
- 6th 5-year Business Plan/ 2035 Vision
- Annual business plan and budget
- Financial results and forecast
- Decision on Matters Related to the Acquisition of Treasury Stock and Cancellation of Treasury Stock
- Execution status of business investments
- Sustainability / ESG management
- Materiality KPI
- Risk management
- Internal audit plans and results
- Appointment of Representative Directors and Executive Directors
- Appointment of candidates for Directors and Audit & Supervisory Board Members
- Global Management Structure and Organizational Restructuring
- Appointment of CxO, unit head, and head of global corporate function etc. in Global Management structure
- Appointment of Corporate Officers
- Board evaluation
- Compensation amounts for individual Directors and Corporate Officers
- Payment of annual performance-based bonuses to Directors and Corporate Officers
- Evaluation coefficients for Medium-term performance-based share compensation
- Payment of monetary compensation receivables for restricted shares and disposal of own shares

- Daiichi Sankyo Group Monthly Business Report
- b. Audit & Supervisory Board
Chairperson: Audit & Supervisory Board Member, Miyuki Arai
- As a general rule, an Audit & Supervisory Board meeting is held once a month. A total of 14 meetings were held in fiscal 2025, and all Audit & Supervisory Board Members attended all of the meetings.
 - *Of Audit & Supervisory Board meetings held in fiscal 2025, Terumichi Yokoyama attended only those held after his appointment on June 23, 2025.

Specific Consideration Items by Audit & Supervisory Board

- Audit policy, audit plans, and division of duties
- Audit Report by Audit & Supervisory Board
- Agenda Item concerning the election of Audit & Supervisory Board Members at the General Shareholders Meeting.
- Evaluation and appointment/ reappointment of Accounting Auditors
- Remuneration of Accounting Auditors
- Evaluation of the effectiveness of Audit & Supervisory Board
- Internal audit plans and results
- Non-assurance services provided by Accounting Auditors
- Status of audit by Audit & Supervisory Board Members of domestic Group companies
- Monthly execution status of duties by Audit & Supervisory Board Members
- Personnel changes and performance appraisal of staff assigned to Office of Audit & Supervisory Board Members

c. Nomination Committee

Chairperson: Outside Director, Akihiro Watanabe

Members: Outside Directors, Yasuhiro Komatsu, Takaaki Nishii, Yo Honma and Reiko Kinoshita

Observer: Outside Audit & Supervisory Board Member, Mitsuhiro Matsumoto

- It has been established to deliberate matters required for selection and dismissal of the CEO/COO, successor plan of the CEO, and selection of candidates for Directors, at the request of the Board, and contribute to the enhancement of management transparency and oversight functions.
- A total of 10 meetings were held in fiscal 2025, and all committee members and observer attended all meetings.
 - * Of the Nomination Committee meetings held in fiscal 2025, Akihiro Watanabe and Reiko Kinoshita attended only those held after their appointment on June 23, 2025.

Specific Consideration Items by the Nomination Committee

- Appointment, dismissal, and reelection of CEO
- CEO Succession Plan
- Appointment of Representative Directors and Executive Directors
- Appointment of candidates for Directors and Audit & Supervisory Board Members
- Skill Matrix of the Board
- Appointment of CxO, unit heads, and head of global corporate function in Global Management structure
- Appointment of Corporate Officers
- Partial Revision of the Corporate Officer System

d. Compensation Committee

Chairperson: Outside Director, Yo Honma

Members: Outside Directors, Yasuhiro Komatsu, Takaaki Nishii, Akihiro Watanabe and Reiko Kinoshita

Observer: Outside Audit & Supervisory Board Member, Yukiko Imazu

- It has been established to deliberate matters required for a policy on compensation of Directors as well as the individual amounts of compensation at the request of the Board and contribute to the enhancement of management transparency and oversight functions.
- A total of 11 meetings were held in fiscal 2025, and all committee members and observer attended all meetings.
 - * Of the Compensation Committee meetings held in fiscal 2025, Akihiro Watanabe and Reiko Kinoshita attended only those held after their appointment on June 23, 2025.

Specific Consideration Items by the Compensation Committee

- Individual compensation amounts, bonus payment amounts, and calculation criteria for Directors
 - Individual compensation amounts, bonus payment amounts, and calculation criteria for Corporate Officers
 - Fiscal 2024 evaluation coefficients for Medium-term performance-based share compensation
 - Allocation of restricted shares
 - Renewal of the directors and officers, etc. liability insurance policy
 - Partial Revision of the Policy Regarding Decisions on Individual Directors' Compensation and Other Benefits
 - Verification of the compensation level for Directors and other officers
 - Issues regarding the compensation system
- * In September and April, in addition to the usual deliberations, the Nomination Committee and the Compensation Committee held joint meetings to discuss the setting of goals for the Executive Chairperson and CEO and evaluation of both.

(2) Policies and Procedures for Appointment/Selection of Directors, Audit & Supervisory Board Members, and CEO

- Directors shall meet the requirement of being personnel of excellent character and insight who contribute to maximizing the corporate value of the Group.
- Directors shall meet the requirements of being appropriate persons with respect to term of office and age, and of being suitably competent of performing timely and accurate judgment, looking at the changes in the business environment while giving importance to the continuance of management policies, etc.
- Directors shall meet the requirements that they are the individuals with expertise, experience, and insight in one or more of the following fields: corporate management and management strategy*, finance and accounting, science and technology, business strategy and marketing, global business, human resources and HR development, legal and risk management, sustainability, and/or IT, DX and AI etc. *Including the corporate governance
- Directors shall meet the requirements that there shall always be Outside Directors included to strengthen the decision-making functions based on various perspectives and to strengthen the function of supervising conduct of operations.
- In principle, it is a requirement that Outside Directors have no more than three concurrent positions as officers of listed companies, excluding the Company.
- The Company recognizes that ensuring the diversity of Directors particularly in terms of gender, nationality, race, etc. as well as incorporating diverse opinions into management are important for strengthening the decision-making functions and the supervisory function of the Board. The Company considers such aspects in mind when appointing candidates for Directors.
- When selecting the candidates for Directors, the Board shall select the candidates after they have been sufficiently deliberated by the Nomination Committee, of which Outside Directors form a majority.
- Directors should attend Board of Directors meetings and maintain an attendance rate of at least 75% or more unless there are unavoidable circumstances.

- Audit & Supervisory Board Members shall meet the requirement of whether they can fulfil their duties and ensure their independence from the representative directors, Directors, and corporate officers.
- When selecting the candidates for Audit & Supervisory Board Members, the Board shall select the candidates after they have been deliberated by the Nomination Committee, and agreed by the Audit & Supervisory Board.
- Outside Directors and Outside Audit & Supervisory Board Members shall be confirmed to have no problems according to specific criteria on the judgment of independence.
- When selecting the candidates for Directors and Audit & Supervisory Board Members, the General Shareholders Meeting shall select them after the relevant proposal.
- Candidates for CEO shall be selected based on the successor plan and defined eligibility requirements, etc. that have been repeatedly discussed at the Nomination Committee.
- Selection of CEO and COO (including reelection) shall be determined by resolution of the Board over a recommendation from the Nomination Committee that the Committee submits after sufficient deliberation.

(3) Policies and Procedures for Dismissal of Directors and CEO

- If any Director is found not meeting eligibility requirements or requirements for execution of duties defined in the Companies Act or the Directors Regulations, following deliberation at the Nomination Committee and the Board, the General Shareholders Meeting shall deem that it meets criteria for dismissal of Directors, and resolve dismissal of such Director after the relevant proposal.
- Dismissal of CEO and COO shall be called into account in light of the Companies Act, defined CEO eligibility requirements or requirements for execution of duties, and determined in the same manner as appointment, by resolution of the Board over a recommendation from the Nomination Committee that the Committee submits after sufficient deliberation.

Regarding the details, please refer to the page of our corporate governance in the Company's website.

https://www.daiichisankyo.com/about_us/governance/

(Topics) 5-Year Business Plan (FY2021-FY2025) Recap

	At the time of planning 5YBP	FY2025
Revenue	1.6 Tn JPY	2.1 Tn JPY
Revenue in Oncology	> 600.0 Bn JPY	954.0 Bn JPY
Core Operating Profit ratio before R&D	40%	38.7%
ROE	> 16%	15.8%
DOE	> 8%	8.7%

Currency exchange rate assumptions
 1 USD=105 JPY, 1 EUR=120 JPY 1 USD=150.78 JPY, 1 EUR=174.79 JPY

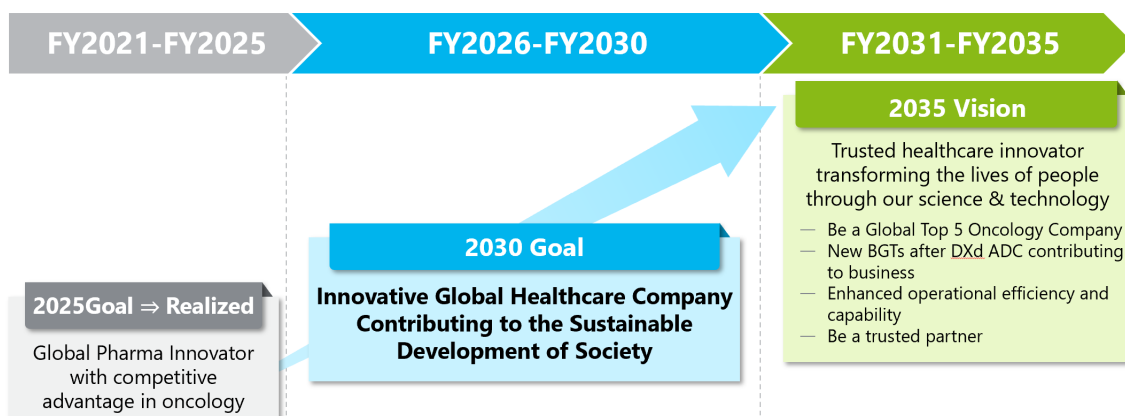
Maximize 3 ADC products

- ◆ The oncology business achieved significant growth, driven by ENHERTU® and DATROWAY®
- ◆ Entered into a strategic alliance with US MRK*, in addition to AstraZeneca

	Products	Others	
ENHERTU®	<ul style="list-style-type: none"> ● Transformed SOC in HER2+ BC and established HER2 low and ultralow BC as a new therapeutic area ● Expanded the use of HER2 directed medicine beyond breast and gastric cancer ● Built a robust in-house commercial organization, particularly strengthening sales capabilities 		
	DATROWAY®	<ul style="list-style-type: none"> ● Provided new treatment option for HR positive HER2 negative BC and EGFR-mutated NSCLC, where treatment options had been limited ● Updated development strategies for 1L and EGFRm NSCLC by implementing novel biomarker based on learnings from TROPION-Lung01 	
	HER3-DXd, I-DXd, R-DXd	<ul style="list-style-type: none"> ● Entered into a strategic alliance with US MRK to maximize product value ● Based on HERTHENA-Lung02 results, decided to withdraw the U.S. regulatory filing for HER3-DXd in lung cancer and pivot to exploring potential in other tumor types ● Obtained positive data for I-DXd and R-DXd, both received BTB in U.S., and expanded development programs 	
Manufacturing and Supply		<ul style="list-style-type: none"> ● Secured ENHERTU® supply capacity in response to rapid global growth ● Expanding in-house manufacturing sites globally ● Revised the supply plan and optimized the global supply chain 	
	Patent Dispute	<ul style="list-style-type: none"> ● Resolved patent dispute with Seagen Inc., confirming DXd ADC as Daiichi Sankyo's proprietary technology 	

*Merck & Co., Inc., Rahway, NJ, USA
 ADC: antibody-drug conjugate, BC: Breast cancer, BTB: Breakthrough Therapy designation, GC: Gastric cancer, NSCLC: non-small cell lung cancer

(Topics) New 5-Year Business Plan (FY2026-FY2030)



New 5-Year Business Plan (FY2026-FY2030) is a turning point to expand oncology business and to identify new BGTs for sustainable growth while enhancing operational efficiency and capability

2030 Goal

Innovative Global Healthcare Company Contributing to the Sustainable Development of Society

FY2030 Financial KPIs		
Revenue >3.0 Tn JPY	Operating Profit >600.0 Bn JPY	EPS >260 JPY

Be a Global Top 5 Oncology Company by 2035	Identify next BGTs by 2030
<ul style="list-style-type: none"> ● Enhance launch excellence for multiple products / indications ● Establish stand-alone capability per progress of pipeline 	<ul style="list-style-type: none"> ● Continuously generate BGT candidates ● Make early decision for BGTs and accelerate development

Operational excellence

Be a trusted partner for sustainable society

- We do not prepare souvenirs for your commemorative visit.
- In principle, those other than shareholders with voting rights are not allowed to enter the venue.
However, if you need an attendant to enter the venue, please contact us in advance. (03-6225-1111)

Business Report and other information are not included in this notification as the Company has adopted a system for providing informational materials for the General Shareholders Meeting in electronic format as stipulated by the Companies Act, whereby, in principle, those materials are viewed on the website.

Pursuant to Article 16, Item 2 of the Articles of Incorporation, some items stipulated by Ministry of Justice order are provided only in electronic format, but shareholders wishing to receive a paper copy of these items from the next meeting onward should contact the securities company they work with or Mitsubishi UFJ Trust and Banking Corporation, the shareholder registry administrator. Requests should be sent so receipt procedures can be completed by the record date of the General Shareholders Meeting (March 31) because the request for delivery of paper copy is sent to the registered address of the shareholder registry administrator.

Shareholders who have already taken steps to request that a paper copy be sent do not need to take steps each time unless otherwise separately informed by the Company.