

**CONVOCATION NOTICE OF THE 18TH ORDINARY
GENERAL SHAREHOLDERS MEETING**

For the Fiscal Year Ended March 31, 2023

Daiichi Sankyo Company, Limited

*Note: This translation does not include pictures, charts etc. originally issued in the Japanese version.

To Our Shareholders

I would like to thank all of our shareholders for your continued support and understanding of our Group's management as the Representative Director, President & COO appointed in April 2023. Changes in our lifestyles due to the prolonged countermeasures against COVID-19 and the emergence of geopolitical risks have greatly shaken our sense of values. I really feel that these factors have reaffirmed the importance of life and health. The Daiichi Sankyo Group's "Purpose" is to "contribute to the enrichment of quality of life around the world." This is the shared understanding of all our employees, and the starting point for all our activities. To achieve our Purpose, we established our 2030 Vision of being an "Innovative Global Healthcare Company Contributing to the Sustainable Development of Society." We see sincere engagement with social issues centered on our concern for patients suffering from illness as the way to make progress toward realizing our Purpose. In order to solve the social issues that the Company is expected by the society, we will leverage our strength in science and technology in a continuing effort aimed at providing innovative solutions such as novel drugs.

In FY2022, we made significant achievements in maximizing the product value "ENHERTU®", the anti-cancer drug taking advantage of our proprietary Antibody Drug Conjugate (ADC) technology. The achievements such as the addition of two indications related to breast cancer were a particularly important progress of our 5-year business plan (FY2021-FY2025). I am extremely delighted that we have been able to add indications that can transform the treatments for patients with breast cancer that could not be approached with traditional HER2 targeted drugs. We will continue to make maximum use of science and technology to create innovative drugs, aiming to contribute to the health and abundant lives of people throughout the world.

I would like to ask our shareholders for your continued support and cooperation.



Hiroyuki Okuzawa

Representative Director, President and COO

Purpose	Contribute to the enrichment of quality of life around the world
2030 Vision 	Innovative Global Healthcare Company Contributing to the Sustainable Development of Society <hr/> <p>To realize our Purpose, the Daiichi Sankyo Group aims to address the social issues (creating innovative pharmaceuticals, initiatives for SDGs, etc.) that we are expected by society to solve through our business activities. We challenge ourselves to continuously provide innovative solutions based on our strength: Science & Technology.</p>

CONVOCAATION NOTICE OF THE 18TH ORDINARY GENERAL SHAREHOLDERS MEETING

Start date of electronic provision measure: May 22,2023

Sent date: May 30,2023

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

To Our Shareholders

Daiichi Sankyo Company, Limited (“the Company”) is pleased to announce that its 18th 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.

■ 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 19, 2023, 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, the Consolidated Financial Statements for the 18th Fiscal Year (from April 1, 2022 to March 31, 2023); and Audit Reports of the Consolidated Financial Statements by the Accounting Auditors and Audit & Supervisory Board
 2. Reports on the Non-consolidated Financial Statements for the 18th Fiscal Year (from April 1, 2022 to March 31, 2023)
Proposals to be Resolved:
First Proposal: Appropriation of Surplus
Second Proposal: Election of Nine (9) Directors
Third Proposal: Election of Two (2) Audit & Supervisory Board Members
Fourth Proposal: Approval of plan related to granting of shares under a trust-type share grant plan to officers and employees of U.S. subsidiaries who reside in California, U.S.A. applying special conditions under California State Securities Law

■ 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 of the Company's Articles of Incorporation.

- < Business Report >

- Status of Subscription Rights to Shares
 - Internal Control System
 - Matters regarding Accounting Auditors

- <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.
- The narrated video on explanations for the Business Report, etc. is scheduled to be published in late May.

Information on exercising voting rights:

Please exercise your voting rights by no later than 5:30 p.m. on June 16 (Friday), 2023 (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.

- ✓ Treatment of voting rights exercised more than once
Treatment of duplicate votes by mail and via the Internet
If your voting rights are exercised both by mail and via the internet, we will consider the exercise via the Internet to be valid.
- ✓ Treatment of duplicate votes via the Internet
If your voting rights are exercised more than once via the Internet, we will consider the latest vote to be valid.

Points to Note

- ✓ 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 website between 2:00 a.m. and 5:00 a.m. (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))

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 Shareholders “Engagement Portal”	https://engagement-portal.tr.mufg.jp/
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- 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))

Information on acceptance of advance queries:

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

Deadline for submitting advance queries: 5:30pm on June 12, 2023 (Monday)

Points to Note

- Your queries are limited to those related to the purpose of the Meeting.
- Of the advance queries we received, 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 of your queries.

Information on live distribution of the Ordinary General Shareholders Meeting:

Delivery date and time: From 10:00 am on Monday, June 19, 2023 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.
- ✓ 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 18th Ordinary General Shareholders Meeting

Proposals and References

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, 2023 (fiscal 2022), the Company paid an interim dividend of JPY15 per share on December 1, 2022. A year-end dividend of JPY15 is also planned, bringing total dividend payments for fiscal 2022 to JPY30 per share.

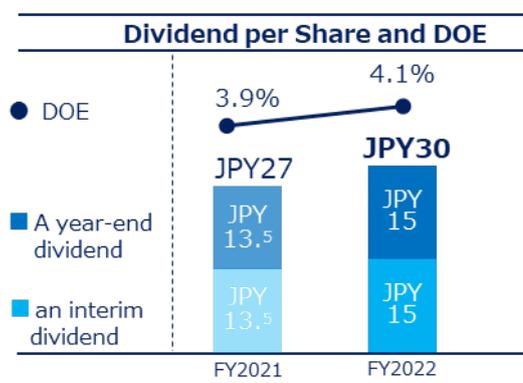
Accordingly, for this fiscal year, the Company proposes to pay year-end dividends as follows.

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
JPY15 per ordinary share of the Company
Total amount: JPY28,760,158,125
- 3) Date on which such distribution of dividends from surplus takes effect
June 20, 2023, Tuesday

(Reference) Shareholder Return Policy in the 5-Year Business Plan (fiscal 2021-2025)

- ✓ 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 fiscal 2025: 8% or more, exceeding the cost of shareholders' equity



Second Proposal: Election of Nine (9) Directors

The terms of office of all nine (9) current Directors will expire at the close of this Ordinary General Shareholders Meeting.

Accordingly, the Company requests approval for the election of nine (9) Directors. Each nominee is voted separately. Candidates for Directors are as follows:

Candidate Number	Name (Age)	Tenure	Number of Board of Directors' meetings attended
1	Sunao Manabe (68) Reelection	9 years	13/13 (100%)
2	Hiroyuki Okuzawa (60) Reelection	2 years	13/13 (100%)
3	Shoji Hirashima (62) Reelection	3 years	13/13 (100%)
4	Masahiko Ohtsuki (63) Reelection	3 years	13/13 (100%)
5	Takashi Fukuoka (62) Reelection	1 year	10/10 (100%)
6	Kazuaki Kama (74) Reelection Independent Director Outside Director	4 years	13/13 (100%)
7	Sawako Nohara (65) Reelection Independent Director Outside Director	4 years	13/13 (100%)
8	Yasuhiro Komatsu (65) Reelection Independent Director Outside Director	1 year	10/10 (100%)
9	Takaaki Nishii (63) New election Independent Director Outside Director	—	—

Notes:

- There is no special interest between each candidate and the Company.
- Candidates for Outside Directors, Kazuaki Kama, Sawako Nohara and Yasuhiro Komatsu satisfy the requirements for Independent Directors/Corporate Auditors as provided by the Tokyo Stock Exchange and criteria for independence as Outside Directors provided by the Company, and the Company has filed them as Independent Directors with the aforementioned stock exchange. If the election of Takaaki Nishii is approved at the Meeting, he will also be designated as Independent Director and the Company will file him as an Independent Director as he satisfies the requirements for Independent Directors/Corporate Auditors as provided by the Tokyo Stock Exchange and criteria for independence as Outside Directors provided by the Company.
- With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company has entered into agreements with each Outside Director to limit their liabilities in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreements), 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 each candidate for Outside Director is approved at the Ordinary General Shareholders Meeting, we will enter into the Liability Limitation Agreements on the same terms and conditions.
- The Company has entered into a directors and officers 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 officers is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.
The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If the election of each candidate for Director is approved, the Company plans to include each of them as an insured under the insurance policy and renew the policy in July 2023.
- The age of each candidate for Director is as of June 19, 2023.
- The number of attendance for Takashi Fukuoka and Yasuhiro Komatsu in the meetings of Board of Directors (the "Board") indicates the number of attendance only to such meetings during fiscal 2022 held after their assumptions of office on June 27, 2022.

Candidate No. 1	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 16, 2023)
 <p>Sunao Manabe (Aug. 5, 1954 (68)) Candidate for Director Reelection</p>	<p>Apr. 1978 Joined Sankyo Company, Limited (“Sankyo”)</p> <p>Jul. 2005 Vice President, Medicinal Safety Research Laboratories of Sankyo</p> <p>Apr. 2007 Vice President, Medicinal Safety Research Laboratories of the Company</p> <p>Apr. 2009 Corporate Officer, Vice President of Global Project Management Department, R&D Division of the Company</p> <p>Apr. 2011 Corporate Officer, Head of Group HR & CSR of the Company</p> <p>Apr. 2012 Corporate Officer, Vice President of Corporate Strategy Department, Corporate Strategy Division of the Company</p> <p>Apr. 2014 Executive Officer, President of Japan Company and Head of Business Intelligence Division of the Company</p> <p>Jun. 2014 Director, Executive Officer, President of Japan Company and Head of Business Intelligence Division of the Company</p> <p>Apr. 2015 Director, Senior Executive Officer, In Charge of Global Sales & Marketing of the Company</p> <p>Apr. 2016 Director, Executive Vice President, Head of General Affairs & Human Resources Division, and Medical Affairs Division of the Company¹⁾</p> <p>Jun. 2016 Representative Director, Executive Vice President, Head of General Affairs & Human Resources Division, and Medical Affairs Division of the Company¹⁾</p> <p>Apr. 2017 Representative Director, President and COO of the Company</p> <p>Jun. 2019 Representative Director, President and CEO of the Company</p>
	<p>Apr. 2023 Representative Director, Executive Chairperson and CEO of the Company (to present)</p> <p>1) Appointed also as the Head of General Affairs & Human Resources Unit in the Global Management Structure of Daiichi Sankyo Group</p>
	<p>Number of Shares of the Company Held 152,338</p>
	<p>Number of years as a Director Nine (9) years at the close of this Ordinary General Shareholders Meeting</p> <p>Rate of attendance in the Board meeting 13/13 meetings (100%)</p>
	<p>Reason for nomination as a candidate for Director</p> <p>Sunao Manabe has been involved in research, development, international business, general affairs & human resources, corporate strategy, global sales & marketing and medical affairs in the Company, and served as a Director since 2014, Representative Director, President and COO since 2017, Representative Director, President and CEO since 2019 and Representative Director, Executive Chairperson and CEO since 2023.</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 representative position of the Company.</p> <p>Also, 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 of 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 Sunao Manabe and the Company. 2. The Company has entered into a directors and officers 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 officers is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.

The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas.

If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2023.

Candidate No. 2	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 16, 2023)
 <p>Hiroyuki Okuzawa (Oct. 31, 1962 (60)) Candidate for Director Reelection</p>	Apr. 1986 Joined Sankyo Company, Limited
	Apr. 2017 Vice President of Business Planning Department, ASCA Company of the Company
	Apr. 2018 Corporate Officer, President of ASCA Company of the Company ¹⁾
	Apr. 2021 Executive Officer, Head of Corporate Planning & Management Division and CFO of the Company ²⁾
	Jun. 2021 Director, Executive Officer, Head of Corporate Planning & Management Division and CFO of the Company ²⁾
	Apr. 2022 Director, Senior Executive Officer, Head of Corporate Planning & Management Division and CFO of the Company ²⁾
	Apr. 2023 Representative Director, President and COO of the Company (to present)
Number of Shares of the Company Held	39,961
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	13/13 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 in the Company, and has served as a Corporate Officer since 2018, Director and CFO since 2021 and Representative Director, President and COO since 2023.</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 as CFO and COO of the Company.</p> <p>Also, 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 of 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 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 officers is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.
The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas.
If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2023.

Candidate No. 3	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 16, 2023)
 Shoji Hirashima (Mar. 6, 1961 (62)) Candidate for Director Reelection	Apr. 1988 Joined Daiichi Pharmaceutical Company, Limited
	Apr. 2010 CEO, U3 Pharma GmbH
	Apr. 2015 Vice President, Corporate Strategy Department, Corporate Strategy Division of the Company
	Apr. 2016 Vice President of Corporate Strategy Department and Senior Director of Oncology Business Group, Corporate Strategy Division of the Company
	Apr. 2017 Corporate Officer, Vice President of Corporate Business Management Department, Corporate Strategy and Management Division
	Apr. 2019 Executive Officer, Head of Global Brand Strategy Division of the Company ¹⁾
	Apr. 2020 Senior Executive Officer, Head of Global Brand Strategy Division of the Company ¹⁾
	Jun. 2020 Director, Senior Executive Officer, Head of Global Brand Strategy Division of the Company ¹⁾
	Apr. 2021 Director, Senior Executive Officer, Head of Corporate Strategy Division of the Company ²⁾
	Apr. 2022 Director, Senior Executive Officer, Head of Japan Business Unit of the Company ³⁾
Jun. 2022 Representative Director, Senior Executive Officer, Head of Japan Business Unit of the Company ³⁾ (to present)	
1) Appointed also as the Head of Global Brand Strategy Unit in the Global Management Structure of Daiichi Sankyo Group 2) Appointed also as the Head of Corporate Strategy Unit in the Global Management Structure of Daiichi Sankyo Group 3) Appointed also as the Head of Japan Business Unit in the Global Management Structure of Daiichi Sankyo Group	
Number of Shares of the Company Held	69,359
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	13/13 meetings (100%)
Reason for nomination as a candidate for Director	
<p>Shoji Hirashima has been involved in research and development, international business, corporate strategy, brand strategy and oncology business, and served as a Corporate Officer since 2017, Director since 2020 and Representative Director since 2022.</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 of Director, expecting him to continue to fulfill the above roles.</p>	

Note

1. There is no special interest between Shoji Hirashima and the Company.
2. The Company has entered into a directors and officers 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 officers is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2023.

Candidate No. 4		
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 16, 2023)	
 <p>Masahiko Ohtsuki (Oct. 13, 1959 (63))</p> <p>Candidate for Director</p> <p>Reelection</p>	<p>Apr. 1987 Joined Sankyo Company, Limited</p> <p>Apr. 2010 Vice President, R&D Planning Department, R&D Division of the Company</p> <p>Apr. 2012 Vice President, Research Oversight Function, R&D Division of the Company.</p> <p>Apr. 2013 Vice President, Research Oversight Function, R&D Division of the Company</p> <p>Apr. 2014 Corporate Officer, Vice President of Research Oversight Function, R&D Division of the Company</p> <p>Apr. 2018 Corporate Officer, Vice President of Business Development & Licensing Department of the Company</p> <p>Apr. 2019 Executive Officer, Vice president of Business Development & Licensing Department of the Company</p> <p>Apr. 2020 Senior Executive Officer, Head of Digital Transformation Management Division¹⁾</p> <p>Jun. 2020 Director, Senior Executive Officer, Head of Digital Transformation Management Division¹⁾</p> <p>Apr. 2023 Director, Senior Executive Officer, Head of Global DX²⁾ (to present)</p> <p>1) Appointed also as the Head of Digital Transformation Management Unit and CIO (Chief Information Officer) in the Global Management Structure of Daiichi Sankyo Group</p> <p>2) Appointed also as the Head of Global DX and CDXO (Chief Digital Transformation Officer) in the Global Management Structure of Daiichi Sankyo Group</p>	
	Number of Shares of the Company Held	60,447
	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	13/13 meetings (100%)
	Reason for nomination as a candidate for Director	<p>Masahiko Ohtsuki has been involved in research and development, international business, business development and licensing, and digital transformation in the Company, and served as a Corporate Officer since 2014, Director and CIO (Chief Information Officer) of Daiichi Sankyo Group since 2020 and CDXO (Chief Digital Transformation Officer) of Daiichi Sankyo Group since 2023.</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 of 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 Masahiko Ohtsuki and the Company. 2. The Company has entered into a directors and officers 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 officers is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2023.

Candidate No. 5	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 16, 2023)
 <p>Takashi Fukuoka (Apr. 27, 1961 (62)) Candidate for Director Reelection</p>	<p>Apr. 1987 Joined Sankyo Company, Limited</p> <p>Apr. 2013 Vice President of Venture Science Laboratories, R&D Division of the Company</p> <p>Apr. 2019 Corporate Officer, Executive Vice President, R&D Affairs, Daiichi Sankyo, Inc.</p> <p>Apr. 2022 Executive Officer, Head of Corporate Strategy Division of the Company¹⁾</p>
	<p>Jun. 2022 Director, Executive Officer, Head of Corporate Strategy Division of the Company¹⁾</p>
	<p>Apr. 2023 Director, Senior Executive Officer, Head of Global Corporate Strategy of the Company²⁾ (to present)</p>
	<p>1) Appointed also as the Head of Corporate Strategy Unit in the Global Management Structure of Daiichi Sankyo Group 2) Appointed also as the Head of Global Corporate Strategy in the Global Management Structure of Daiichi Sankyo Group</p>
Number of Shares of the Company Held	14,408
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	10/10 meetings (100%) (after his assumption of office on June 2022)
Reason for nomination as a candidate for Director	<p>Takashi Fukuoka has been involved in research and development, international business, and corporate strategy in the Company, and has served as a Corporate Officer since 2019, Director since 2022 and CStO (Chief Strategy Officer) of Daiichi Sankyo Group since 2023.</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 of 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 Takashi Fukuoka and the Company. 2. The Company has entered into a directors and officers 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 officers is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality. 	

The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas.
If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2023.

Candidate No. 6	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 16, 2023)
 <p>Kazuaki Kama (Dec. 26, 1948 (74)) Candidate for Outside Director Independent Director Reelection</p>	<p>Jul. 1971 Joined Ishikawajima-Harima Heavy Industries Co., Ltd. (currently, IHI Corporation)</p> <p>Jun. 1987 Executive Vice President of IHI INC. (New York)</p> <p>Jul. 2002 Associate Director and Deputy General Manager of Finance and Accounting Division of Ishikawajima-Harima Heavy Industries Co., Ltd.</p> <p>Jun. 2004 Executive Officer and General Manager of Finance and Accounting Division of Ishikawajima-Harima Heavy Industries Co., Ltd.</p> <p>Apr. 2005 Managing Executive Officer, General Manager of Finance and Accounting Division of Ishikawajima-Harima Heavy Industries Co., Ltd.</p> <p>Jun. 2005 Board Director, Managing Executive Officer, General Manager of Finance and Accounting Division of Ishikawajima-Harima Heavy Industries Co., Ltd.</p> <p>Apr. 2007 President and Chief Executive Officer of Ishikawajima-Harima Heavy Industries Co., Ltd.</p> <p>Apr. 2012 Chairperson of the Board of IHI Corporation</p> <p>Apr. 2016 Board Director of IHI Corporation</p> <p>Jun. 2016 Executive Corporate Advisor of IHI Corporation</p> <p>Jun. 2019 Outside Director of the Company (to present)</p> <p>Apr. 2020 Senior Advisor of IHI Corporation (to present)</p>
	Number of Shares of the Company Held 4,100
	<p>Number of years as a Director Four (4) years at the close of this Ordinary General Shareholders Meeting</p> <p>Rate of attendance in the Board meeting 13/13 meetings (100%)</p> <p>Material concurrent positions Senior Advisor of IHI Corporation Outside Director of SUMITOMO LIFE INSURANCE COMPANY Statutory Auditor (Outside) of Tokyo Stock Exchange, Inc. (Scheduled to retire in June 2023) Outside Audit & Supervisory Board Member of JPX Market Innovation & Research, Inc. (Scheduled to retire in June 2023) Outside Director of Japan Exchange Group, Inc. (Scheduled to take office in June 2023)</p>
	<p>Reason for nomination as a candidate for Outside Director</p> <p>Kazuaki Kama has a wealth of experience and a wide range of knowledge in corporate management and financial accounting, from his experience as a company manager at a heavy industry 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>Also, he has appropriately chaired and managed the Nomination Committee as the chair (since June 2022), and as a member of the Compensation committee, he has made beneficial remarks, having contributed to strengthen management oversight function of both committees.</p> <p>The Company has again nominated him as a candidate of Outside Director, expecting him to continue to fulfill the above roles.</p>

Note

1. There is no special interest between Kazuaki Kama and the Company.
2. The Tokyo Stock Exchange, Inc. (hereinafter referred to as the “TSE”), for which Kazuaki Kama serves as an outside auditor, had a failure in the stock trading system in October 2020 and all transactions on the TSE were suspended all day. In response to this, in November 2020, the Financial Services Agency imposed an improvement order to TSE, having recognized that there was a defect in the setting of the automatic switching function of the device in which the failure occurred and that the TSE rules regarding the resumption of trading were not sufficient. Since before the occurrence of the event, Kazuaki Kama has made appropriate proposals for stable and reliable market management at the Board meeting of TSE. After the event happening, based on the investigation report by the “Investigation Committee by Independent Outside Directors Concerning System Failures” established by Japan Exchange Group Inc., which is the parent company of TSE, Kazuaki Kama made appropriate recommendations regarding matters such as recurrence prevention measures, and has fulfilled his responsibilities.
3. Kazuaki Kama 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 Kazuaki Kama is approved at the Meeting, he will continue to be designated as an Independent Director.
4. With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Kazuaki Kama 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 Kazuaki Kama is approved at the Meeting, we will continue the Liability Limitation Agreement on the same terms and conditions.
5. The Company has entered into a directors and officers 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 officers is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.
The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2023.

Candidate No. 7		
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 16, 2023)	
 <p>Sawako Nohara (Jan. 16, 1958 (65))</p> <p>Candidate for Outside Director</p> <p>Independent Director</p> <p>Reelection</p>	<p>Apr. 1980 Joined Mitsubishi Petrochemical Co., Ltd. (currently, Mitsubishi Chemical Corporation)</p> <p>Dec. 1988 Joined Life Science Institute Co., Ltd.</p> <p>Jul. 1995 Joined InfoCom Research, Inc.</p> <p>Jul. 1998 Head of the E-Commerce Business Development Group of InfoCom Research, Inc.</p> <p>Dec. 2001 President of IPSe Marketing, Inc. (to present)</p> <p>Jun. 2006 Outside Director of the Board of NEC Corporation</p> <p>Oct. 2009 Project Professor of the Graduate School of Media and Governance, Keio University</p> <p>Jun. 2012 Audit & Supervisory Board Member of Sompo Japan Insurance Inc.</p> <p>Jun. 2013 Outside Director of the Board of NKSJ Holdings, Inc. (currently, Sompo Holdings, Inc.)</p> <p>Jun. 2014 Outside Director of the Board of Nissha Printing Co., Ltd. (currently, Nissha Co., Ltd.)</p> <p>Jun. 2014 Outside Director of the Board of JAPAN POST BANK Co., Ltd.</p> <p>Jun. 2018 Outside Audit & Supervisory Board Member of Tokyo Gas Co., Ltd.</p> <p>Jun. 2019 Outside Director of the Company (to present)</p> <p>Apr. 2020 Project Professor of the Graduate School of Media and Governance, Keio University</p> <p>Jun. 2021 Outside Director of Tokyo Gas Co., Ltd.</p> <p>Jun. 2021 Outside Director of Keikyu Corporation (to present)</p> <p>Jun. 2022 Outside Director of Resona Holdings, Inc. (to present)</p>	
	Number of Shares of the Company Held	1,400
	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	13/13 meetings (100%)
	Material concurrent positions	<p>President of IPSe Marketing, Inc.</p> <p>Outside Director of Keikyu Corporation</p> <p>Outside Director of Resona Holdings, Inc.</p>
	Reason for nomination as a candidate for Outside Director	<p>Sawako Nohara has a wealth of experience and a wide range of knowledge in corporate management, IT, business, and marketing strategy, from her experience as a company founder and manager related to the internet and digital business.</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>Also, she has appropriately chaired and managed the Compensation Committee as the chair (since June 2022), and as a member of the Nomination Committee, she has made beneficial statements, and has contributed to strengthen management oversight function of both committees.</p> <p>The Company has again nominated her as a candidate of Outside Director, expecting her to continue to fulfill the above roles.</p>
	Note	<p>1. There is no special interest between Sawako Nohara and the Company.</p> <p>2. Sawako Nohara 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</p>

filed her as an Independent Director with the aforementioned stock exchange. If the election of Sawako Nohara is approved at the Meeting, she 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 Sawako Nohara 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 Sawako Nohara 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 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 officers is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.
- The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If her election is approved at the Meeting, the Company plans to include her as an insured under the insurance policy and renew the said policy in July 2023.

Candidate No. 8	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 16, 2023)
 Yasuhiro Komatsu (Oct 25, 1957 (65)) Candidate for Outside Director Independent Director Reelection	Aug. 1998 Chief, Department of nephrology, St. Luke's International Hospital Nov. 2007 Director, Kidney center. St. Luke's International Hospital Jan. 2011 Vice President, Chief Quality and Safety Officer, St. Luke's International Hospital Nov. 2017 Chairman and Professor, Department of Healthcare Quality and Safety, Graduate School of Medicine, Gunma University Nov. 2017 Director, Department of Healthcare Quality and Safety, Gunma University Hospital Apr. 2018 Vice president (specially appointed), Gunma University Hospital Jun. 2022 Outside Director of the Company (to present) Apr. 2023 Professor Emeritus and Professor (Specially appointed for Quality & Safety Science) at Gunma University (to present) Apr. 2023 Advisory Board Member, Gunma University Hospital (to present) Apr. 2023 Vice president, Itabashi Chuo Medical Center (to present)
	Number of Shares of the Company Held 0
	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 10/10 meetings (100%) (after his assumption of office on June 2022) Material concurrent positions Professor Emeritus and Professor (Specially appointed for Quality & Safety Science) at Gunma University Vice president of Itabashi Chuo Medical Center Advisory Board Member of Gunma University Hospital
	Reason for nomination as a candidate for Outside Director
	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. 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. Also, as a member of the Nomination Committee and the Compensation Committee, he has made statements actively from an outside perspective, having contributed to strengthen management oversight function of both committees.

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

Note

1. There is no special interest between Yasuhiro Komatsu and the Company.
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.
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.
4. The Company has entered into a directors and officers 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 officers is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.
The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2023.

Candidate No. 9	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 16, 2023)
 <p>Takaaki Nishii (Dec 27, 1959 (63)) Candidate for Outside Director Independent Director New election</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. (to present)	
Number of Shares of the Company Held	1,000
Material concurrent positions	Senior Corporate Advisor of Ajinomoto Co., Inc. Outside Director of Kao Corporation
Reason for nomination as a candidate for Outside Director	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. 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 the Board by leveraging a wealth of experience and a wide range of knowledge.

Note

1. There is no special interest between Takaaki Nishii and the Company.
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 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 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 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 officers is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.
The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2023.

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

The terms of office of Ryoichi Watanabe and Kenji Sato, 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	New election/ Re-election	Name (Age)	Independent/ Outside	Tenure	Number of the Board meetings attended Number of Audit & Supervisory Board meetings attended
1	Re-election	Kenji Sato (60)		4 years	13/13 (100%) 13/13 (100%)
2	New election	Miyuki Arai (60)		-	-
-	-	Yukiko Imazu (54)	Independent Outside	5years	13/13 (100%) 13/13 (100%)
-	-	Masako Watanabe (61)	Independent Outside	2years	13/13(100%) 13/13(100%)
-	-	Mitsuhiro Matsumoto (62)	Independent Outside	1year	10/10 (100%) 10/10 (100%)

Note:

- The term of office for Audit & Supervisory Board Members of the Company is four (4) years.
Yukiko Imazu was re-elected at the 17th Ordinary General Shareholders Meeting held in June 2022.
Masako Watanabe was elected at the 16th Ordinary General Shareholders Meeting held in June 2021.
Mitsuhiro Matsumoto was elected at the 17th Ordinary General Shareholders Meeting held in June 2022.
- The ages of Audit & Supervisory Board Members and its Candidates are as of June 19, 2023.

Candidate No. 1	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 16, 2023)
 <p>Kenji Sato (Feb. 28, 1963 (60))</p> <p>Candidate for Audit & Supervisory Board Member</p> <p>Reelection</p>	<p>Apr. 1988 Joined Daiichi Pharmaceutical Company, Limited.</p> <p>Apr. 2016 Vice President, R&D General Affairs & Human Resources Department, R&D Division of the Company</p> <p>Apr. 2019 Principal, R&D General Affairs & Human Resources Department, R&D Division of the Company</p> <p>Jun. 2019 Audit & Supervisory Board Member of the Company (to present)</p>
Number of Shares of the Company Held	24,389
Number of years as an Audit & Supervisory Board Member	Four (4) years at the close of this Ordinary General Shareholders Meeting
Rate of attendance in the Board meeting	13/13 meetings (100%)
Rate of attendance in meeting of Audit & Supervisory Board	13/13 meetings (100%)
Reason for nomination as a candidate for Audit & Supervisory Board Member	<p>Kenji Sato was involved in research and development, human resources and management control, among other areas, and is well versed in the overall business activities of the Company, and has broad perspective and a high level of knowledge.</p> <p>As an Audit & Supervisory Board Member, he made useful remarks and recommendations based on the above experience, professional insight and fairness. He also fulfilled his role of confirming the status of decision making by the Board, thereby performing his duties to audit the execution of Directors' duty in an appropriate manner.</p> <p>The Company has again nominated him as a candidate of Audit & Supervisory Board Member, expecting him to continue to fulfill the above roles.</p>
Note	<p>1. There is no special interest between Kenji Sato and the Company.</p> <p>2. The Company has entered into a directors and officers liability insurance policy with an insurance company, which includes him as an insured. 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 officers is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.</p> <p>The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas.</p> <p>If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2023.</p>

Candidate No. 2	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 16, 2023)
 <p>Miyuki Arai (Feb. 27, 1963 (60))</p> <p>Candidate for Audit & Supervisory Board Member</p> <p>New election</p>	<p>Mar. 1985 Joined Sankyo Company, Limited</p> <p>Apr. 2015 Vice President, Pharmacovigilance Department, Quality & Safety Management Division of the Company</p> <p>Apr. 2017 Vice President, Safety and Risk Management Department, Quality & Safety Management Division of the Company</p> <p>Apr. 2019 Corporate Officer, Head of Quality & Safety Management Division of the Company ¹⁾</p> <p>Apr. 2022 Corporate Officer in charge of Quality Assurance & Regulatory Affairs and Clinical Safety & Pharmacovigilance of the Company</p> <p>Apr. 2023 In charge of Office of Audit & Supervisory Board Members of the Company (to present)</p>
	<p>1) Appointed also as the Head of Quality & Safety Management Unit in the Global Management Structure of Daiichi Sankyo Group</p>
	<p>Number of Shares of the Company Held 20,165</p>
	<p>Material concurrent positions: None</p>
	<p>Reason for nomination as a candidate for Audit & Supervisory Board Member</p> <p>Miyuki Arai has been involved in research and development, post-marketing safety control including pharmaceuticals, medical devices and regenerative medicine products and quality assurance. Moreover, she is well versed in the overall business activities of the Company as an executive officer since 2019, so that she has a broad perspective and a high level of knowledge.</p> <p>The Company has nominated her as a candidate for Audit & Supervisory Board Member, expecting her to confirm the status of decision-making by the Board and auditing the execution of duties by the Company's Directors by leveraging her insight and knowledge based on a wealth of experience.</p>
	<p>Note</p> <p>1. There is no special interest between Miyuki Arai and the Company.</p> <p>2. The Company has entered into a directors and officers 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 officers is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If her election is approved at the Meeting, the Company plans to newly include her as an insured under the insurance policy and renew the said policy in July 2023.</p>

(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 2030 Vision “Innovative Global Healthcare Company Contributing to the Sustainable Development of Society” 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	Sunao Manabe		✓		✓	✓	✓	✓		✓		Veterinarian
	Hiroyuki Okuzawa		✓	✓		✓	✓	✓				
	Shoji Hirashima		✓	✓	✓	✓	✓		✓			
	Masahiko Ohtsuki		✓		✓		✓				✓	Pharmacist
	Takashi Fukuoka		✓		✓		✓					Veterinarian
	Kazuaki Kama	✓	✓	✓			✓	✓	✓	✓		
	Sawako Nohara	✓	✓		✓	✓				✓	✓	
	Yasuhiro Komatsu	✓			✓			✓	✓			Doctor
	Takaaki Nishii	✓	✓			✓	✓	✓		✓		
Audit & Supervisory Board Member	Kenji Sato				✓			✓	✓			
	Miyuki Arai				✓				✓			Pharmacist
	Yukiko Imazu	✓						✓	✓			Lawyer
	Masako Watanabe	✓		✓					✓			Certified public accountant
	Mitsuhiro Matsumoto	✓						✓	✓			

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

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/ESG

i: DX/IT

(Reference)

● Board Evaluation for fiscal 2022

The Company utilizes the board evaluation 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.

The Company has conducted the Board evaluation every fiscal year and addressed the issues identified for improvement through the board evaluation. In the subsequent board evaluation, the Company assesses the latest status and confirms the status of improvement from the previous fiscal year.

Implementation method	The Company determines, as the contents and items for evaluation relating to the effectiveness of the Board as a whole, the board evaluation items including the items to be evaluated by the Directors themselves in addition to the evaluation of the Board as a whole with reference to the principle and supplementary principle associated with the general principle 4, “Roles and Responsibilities of the Board,” of Japan’s Corporate Governance Code. All Directors and Audit & Supervisory Board Members self-evaluate the above matters by selecting grades and answering free descriptions, and the analysis results and the details are reported to the Board.
Results of the evaluation for fiscal 2022	The result of the board evaluation for fiscal 2022, 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. In addition, the Company confirmed that improvements are being made in the items identified as improvement issues in the evaluation of fiscal 2021, with the efforts in fiscal 2022.
Priority measures for fiscal 2023	Drawing on the evaluations of fiscal 2022, the Company endeavors to ensure and improve the functions and effectiveness of its Board. To such end, the Company will implement the following priority measures in fiscal 2023: (1) Enhancement of discussion on key matters for further strengthening the oversight functions of the Board (long-term strategy, globalization, etc.) (2) Enhancement in terms of operation for further strengthening of the decision-making functions and oversight functions of the Board (3) Further considerations for optimizing the Board composition

In fiscal 2021, the Company conducted a board evaluation by a third-party organization. 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 2022

Audit & Supervisory Board evaluation is conducted every fiscal year to heighten its effectiveness of Audit & Supervisory Board.

For fiscal 2022 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 of Audit & Supervisory Board then discussed those matters.

The results show that it was confirmed that Audit & Supervisory Board largely carries out its activities appropriately and that its effectiveness has been ensured.

As the Company’s business expands globally, the importance of auditing the operation status of the management structure, the implementation status of risk management and BCP has been increasing. Therefore, Audit & Supervisory Board will draw on these results in terms of applying them to initiatives to be carried out for subsequent fiscal years.

Regarding the details of the Board evaluation for fiscal 2022, the status of audit by Audit & Supervisory Board Members for fiscal 2022 and the criteria for independence as Outside Directors/Audit & Supervisory Board Members, please refer to the page of our corporate governance in the Company’s website.

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

Fourth Proposal: Approval of plan related to granting of shares under a trust-type share grant plan to officers and employees of U.S. subsidiaries who reside in California, U.S.A. applying special conditions under California State Securities Law

1. Reason for the proposal

As announced on August 30, 2022, the Company decided at a meeting of its Board held on the same day to introduce a trust-type share grant plan as a new incentive plan instead of its current share price-linked monetary compensation for officers and employees of its U.S. subsidiaries DAIICHI SANKYO, Inc. and American Regent, Inc. The purpose of introducing this trust-type share grant plan is to enhance the engagement of the aforementioned companies' officers and employees and acquire and retain talented human resources.

When granting shares to residents abroad, securities laws and other laws and regulations of the country or state where each officer or employee receiving shares resides will be applied in addition to the laws of Japan, and registration with authorities in the country or state and other similar procedures may be required. In particular, when securities are offered to residents of the State of California, U.S.A., registration with the State of California is, in principle, required under the California Corporate Securities Law of 1968 (as issued, and may be amended from time to time, by Commissioner of Corporations of the State of California; the "**California State Securities Law**"); however, the Company may be exempted from registration by meeting certain conditions set forth under the California State Securities Law, including obtaining approval from shareholders of the plan related to granting shares under the share grant plan to officers and employees who reside in the State of California.

To facilitate the Company's future granting of shares based on the trust-type share grant plan for officers and employees of the Company's U.S. subsidiaries who reside in California, U.S.A., including the aforementioned companies (the "**U.S. Subsidiaries**"; that plan, the "**Plan**"), it is proposed that the plan related to the following granting of shares be approved.

2. Details of the Plan

(1) Outline of the Plan

The Plan is a share granting plan whereby money contributed by the Company (the Company will invoice each of the U.S. Subsidiaries for an amount corresponding to the trust funds in accordance with the number of Eligible Persons (as defined below) at the U.S. Subsidiary and other similar factors) is used as a source for the acquisition of the Company's shares by a trust established by the Company, and, through that trust, the following (collectively, the "**Plan Benefits**") are delivered and distributed (those actions collectively, "**Delivery**") to officers and employees of the U.S. Subsidiaries who meet beneficiary requirements (each, an "**Eligible Person**"): (i) the Company's shares; and (ii) money to be appropriated to funds for tax payments and the like incurred as a consequence of delivery of the Company's shares.

(2) Establishment of the Trust

The Company establishes a trust in which the Company is the settlor, a trust bank, or another similar third party reasonably selected by the Company is the trustee, and each Eligible Person, etc. is a beneficiary (the "**Trust**"). At the time of introduction of the Plan, it was planned that a trust would be established through the execution of a trust agreement between the trustee Mitsubishi UFJ Trust and Banking Corporation and the trust administrator who is a third party (certified public accountant) with no interest in Daiichi Sankyo.

(3) Share Acquisition by the Trust

Within each trust period, the Trust will acquire the Company's shares during a set period each year using entrusted funds. As the Trust will acquire the Company's shares from the stock market, no dilution will occur. In the first three years of the introduction of the Plan, the Company plans that the Trust will acquire the Company's shares from the stock market at an aggregate market price equivalent to about 400 million U.S. dollars (the ratio of the number of the Company's shares corresponding to the amounts set forth below (calculated based on the share price (closing price) of the Company's shares as of March 31, 2023) to the total number of the Company's shares issued and outstanding (after deduction of treasury stock as of March 31, 2023) is approximately 0.6%). However, the Company may adjust the amount due to an increase or decrease in the number of Eligible Person after the introduction of the Plan or any other reasons.

(4) Method for calculating the amount of Plan Benefits received by Eligible Persons

During the trust period, a set number of points will be granted to Eligible Persons based on their job grade and their performance, etc., and as stated in (5) below, after a certain period has elapsed since the points are granted, the Eligible Persons will receive Delivery of the amount of Plan Benefits corresponding to the number of points they have. The number of shares per point is set in the internal rules of the Company and the U.S. Subsidiaries (at the time of introduction, this is one share per point); however, if, during the trust period, a share split of common shares in the Company (including any allotment of shares of common stock in the Company without contribution) or a share consolidation of common shares in the Company is conducted or any other event that necessitates an adjustment in the number of shares per point occurs, then the number of shares per point will be adjusted as necessary within a reasonable extent in accordance with the split ratio, consolidation ratio, or the like.

(5) Terms and conditions for, and timing of, Delivery of the Plan Benefits to Eligible Persons

In principle, if Eligible Persons are employed, or hold positions as officer or employee of any of the U.S. Subsidiaries at the time when a prescribed period has elapsed from the day of granting of points in accordance with the internal rules of the Company and the U.S. Subsidiaries regarding the Plan (at the time of introduction, it was planned that this period would be three whole years), then on a prescribed day after that period has elapsed, the Eligible Persons will receive Delivery of an amount of Plan Benefits corresponding to the number of points they have.

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

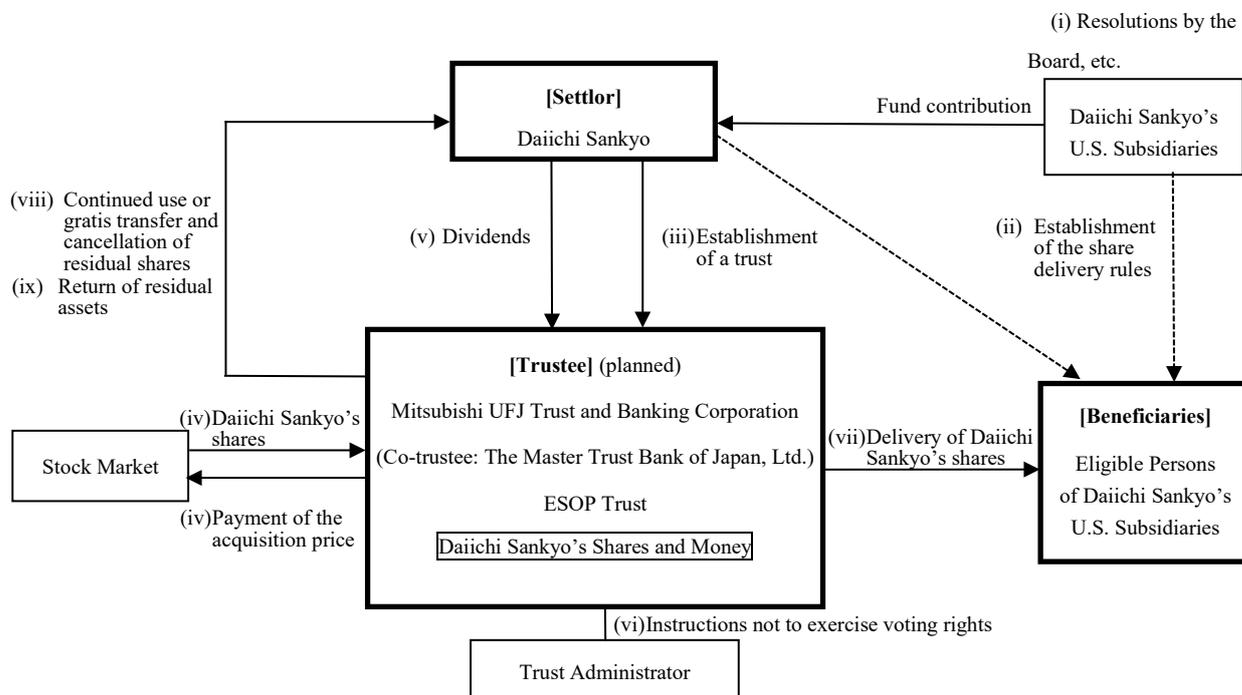
From the perspective of maintaining impartiality with respect to management, voting rights pertaining to the Company's shares held by the Trust will not be exercised throughout the trust period.

(7) Other details concerning the Plan

The Company's Board will determine other details concerning the Plan.

(Reference: Outline of the Plan)

Beneficiaries	U.S. Subsidiaries' officers and employees in positions above a certain level
Timing of granting points	Every June (in principle)
Amount of acquired shares (planned in the first 3 years of introduction)	Approximately 400 million U.S. dollars (as converted into Japanese yen)
Timing of delivering shares to Eligible Persons	At the end of 3 full years after points are granted (in principle)



- (i) Daiichi Sankyo and the U.S. Subsidiaries will perform the required procedures such as resolutions of their Boards of Directors for the introduction of the Plan.
- (ii) Daiichi Sankyo and the U.S. Subsidiaries will establish share delivery rules associated with the Plan at their respective Boards of Directors meetings, etc.
- (iii) Daiichi Sankyo will establish the Trust for Eligible Persons who meet the beneficiary requirements as beneficiaries and will entrust a set amount of money with the trustee during a set period each year.
- (iv) The Trust will acquire Daiichi Sankyo's shares from the stock market during a set period by using the funds entrusted under (iii) above according to the instructions of the trust administrator.
- (v) Dividends will be paid on Daiichi Sankyo's shares held by the Trust in the same manner as other shares of Daiichi Sankyo.
- (vi) Voting rights of Daiichi Sankyo's shares held by the Trust shall not be exercised throughout the trust period.
- (vii) During the trust period, a set number of points will be granted to Eligible Persons based on their job grade and the individual performance, etc. After a certain period of time has elapsed since the points are granted, a number of Daiichi Sankyo's shares corresponding to the number of points in question are delivered to Eligible Persons who meet certain beneficiary requirements.
- (viii) If residual shares remain at the expiration of the trust period, the Trust will continue to be used as for the Plan or as a similar share grant plan, or the Trust will make a gratis transfer of the residual shares in question to Daiichi Sankyo and Daiichi Sankyo will cancel such shares by a resolution of the Board.
- (ix) Upon termination of the Trust, the residual assets after distribution to beneficiaries will be returned to Daiichi Sankyo within the scope of the reserve for trust expenses, which is calculated by deducting funds for share acquisition from the trust money. In addition, any portion exceeding the reserve for trust expenses will be distributed to Eligible Persons that meet certain beneficiary requirements, and then the remaining amount will be donated to an organization with no interest in Daiichi Sankyo.

(Note) In the case where Daiichi Sankyo's shares are exhausted from the Trust due to the delivery of Daiichi Sankyo's shares to Eligible Person who meet the beneficiary requirements, the Trust will be terminated prior to the expiration of the trust period. Daiichi Sankyo may also entrust additional money to the Trust as funds for the acquisition of Daiichi Sankyo's shares, and the Trust may acquire additional shares of Daiichi Sankyo. Then, each of Daiichi Sankyo's U.S. Subsidiaries will contribute an amount of money equivalent to trust money based on the number of Eligible Persons, etc. at each company.

(Reference) Matters regarding Corporate Governance

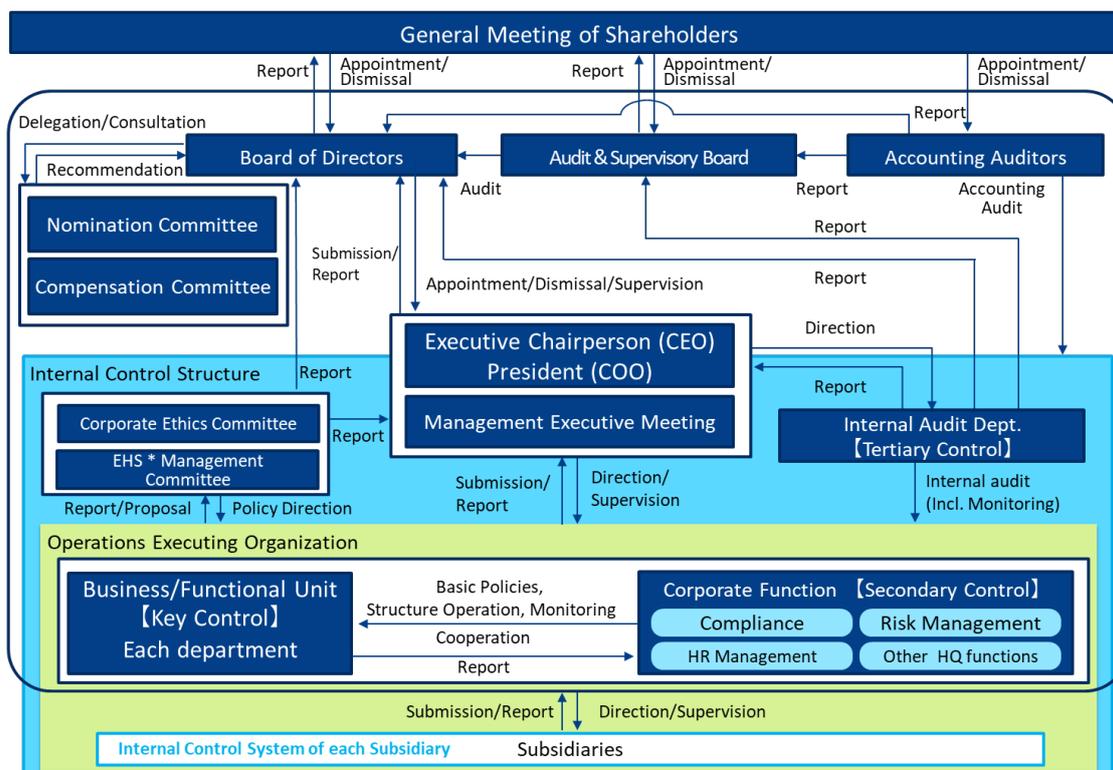
(1) Systems and Policies on Corporate Governance

- 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 four out of our nine Directors are Outside Directors. Since June 2020, an Outside director has been appointed chairperson of the Board.
- b. To ensure management transparency, nomination of candidates for Director and Corporate Officer, successor plan of CEO and compensation thereof are deliberated on by a Nomination Committee and a Compensation Committee, respectively, which are established as voluntary committees.
- c. It is comprised by four 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 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 business unit heads 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 Internal Audit Department (tertiary controls).

Overview of the Corporate Governance Structure



*EHS: Environment, Health, Safety Management Committee

As of April 1, 2023

2) Activities of the Board, etc.

a. The Board

Chairperson: Noritaka Uji, Outside Director

- As a general rule, the Board meeting is held once a month. A total of 13 meetings were held in fiscal 2022, and all Directors and Audit & Supervisory Board Members attended all of the meetings.
 - * Of the Board meetings held in fiscal 2022, Takashi Fukuoka, Yasuhiro Komatsu and Mitsuhiro Matsumoto attended only those held after their appointment on June 27, 2022.

Major Consideration Items by the Board

- Long-term strategies / Business strategies
- Annual business plan and budget
- Financial results and forecast
- Execution status of business investments
- Sustainability / ESG / Materiality KPI
- Risk management
- Internal audit plans and results
- Selection of candidates for Directors and Audit & Supervisory Board Members
- Selection of Representative Directors and Executive Directors
- Revision of Global Management structure and organizations
- Selection of Head, Unit Head and CxO under the Global Management structure
- Selection of Corporate Officers
- Board Evaluation
- Payment of bonuses to Directors and Corporate Officers

- Individual compensation amounts for Directors and Corporate Officers
- Evaluation coefficients for Medium-term performance-based share compensation
- Payment of monetary compensation receivables for restricted shares and disposal of treasury shares
- Daiichi Sankyo Group Monthly Business Report

b. Audit & Supervisory Board

Chairperson: Kenji Sato, Audit & Supervisory Board Member

- As a general rule, Audit & Supervisory Board meeting is held once a month. A total of 13 meetings were held in fiscal 2022, and all Audit & Supervisory Board Members attended all of the meetings.
 - * Of Audit & Supervisory Board meetings held in fiscal 2022, Mitsuhiro Matsumoto attended only those held after his appointment on June 27, 2022.

Major Consideration Items by Audit & Supervisory Board

- Audit policy, audit plans, and division of duties
- Interview meeting policy and key activities by Audit & Supervisory Board Members
- Audit Report by Audit & Supervisory Board
- Consent for the Proposal in General Shareholders Meeting “Election of Audit & Supervisory Board Members”
- Evaluation of Accounting Auditor
- Evaluation of the effectiveness of Audit & Supervisory Board
- Internal audit plans and results
- Prior consents by Audit & Supervisory Board for non-assurance services by the audit firm
- Monthly execution status of duties by Audit & Supervisory Board Members

c. Nomination Committee

Chairperson: Outside Director, Kazuaki Kama

Members: Outside Directors, Noritaka Uji, Sawako Nohara, and Yasuhiro Komatsu

Observer: Outside Audit & Supervisory Board Member, Mitsuhiro Matsumoto

- It has been established to deliberate matters required for appointment and dismissal of the CEO, successor plan of the CEO, and selection of candidates for Directors and Audit & Supervisory Board Members, Unit Head and Corporate Officers under the Global Management structure, 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 2022, and all committee members and observer attended all meetings.
 - * Of the Nomination Committee meetings held in fiscal 2022, Yasuhiro Komatsu and Mitsuhiro Matsumoto attended only those held after their appointment on June 27, 2022.

Major Consideration Items by the Nomination Committee

- Selection of Executive Chairperson & CEO and President & COO
- CEO succession planning
- Selection of candidates for Directors and Audit & Supervisory Board Members
- Selection of Head, Unit Head and CxO under the Global Management structure
- Selection of Corporate Officers
- Skill Matrix of the Board

d. Compensation Committee

Chairperson: Outside Director, Sawako Nohara

Members: Outside Directors, Noritaka Uji, Kazuaki Kama and Yasuhiro Komatsu

Observer: Outside Audit & Supervisory Board Member, Yukiko Imazu

- It has been established to deliberate matters required for a policy on compensation of Directors and Corporate Officers 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 2022, and all committee members and observer attended all meetings.

* Of the Compensation Committee meetings held in fiscal 2022, Yasuhiro Komatsu attended only those held after his appointment on June 27, 2022.

- Major Consideration Items by the Compensation Committee
 - Decision Policy regarding the Content of Individual Compensations of Directors
 - Compensation amounts for individual Directors and Corporate Officers
 - Bonus payment amounts and calculation criteria for Directors and Corporate Officers
 - Fiscal 2021 Evaluation coefficients for Medium-term performance-based share compensation
 - Allocation of restricted shares
 - Verification of the compensation level for Directors and other officers

* In September and March, in addition to the usual deliberations, the Nomination Committee and the Compensation Committee held joint meetings to discuss the setting of goals for the CEO and COO and evaluation of the CEO.

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

- 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 ESG, and/or DX and IT.
- 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 will continue to discuss the selection of candidates for Directors going forward.
- 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 the Board 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 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, etc.

- 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.

(Reference) Approach to Sustainability

The Group defines ESG management as “management based on a long-term perspective that enhances both financial and non-financial value by reflecting ESG elements in business strategies,” and we are implementing this management. Under ESG management, we newly established our 2030 Vision of being an “innovative global healthcare company contributing to the sustainable development of society.” To realize our “Purpose,” which is to “contribute to the enrichment of quality of life around the world,” we aim to address the social issues expected of the Group by society through the business activities, such as the creation of innovative pharmaceuticals and efforts for achieving the SDGs. We challenge ourselves to continuously provide innovative solutions based on our strength: Science & Technology.

<p>Regarding compliance management, environmental management, and social contribution activities, the relevant responsible divisions serve as the secretariat for the activities, and specific committees which are membered by individuals from across the organization promote the activities. Specifically, for decision-making on important matters related to sustainability needed for corporate management, they are reported to and discussed by the Management Executive Meeting, with relevant committees providing advisories and recommendations, and important matters are then reported to the Board.</p>	
<p>Corporate Ethics Committee</p>	<p>EHS Management Committee</p>
<p>Chairperson: Compliance Officer (Head of Global Compliance Risk)</p> <p>Members: The Committee consists of 14 members including 13 members internally assigned by the chairperson and an outside lawyer for ensuring transparency and confidence of the Committee.</p> <p>Observers: Ryoichi Watanabe and Kenji Sato, Full-time Audit & Supervisory Board Members</p> <p>It has been established to comply with Japanese and other jurisdictions’ laws and corporate ethics and to promote the management of corporate social responsibility. In fiscal 2022, meetings were held twice, in August and February, to discuss annual progress reports for the Group’s compliance management promotion (including progress of materiality KPIs), report on compliance status (total number of whistle-blowing and violation cases, etc.), the fiscal 2023 Group Compliance Objectives and Compliance Promotional Activity Plan (Compliance, risk assessment, compliance awareness, education, compliance promotion framework, etc.), and other matters.</p>	<p>Chairperson: Chief Executive Officer of EHS Management (Head of Global Corporate Strategy)</p> <p>Members: The Committee consists of 15 members including executives of Group companies assigned by the chairperson.</p> <p>Observers: Ryoichi Watanabe and Kenji Sato, Full-time Audit & Supervisory Board Members</p> <p>It has been established to achieve the integrated operation and promotion of the management system to consistently improve environment, health and safety for the purpose of minimizing risks and contributing to the development of a sustainable society, recognizing that the protection of the environment and ensuring the health and safety of employees through overall corporate activities of the Group are the most important business challenges. In fiscal 2022, meetings were held twice, in July and February to deliberate addition of climate change targets (KPIs) in response to the domestic and international situations of climate change countermeasures and information disclosure based on TCFD* recommendations; establishment of exercise habits among employees; measures to promote health and occupational safety, such as raising awareness of health and safety issues, through the concerted efforts of Group companies in Japan and overseas.</p> <p>* TCFD stands for Task Force on Climate-related Financial Disclosures.</p>

- We will continue to take some infection prevention measures at the venue of the Meeting so that shareholders can attend the meeting without fear of infection. We would like to ask your cooperation.
- 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 paper with the accommodation of a system for providing informational materials for the General Shareholders Meeting in electronic format under the amended Companies Act, whereby, in principle, those materials are viewed on the website.

For shareholders wishing to receive the paper copy from the next meeting onward, please contact the securities company you deal with or Mitsubishi UFJ Trust and Banking Corporation (shareholder registry administrator) shown on the right by the record date of the General Shareholders Meeting (March 31 in the case of the ordinary General Shareholders Meeting).

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.