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Securities code: 4931
December 2, 2021

To Shareholders with Voting Rights:

Takahiro Goto
President & Representative Director of the Board
Chief Executive Officer
Shinnihonseiyaku Co., Ltd.
1-4-7 Otemon, Chuo-ku, Fukuoka, Japan

**NOTICE OF
THE 33RD ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

Please be informed that the 33rd Annual General Meeting of Shareholders of Shinnihonseiyaku Co., Ltd. (the “Company”) will be held as described below.

In order to prevent the spread of COVID-19, you are kindly requested to refrain from attending the meeting in person as our highest priority is the safety of our shareholders. Voting rights may be exercised in writing (by mail) or via the Internet, and we would like to ask you to exercise your voting rights by 5:50 p.m. Japan time, Tuesday, December 21, 2021.

1. Date and Time: Wednesday, December 22, 2021 at 10:00 a.m. Japan time (reception begins at 9:30 a.m.)

2. Place: Saiun no Ma, 8th Floor, Solaria Nishitestu Hotel Fukuoka
2-2-43 Tenjin, Chuo-ku, Fukuoka, Fukuoka Prefecture, Japan

3. Meeting Agenda

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 33rd Fiscal Year (October 1, 2020 to September 30, 2021) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the Company’s 33rd Fiscal Year (October 1, 2020 to September 30, 2021)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Seven (7) Directors of the Board

Your cooperation is requested with respect to the following:

- If you attend the meeting in person, please submit the enclosed Exercise of Voting Rights Form at the reception desk.
- The following matters are posted on the Company’s website (<https://corporate.shinnihonseiyaku.co.jp/ir/>) in accordance with the provisions of laws and regulations and Article 15 of the Company’s Articles of Incorporation, and are therefore not included in this Notice. The attachments to this Notice are part of the documents audited by Audit & Supervisory Board Members and the Accounting Auditor when preparing their audit reports.

- Business Report: Systems to Ensure the Properness of Business Activities and the Outline of the Operation of the Systems, Basic Policy on Control of the Company
- Consolidated Financial Statements: Consolidated Statements of Changes in Net Assets, Notes to the Consolidated Financial Statements

- Non-consolidated Financial Statements: Statement of Changes in Net Assets, Notes to the Non-consolidated Financial Statements
 - If revisions are made to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-consolidated Financial Statements, the revised content will be posted on the Company's website (<https://corporate.shinnihonseiyaku.co.jp/ir/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes to appropriate surplus as follows.

Matters related to year-end dividends

The Company has a basic dividend policy of distributing earnings based on performance in a sustained, stable manner after setting aside the internal reserves necessary for investing in future business development and maintaining financial soundness.

(1) Type of dividend property

Cash

(2) Matters related to allotment of dividend property and total amount

¥32.50 per share of the Company's common stock

Total dividend amount:

¥695,623,988

(3) Effective date of dividend of surplus

December 23, 2021

Proposal 2: Election of Seven (7) Directors of the Board

The terms of office of all six (6) Directors of the Board will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company is requesting approval to add an additional Outside Director in order to strengthen the management oversight function and to elect a total of seven (7) Directors of the Board.

The candidates for Director of the Board are as follows.

No.	Name	Current positions at the Company	Attendance at Board of Directors meetings Years in office as a Director
1	Takahiro Goto [Reappointment]	President & Representative Director and Chief Executive Officer	100% (19/19) 16 years
2	Mitsuyoshi Fukuhara [Reappointment]	Executive Director of the Board	100% (19/19) 5 years
3	Seiichiro Hatori [Reappointment]	Director of the Board	100% (19/19) 2 years
4	Kazuhiro Tagami [Reappointment]	Director of the Board	100% (19/19) 2 years
5	Masayuki Kakio [Reappointment] [Outside] [Independent]	Director of the Board (part-time)	100% (19/19) 4 years, 2 months
6	Haruki Murakami [Reappointment] [Outside] [Independent]	Director of the Board (part-time)	100% (19/19) 2 years
7	Kazuyo Yunoki [New Appointment] [Outside] [Independent]		

- Notes:
1. There are no special interest relationships between the Company and any of the candidates.
 2. Attendance records for Board of Directors meetings are for the meetings held during the fiscal year under review.
 3. Mr. Masayuki Kakio, Mr. Haruki Murakami, and Ms. Kazuyo Yunoki are candidates for Outside Director.
 4. Mr. Masayuki Kakio and Mr. Haruki Murakami are currently Outside Directors of the Company. At the conclusion of this General Meeting of Shareholders, Mr. Masayuki Kakio will have served as Outside Director for four years and two months, and Mr. Haruki Murakami will have served as Outside Director for two years.
 5. The Company has registered Mr. Masayuki Kakio and Mr. Haruki Murakami as independent officers in accordance with the rules of the Tokyo Stock Exchange.
If the two candidates are reappointed, the Company intends to maintain their registration as independent officers.
In addition, if Ms. Kazuyo Yunoki is appointed as proposed, the Company intends to register her as an independent officer in accordance with the rules of the Tokyo Stock Exchange.
 6. The Company has entered into a liability limitation agreement with Mr. Masayuki Kakio and Mr. Haruki Murakami to limit their liability for damages stipulated under Article 423, Paragraph 1 of the Companies Act. The agreement limits liability to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If the two candidates are reappointed as proposed, the Company intends to continue the aforesaid liability limitation agreement with them.
In addition, if Ms. Kazuyo Yunoki is appointed as proposed, the Company intends to enter into the same liability limitation agreement with her.
 7. The Company has entered into a directors and officers liability insurance agreement (hereinafter, “D&O insurance”) with an insurance company as stipulated in Article 430 (3), Paragraph 1 of the Companies Act. The agreement covers damage in the event where Directors or Audit & Supervisory Board Members, etc. assume liability for damages arising from the execution of duties (except in cases corresponding to the disclaimers stipulated in the agreement). If the candidates are elected as Directors of the Board and assume office, the Company intends to designate each Director of the Board as the person insured by D&O insurance. D&O insurance premiums are borne in full by the Company, and the agreement is scheduled to be renewed in June 2022.
 8. The details of this proposal were approved at the Board of Directors after obtaining consent from the Nomination and Compensation Committee, an advisory body to the Board of Directors consisting of the President & Representative Director of the Board and two independent Outside Directors.

No.	Name (Date of birth)	Career summary, positions, and responsibilities		Number of shares of the Company held
1	Takahiro Goto (January 16, 1971) [Reappointment]	<p>July 1995 Joined Shinnihonliving Co., Ltd. (currently the Company)</p> <p>September 1998 Department Manager, the Company</p> <p>December 2005 President & Representative Director of the Board, Chief Executive Officer, the Company (current position)</p> <p>April 2014 Director, Shinnihon Holdings Co., Ltd. (currently the Company)</p> <p>March 2016 President & Representative Director, Shinnihoniyaku Co., Ltd. (currently the Company)</p> <p>September 2021 Chairman & Representative Director, Flatcraft, Inc. (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> Chairman & Representative Director, Flatcraft, Inc. 		843,829
<p>[Reasons for nomination as candidate for Director of the Board]</p> <p>Mr. Takahiro Goto has contributed to the Company's sustained growth and the improvement of its corporate value based on the corporate philosophy of "Achieving the greatest possible satisfaction and trust from our customers; Making our employees happy and giving them dreams for the future; As a company that contributes to society, we aim to expand our efforts far and wide and without limitation." We believe he will continue to contribute to the Company's growth and the improvement of its corporate value going forward, and therefore request that he be reappointed as a Director of the Board.</p>				

No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
2	Mitsuyoshi Fukuhara (March 18, 1972) [Reappointment]	<p>May 1991 Joined Marukan Unyu Ltd.</p> <p>May 1994 Joined Cosmic Co., Ltd. (currently Yumemitsuketai Co., Ltd.)</p> <p>May 2005 Director, HOT COMMUNICATION, INC.</p> <p>April 2010 Joined JIMOS Co., Ltd.</p> <p>April 2013 Joined the Company</p> <p>April 2013 Deputy General Manager, Direct Marketing Department, the Company</p> <p>April 2014 Deputy General Manager, Marketing Department, the Company</p> <p>April 2015 General Manager, Mail Order Division, the Company</p> <p>October 2016 General Manager, Mail Order Department and General Manager, Business Promotion Department, the Company</p> <p>December 2016 Director of the Board and General Manager, Mail Order Department, the Company</p> <p>February 2019 Director of the Board, Executive Officer, and General Manager, Sales Department, the Company</p> <p>December 2019 Executive Director of the Board, the Company (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • None 	47,958
<p>[Reasons for nomination as candidate for Director of the Board]</p> <p>Mr. Mitsuyoshi Fukuhara led the rebuilding of the Company's mail order business model and supported the growth and expansion of its mail order business, which is the Company's core business. In addition, he contributes to the development of existing businesses and the improvement of the Company's corporate value. We believe he will continue to contribute to the Company's growth and the improvement of its corporate value going forward, and therefore request that he be reappointed as a Director of the Board.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities		Number of shares of the Company held
3	Seiichiro Hatori (June 25, 1954) [Reappointment]	September 1980	Joined Avon Products Co., Ltd.	820
		July 2000	General Manager, Luxury Products Department, NIHON L'OREAL K.K.	
		June 2005	President & Representative Director and CEO, SSP Co., Ltd.	
		January 2011	President & Representative Director, Avon Products Co., Ltd.	
		May 2012	CEO, Kowa Health Care America, Inc.	
		September 2017	CEO, Zeria USA, Inc.	
		December 2019	Director of the Board, the Company (current position)	
		[Significant concurrent positions] • None		
[Reasons for nomination as candidate for Director of the Board] Mr. Seiichiro Hatori has extensive and broad-ranging knowledge from his many years of experience in pharmaceutical and cosmetic company management and overseas business development, and he utilizes this knowledge in leading the Company's new healthcare business. We believe he will continue to contribute to the Company's growth and the improvement of its corporate value going forward, and therefore request that he be reappointed as a Director of the Board.				
4	Kazuhiro Tagami (January 7, 1973) [Reappointment]	April 1996	Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION	1,820
		April 2000	Joined NTT DOCOMO, INC.	
		October 2007	Senior Manager, Japan Asia Investment Co., Ltd.	
		November 2008	Part-time Director, Ikuyo Co., Ltd.	
		April 2009	Part-time Director, NV Communications Corp.	
		July 2010	Full-time Director (seconded), Ikuyo Co., Ltd.	
		September 2011	Joined Dream Incubator Inc.	
		October 2013	Manager, Dream Incubator Inc.	
		September 2015	Director and COO (seconded), Boardwalk Inc.	
		October 2015	Senior Manager, Dream Incubator Inc.	
		May 2018	Executive Officer, V-VAREN NAGASAKI Co., Ltd.	
		December 2019	Director of the Board, the Company (current position)	
		September 2021	Director, Flatcraft, Inc. (current position)	
		[Significant concurrent positions] • Director, Flatcraft, Inc.		
[Reasons for nomination as candidate for Director of the Board] Mr. Kazuhiro Tagami has extensive experience and knowledge in management, M&A, alliances, IT, and businesses that utilize digital technologies, and he utilizes this knowledge to strengthen the Company's financial foundation and governance and to lead the promotion of M&A and alliances with other companies. We believe he will continue to contribute to the Company's growth and the improvement of its corporate value going forward, and therefore request that he be reappointed as a Director of the Board.				

No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
5	Masayuki Kakio (May 9, 1954) [Reappointment] [Outside] [Independent]	<p>September 1978 Joined Serc Co., Ltd.</p> <p>April 1986 Joined Incorporated Association Japan Direct Marketing Association (currently [Public Interest Incorporated Association] Japan Direct Marketing Association)</p> <p>May 2002 Director and Senior Researcher, Japan Direct Marketing Association</p> <p>July 2005 Director, The Japan Academic Society of Direct Marketing (current position)</p> <p>July 2016 Outside Director, Coreforth Co., Ltd. (currently LTV-X Inc.) (current position)</p> <p>December 2016 Established Masayuki Kakio Office LLC Representative Partner (current position)</p> <p>April 2017 Director, General Incorporated Association Direct Marketing Experts Association (current position)</p> <p>June 2017 Outside Director, DMS Inc. (current position)</p> <p>October 2017 Outside Director, the Company (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative Partner, Masayuki Kakio Office LLC • Outside Director, LTV-X Inc. • Outside Director, DMS Inc. 	-
<p>[Reasons for nomination as candidate for Outside Director and Expected Roles]</p> <p>Mr. Masayuki Kakio has outstanding personal qualities, discernment and a strong sense of ethics, and he possesses extensive insight and experience from many years of involvement in mail order business and marketing. He can be expected to utilize his insights to provide accurate advice on the Company's management and business strategy and oversight of the Company's business execution from an objective and neutral perspective. We believe he will appropriately execute the duties of Outside Director and therefore request that he be reappointed as an Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
6	Haruki Murakami (April 8, 1953) [Reappointment] [Outside] [Independent]	<p>April 1977 Joined Kanebo Cosmetics Inc.</p> <p>October 1999 General Manager, Cosmetics Advertising Group, Kanebo, Ltd.</p> <p>April 2001 General Manager, Cosmetics Advertising Group and General Manager, General Advertising Group, Kanebo, Ltd.</p> <p>June 2002 General Manager, Cosmetics PR & Advertising Office and Deputy General Manager, Administration and Public Relations Office, Kanebo, Ltd.</p> <p>May 2004 General Manager, Communications Office, Marketing Division and General Manager, Corporate Design Group, Kanebo Cosmetics Inc.</p> <p>October 2004 Executive Officer and General Manager, Marketing Division, FANCL CORPORATION</p> <p>June 2008 Director, Executive Officer, and President of Health Foods and Supplements Company, FANCL CORPORATION</p> <p>June 2011 Director, Executive Managing Director, and General Manager, Corporate Communications Division, FANCL CORPORATION</p> <p>March 2013 Director, Executive Managing Director, and President of Health Company, FANCL CORPORATION</p> <p>June 2014 Advisor, FANCL CORPORATION</p> <p>December 2019 Outside Director, the Company (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • None 	-
<p>[Reasons for nomination as candidate for Outside Director and Expected Roles]</p> <p>Mr. Haruki Murakami has outstanding personal qualities, discernment and a strong sense of ethics, and he possesses experience and extensive insight from many years of involvement in cosmetic and health food advertising planning and branding. He can be expected to utilize his insights to provide accurate advice on the Company's management and business strategy and oversight of the Company's business execution from an objective and neutral perspective. We believe he will appropriately execute the duties of Outside Director and therefore request that he be reappointed as an Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
7	Kazuyo Yunoki (July 11, 1960) [New Appointment] [Outside] [Independent]	<p>March 1983 Joined The Daimaru, Inc.</p> <p>September 1990 Assigned to Paris Representative Office of Merchandise Planning Division, The Daimaru, Inc.</p> <p>May 2008 Corporate Officer and General Manager, Sapporo Store, The Daimaru, Inc.</p> <p>March 2010 Corporate Officer and General Manager, Daimaru Sapporo Store, Daimaru Matsuzakaya Department Stores Co., Ltd.</p> <p>May 2012 Corporate Officer and Executive Store Manager of Daimaru Kobe Store, Daimaru Matsuzakaya Department Stores Co., Ltd.</p> <p>May 2015 Managing Executive Officer, Daimaru Matsuzakaya Department Stores Co., Ltd. and President & Representative Director, The Hakata Daimaru, Inc.</p> <p>May 2019 Managing Executive Officer and Senior Executive General Manager, Affiliated Business Unit, J. FRONT RETAILING Co., Ltd.</p> <p>March 2021 Executive Officer, Daimaru Matsuzakaya Department Stores Co., Ltd. (current position) and President & Representative Director, GINZA SIX Retail Management Co., Ltd. (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Executive Officer, Daimaru Matsuzakaya Department Stores Co., Ltd. • President & Representative Director, GINZA SIX Retail Management Co., Ltd. 	-
<p>[Reasons for nomination as candidate for Outside Director and Expected Roles]</p> <p>Ms. Kazuyo Yunoki has been involved for many years in the management of major department stores and related operating companies. She possesses extensive experience and broad insight in Japan and abroad, including work experience overseas, and can be expected to utilize to provide appropriate oversight and beneficial advice for the Company's overall management. We therefore request that she be appointed as an Outside Director.</p>			

For Reference: Skill Matrix of the Board of Directors (scheduled from Wednesday, December 22, 2021 onwards)

The Company's Board of Directors shall be composed of people with advanced knowledge and experience in fields pertaining to corporate management. The fields of particular importance to corporate management are defined as follows, and Directors of the Board are expected to adequately demonstrate their capabilities. The following composition of the Board of Directors has been prepared on the assumption that the proposal on election of Directors of the Board is entirely approved as originally proposed at this General Meeting of Shareholders.

	Name	Position at the Company	Age	Gender	Years in office	Expertise, experience						
						Corporate management and business strategy	Sales and marketing	Overseas business	M&A and alliances	Legal and risk management	Financial affairs, accounting, and finance	ESG and sustainability
Director	Takahiro Goto	President & Representative Director of the Board, Chief Executive Officer, Member of Nomination and Compensation Committee	50	Male	16	●	●		●			●
	Mitsuyoshi Fukuhara	Executive Director of the Board, Member of Nomination and Compensation Committee	49	Male	5	●	●	●			●	
	Seiichiro Hatori	Director of the Board	67	Male	2	●	●	●				
	Kazuhiro Tagami	Director of the Board	48	Male	2	●			●	●	●	●
	Masayuki Kakio	Director of the Board (Outside, Independent), Member of Nomination and Compensation Committee	67	Male	4	●	●			●		
	Haruki Murakami	Director of the Board (Outside, Independent), Member of Nomination and Compensation Committee	68	Male	2	●	●					●
	Kazuyo Yunoki	Director of the Board (Outside, Independent), Member of Nomination and Compensation Committee	61	Female	-	●	●	●	●			●
Audit & Supervisory Board Member	Keiichi Zenmyo	Full-time Auditor (Outside, Independent)	64	Male	4	●		●				●
	Takashi Tanabe	Audit & Supervisory Board Member (Outside, Independent)	60	Male	5				●	●		
	Yuji Nakanishi	Audit & Supervisory Board Member (Outside, Independent)	60	Male	3	●					●	

Reasons for Selection of Skill Matrix Items

Item	Reasons for Selection
Corporate management and business strategy	In order to achieve further growth and promote solutions to priority issues in the field of health and beauty toward realizing a “creator of lifestyles that foster beauty and good health,” it is necessary to have Directors of the Board who have management experience and a track record of accomplishment at listed companies or the equivalent in the field of health and beauty in particular.
Sales and marketing	To formulate management strategy aimed at strengthening core brands, developing new brands, and strengthening sales capabilities in order to achieve further growth going forward in the field of health and beauty, it is necessary to have Directors of the Board with management experience and a track record of accomplishment in marketing and sales divisions.
Overseas business	In order to formulate management strategy for accelerating overseas development, an important issue in our growth strategy, and demonstrate oversight of management, it is necessary to have Directors of the Board with management experience and a track record of accomplishment in overseas business and/or at overseas affiliates.
M&A and alliances	In order for the Company to achieve sustained growth and raise its corporate value over the medium to long term, it is necessary to conduct M&A, business investment, capital alliances and business alliances, etc. appropriately in a timely manner, and in order for the Board of Directors to demonstrate highly effective oversight of management, it is necessary to have Directors of the Board with management experience and a track record of accomplishment in these areas.
Legal and risk management	In order for the Company to achieve sustained growth and raise its corporate value over the medium to long term, it is indispensable to promote and enhance compliance and thoroughly conduct risk management under an appropriate governance system, and in order for the Board of Directors to effectively demonstrate oversight of management, it is necessary to have Directors of the Board with experience and a track record of accomplishment related to compliance divisions and risk management at companies listed on the stock exchange or equivalent organizations.
Financial affairs, accounting, and finance	In order for the Company to raise its corporate value over the medium to long term, accurate and timely disclosure of financial information and appropriate and sufficient funding linked to business operations are extremely important factors, and for the Board of Directors to demonstrate highly effective oversight of management, it is necessary to have Directors of the Board with management experience and a track record of accomplishment in financial affairs, accounting, and finance at companies listed on the stock exchange or equivalent organizations.
ESG and sustainability	In order for the Company to develop over the medium to long term as a company that contributes to society, initiatives related to ESG and sustainability are necessary, and in order for the Board of Directors to actively promote the establishment of governance systems and initiatives for the achievement of a sustainable society, including environmental, social, and economic initiatives, it is necessary to have Directors with management experience and a track record of accomplishment in these areas at companies listed on the stock exchange or equivalent organizations.