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Securities code: 4538

June 7, 2023

(Commencement of measures for electronic provision: June 5, 2023)

To Shareholders with Voting Rights:

Mikio Toda
President and Representative Director
Fuso Pharmaceutical Industries, Ltd.
1-7-10 Doshomachi, Chuo-ku, Osaka,
Japan

**NOTICE OF
THE 100th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 100th Annual General Meeting of Shareholders of Fuso Pharmaceutical Industries, Ltd. (the “Company”) will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of the Reference Documents for the Annual General Meeting of Shareholders, etc. (matters subject to measures for electronic provision) in electronic format, and posts this information as “Notice of the 100th Annual General Meeting of Shareholders” on the Company’s website.

The Company’s website: <https://www.fuso-pharm.co.jp/cnt/investor/ir.html> (in Japanese)

In addition to the website above, the matters subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE). Please access the TSE website below (Listed Company Search), input the issue name (company name) or securities code, and click “Search.” Then, select “Basic information” and “Documents for public inspection/PR information” to check the information.

TSE website (Listed Company Search):

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

If you are not attending the meeting, you can exercise your voting rights via the Internet or in writing, etc. Please review the Reference Documents for the General Meeting of Shareholders, follow the instructions below (available only in Japanese), and exercise your voting rights by 5:30 p.m. Japan time on Wednesday, June 28, 2023.

[Exercising Voting Rights via the Internet, etc.]

Please access the website designated by the Company for exercising voting rights (<https://www.web54.net>), enter the “voting code” and “password” provided on the enclosed Voting Rights Exercise Form, and follow the instructions on the screen to indicate your approval or disapproval of the proposals.

[Exercising Voting Rights by Postal Mail]

Please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the above deadline.

- 1. Date and Time:** Thursday, June 29, 2023 at 10:00 a.m. Japan time
- 2. Place:** Syun Banquet Room, 2F, CITYPLAZA OSAKA,
2-31 Hommachibashi, Chuo-ku, Osaka, Japan
- 3. Meeting Agenda:**
- Matters to be reported:** The Business Report and Financial Statements for the Company's 100th Fiscal Year (April 1, 2022 - March 31, 2023)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Eight (8) Directors
- Proposal 3:** Election of One (1) Corporate Auditor
- Proposal 4:** Presentation of Retirement Benefits to Retiring Director and Retiring Corporate Auditor
- 4. Matters Decided in Connection with This Convocation:**
- (1) If you exercise your voting rights both via the Internet, etc. and in writing, the vote exercised via the Internet, etc. shall be deemed valid. If you exercise your voting rights more than once via the Internet, etc., the last vote shall be deemed valid.
- (2) If neither approval nor disapproval of a proposal is indicated on a returned Voting Rights Exercise Form, it shall be deemed an indication of approval.

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - Please note that no gifts will be provided to shareholders who attend the meeting.
 - If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and details of the matters before and after the revisions will be posted on the Company's website and the TSE website shown above.
 - The system for electronic provision of reference documents for general meetings of shareholders has come into operation pursuant to the amendments to the Companies Act. However, with regard to this Annual General Meeting of Shareholders, the Company is sending paper copies of the matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested delivery of such copies.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company positions the returning of profits to shareholders as one of the most important issues, and its basic policy is to strive for the continuous payment of stable dividends. For the fiscal year under review, after comprehensively considering this basic policy and the need to strengthen its business performance, business environment and financial position, the Company proposes the payment of ¥40 per share for the year-end dividend. Since the Company paid an interim dividend of ¥30 per share, the annual dividend for the fiscal year under review shall be ¥70 per share.

[Matters regarding year-end dividends]

(1) Type of dividend property

Cash

(2) Matters regarding allocation of dividend property to shareholders and the total amount thereof

¥40.00 per share of the Company's common stock

Total amount: ¥350,811,440

(3) Effective date of dividends of surplus

June 30, 2023

Proposal 2: Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of eight (8) Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Mikio Toda (March 5, 1943)	April 1966	Joined the Company	178,443
		May 1969	Director of the Board	
	June 1977	Representative Director and Senior Managing Director		
	February 1979	President and Representative Director (to present)		
	(Reason for nomination as candidate for Director) Mr. Mikio Toda has been involved in the management of the Company over many years as President and Representative Director, being well-versed in the Company’s business and possessing abundant experience and achievements regarding management and the overall pharmaceutical industry. He has been devoting himself to the growth of the Company, exercising strong leadership. The Company judges that he can continue to contribute to improvement in corporate value of the Company, and has selected him as a candidate for Director.			
2	Jun-ichi Oka (August 20, 1948)	April 1971	Joined the Company	3,600
		July 2005	Factory Manager of Joto Factory, Production Dept., Production Division	
June 2009		Director of Board and Factory Manager of Joto Factory, Production Dept., Production Division		
June 2013		Director of Board and Factory Manager of Ibaragi Factory, Production Dept., Production Division		
April 2014		Director of Board and Factory Manager of Ibaragi Factory, Production Division		
July 2019		Director of Board, Factory Manager of Joto Factory, Production Division, and Head of Production Control Office		
June 2021		Director of Board, General Manager of Production Division, and Head of Production Control Office		
April 2022		Director of Board and General Manager of Production Division (to present)		
	(Reason for nomination as candidate for Director) Mr. Jun-ichi Oka has professional knowledge and experience in drug manufacturing, and has been devoting himself to the growth of the Company through the manufacture of drugs as the Factory Manager at the Joto and Ibaragi Factories as well as the Head of Production Control Office and General Manager of Production Division since he took office as Director of the Board. At the Board of Directors, he fulfills his duties including making decisions about important matters related to overall management. The Company judges that he can continue to contribute to improvement in corporate value of the Company, and has selected him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Masanori Ito (November 22, 1950)	April 1974	Joined the Company	1,500
		April 2011	General Manager of Research and Development Center	
		June 2013	Director of Board and General Manager of Research and Development Center	
		June 2021	Director of Board, Research and Development Center (to present)	
		(Reason for nomination as candidate for Director)		
Mr. Masanori Ito has professional knowledge and experience in drug development and intellectual property, and has been devoting himself to the growth of the Company through the development of drugs as the General Manager of the Research and Development Center and a person in charge of the said Center since he took office as Director of the Board. At the Board of Directors, he fulfills his duties including making decisions about important matters related to overall management. The Company judges that he can continue to contribute to improvement in corporate value of the Company, and has selected him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
4	Hideki Otani (March 20, 1965)	April 1987	Joined the Company	695
		May 2017	Head of Sales Dept., Sales Division	
		June 2017	Director of Board and Head of Sales Dept., Sales Division	
		October 2019	Director of Board and Head of Sales Administration Dept., Sales Division	
		June 2021	Director of Board and General Manager of Sales Division (to present)	
(Reason for nomination as candidate for Director)				
Mr. Hideki Otani has a wide range of knowledge and experience in drug sales, and has been devoting himself to the growth of the Company through the sale of drugs as the Head of Sales Dept., Head of Sales Administration Dept., and General Manager of Sales Division since he took office as Director of the Board. At the Board of Directors, he fulfills his duties including making decisions about important matters related to overall management. The Company judges that he can continue to contribute to improvement in corporate value of the Company, and has selected him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Mikihiro Toda (November 1, 1975)	January 2003	Participated in the Japan Overseas Cooperation Volunteers (JOCV), Japan International Cooperation Agency (JICA)	9,354
		April 2003	Dispatched as a JOCV community development member to United Republic of Tanzania	
		July 2006	Appointed as a long-term expert at JICA	
		March 2016	Joined the Company	
		April 2018	Head of New Business & International Business Development Office	
		June 2021	Director of Board, Head of Corporate Planning Office and Head of New Business & International Business Development Office	
		April 2023	Director of Board and General Manager of Corporate Planning Division (to present)	
(Reason for nomination as candidate for Director) Mr. Mikihiro Toda served as a dispatched expert especially on organizational strengthening and human resource development in JICA's technical cooperation projects for many years and has a wide range of knowledge and experience in international project management. He has been devoting himself to the growth of the Company by overseeing activities such as planning managerial strategies and creating new businesses and international businesses as the Head of Business Development and International Business Promotion Office since joining the Company and as the Head of Corporate Planning Office since taking office as Director of the Board. At the Board of Directors, he fulfills his duties including making decisions about important matters related to overall management. The Company judges that he can continue to contribute to improvement in corporate value of the Company, and has selected him as a candidate for Director.				
6	Minoru Sudo (April 13, 1951)	April 1975	Joined Nippondenso Co., Ltd. (currently Denso Corporation)	1,100
		October 1979	Resigned from Nippondenso Co., Ltd.	
		September 1981	Joined Chuo Accounting Office (Audit Corporation)	
		March 1985	Registered as a certified public accountant	
		August 1989	Established Sudo Certified Public Accountant Office (to present)	
		June 2008	Outside Corporate Auditor, the Company	
		June 2015	Outside Director, the Company (to present)	
(Reason for nomination as candidate for Outside Director and outline of expected roles) Mr. Minoru Sudo has abundant experience and professional knowledge as a certified public accountant. The Company judges that these skills can be utilized for the Company's management from an objective and professional perspective, and has selected him as a candidate for Outside Director. Although he has not been directly involved in corporate management, the Company believes that he is able to properly fulfill his duties as Outside Director. If he is reappointed, the Company expects that he will provide opinions about risk management, etc. at meetings of the Board of Directors and supervise business execution such as the progress of the Company's management plan primarily from the viewpoint of financial accounting by utilizing his specialized knowledge as a certified public accountant.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
7	Takashi Kashiwagi (January 2, 1954)	April 1976	Joined City of Osaka	0
		December 2005	Mayor’s assistant, City of Osaka	
		April 2007	Deputy Mayor, City of Osaka	
		April 2010	Vice Chairperson, Public University Corporation Osaka City University	
		June 2016	Chairman, Osaka Architectural Technique Association	
		April 2019	Executive Director, Educational Corporation Tezukayama Gakuin	
		July 2020	Managing Director, Educational Corporation Tezukayama Gakuin (to present)	
		June 2021	Outside Director, the Company (to present)	
	(Reason for nomination as candidate for Outside Director and outline of expected roles) Mr. Takashi Kashiwagi has a wealth of knowledge about general administration as a manager at municipal corporations and other institutions. The Company judges that these skills can be utilized for the Company’s management from an objective and practical perspective, and has selected him as a candidate for Outside Director. Although he has not been directly involved in corporate management, the Company believes that he is able to properly fulfill his duties as Outside Director. If he is reappointed, the Company expects that he will provide opinions about the formulation of management plans, etc. at meetings of the Board of Directors and supervise business execution such as the progress of the Company’s management plan primarily from the viewpoint of business administration by utilizing his specialized knowledge.			
8	Yasuhiko Watanabe (July25, 1952) [New appointment]	December 1975	Joined Chuo Accounting Office (Audit Corporation)	0
		August 1982	Registered as a certified public accountant	
		July 2008	Representative Partner, Kohyoh Audit Corporation	
		June 2011	Representative Partner, Pegasus Audit Corporation (currently PKF Hibiki Audit Corporation)	
		June 2013	Outside Auditor, KFC Ltd. (To present)	
		June 2015	Outside Auditor, MKSystem Corporation (To present)	
		July 2015	Auditor, The Ritsumeikan Trust (to present)	
		July 2021	Representative, Yasuhiko Watanabe Certified Public Accountant Office (to present)	
	(Reason for nomination as candidate for Outside Director and outline of expected roles) Mr. Yasuhiko Watanabe has abundant experience and professional knowledge as a certified public accountant. The Company judges that these skills can be utilized for the Company’s management from an objective and professional perspective, and has selected him as a candidate for Outside Director. Although he has not been directly involved in corporate management, the Company believes that he is able to properly fulfill his duties as Outside Director. If he is appointed, the Company expects that he will provide opinions about risk management, etc. at meetings of the Board of Directors and supervise business execution such as the progress of the Company’s management plan primarily from the viewpoint of financial accounting by utilizing his specialized knowledge as a certified public accountant.			

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Minoru Sudo and Mr. Takashi Kashiwagi to limit their liability for damages. The Company plans to extend said agreement with them if their reelection as Director is approved at this Annual General Meeting of Shareholders. Under the agreement, their liability for damages is limited to an amount stipulated in laws and regulations. If Mr. Yasuhiko Watanabe is elected as Director as originally proposed, the Company plans to enter into the same liability limitation agreement with him.
 3. The Company has entered into a directors and officers liability insurance agreement, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company to insure all Directors and Corporate Auditors. The insurance agreement covers legal damages and litigation expenses to be borne by the insured. The insurance premiums for the insured are fully borne by the Company. If the candidates are appointed as Director, each of them will be insured under the insurance agreement.
 4. Mr. Minoru Sudo, Mr. Takashi Kashiwagi, and Mr. Yasuhiko Watanabe are candidates for Outside Directors.
 5. The term of office since appointment as Outside Director at the Company (at the conclusion of this General Meeting of Shareholders)
 - Mr. Minoru Sudo for eight years
 - Mr. Takashi Kashiwagi for two years
 6. The Company has submitted a notification of the designation of Mr. Minoru Sudo and Mr. Takashi Kashiwagi, who are currently Outside Directors, as Independent Directors in accordance with the stipulations of the Tokyo Stock Exchange. If their reelection is approved, the Company will continue to designate them as Independent Directors. If Mr. Yasuhiko Watanabe is elected as Director as originally proposed, the Company plans to submit a notification to the Tokyo Stock Exchange concerning the designation of him as Independent Director in accordance with the stipulations of the same Exchange.

Proposal 3: Election of One (1) Corporate Auditor

Corporate Auditor Mr. Daizou Matsuoka will resign from the position at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one (1) Corporate Auditor is proposed. The candidate for Corporate Auditor Mr. Takaaki Narasaki is a candidate for substitute for Corporate Auditor Mr. Daizou Matsuoka, and as stipulated in Article 32, Paragraph 2 of the Company's Articles of Incorporation, the term of office of Mr. Takaaki Narasaki shall be until the conclusion of the 101st Annual General Meeting of Shareholders scheduled to be held in June 2024, which is the expiration date of the term of office of Corporate Auditor Mr. Daizou Matsuoka. The Board of Auditors has given its consent to this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
Takaaki Narasaki (February 10, 1952) [New appointment]	April 1978 Joined the Osaka Regional Taxation Bureau July 2006 District Director of Ikuno Tax Office July 2007 Director, Planning Division, Management and Co- ordination Department, Osaka Regional Taxation Bureau July 2008 Director, Corporation Taxation Division, Second Taxation Department, Osaka Regional Taxation Bureau July 2011 District Director of Higashi Tax Office September 2012 Established Takaaki Narasaki Tax Accountant Office (to present)	0
(Reason for nomination as candidate for Outside Corporate Auditor) Mr. Takaaki Narasaki has abundant experience and professional knowledge as a certified tax accountant. The Company judges that these skills can be utilized for the Company's audit from an objective and professional perspective, and has selected him as a candidate for Corporate Auditor. Although he has not been directly involved in corporate management, he deeply concerns himself in corporate management through tax advisory business, and therefore the Company believes that he is able to properly fulfill his duties as Outside Corporate Auditor.		

- Notes:
1. There are no special interests between the candidate and the Company.
 2. Mr. Takaaki Narasaki is a candidate for Outside Corporate Auditor.
 3. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Corporate Auditors to limit their liability for damages. If Mr. Takaaki Narasaki is elected as Corporate Auditor at this Annual General Meeting of Shareholders, the Company plans to enter into the same agreement with him. Under the agreement, his liability for damages is limited to an amount stipulated in laws and regulations.
 4. The Company has entered into a directors and officers liability insurance agreement, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company to insure all Directors and Corporate Auditors. The insurance agreement covers legal damages and litigation expenses to be borne by the insured. The insurance premiums for the insured are fully borne by the Company. If Mr. Takaaki Narasaki is appointed as Corporate Auditor, he will be insured under the insurance agreement.
 5. If Mr. Takaaki Narasaki is elected as Corporate Auditor as originally proposed, the Company plans to submit a notification to the Tokyo Stock Exchange concerning the designation of him as Independent Director in accordance with the stipulations of the same Exchange.

(Reference) Skills Matrix of Directors and Corporate Auditors

If Proposal 2 and Proposal 3 are approved as originally proposed at this Annual General Meeting of Shareholders, the skills of the Directors and Corporate Auditors will be as shown below.

		Independent Outside	Corporate management	Legal affairs/Risk management	Finance/ Accounting /Taxation	Global	Production /Quality control	R&D/ Intellectual property	Pharmaceutical marketing
Directors	Mikio Toda		•						
	Jun-ichi Oka		•				•		
	Masanori Ito		•					•	
	Hideki Otani		•						•
	Mikihiro Toda		•			•			
	Minoru Sudo	•			•				
	Takashi Kashiwagi	•		•					
	Yasuhiko Watanabe	•			•				
Corporate Auditors	Junji Kuwata								•
	Etsuo Aomoto	•		•					
	Takaaki Narasaki	•			•				

Proposal 4: Presentation of Retirement Benefits to Retiring Director and Retiring Corporate Auditor

At the conclusion of this Meeting, Director Sadao Takahashi and Corporate Auditor Daizou Matsuoka will retire from their positions. As a form of reward for the achievements they made during their tenure, the Company proposes the presentation of retirement benefits to these Directors, within a reasonable amount determined in accordance with specific standards of the Company. In addition, the Company plans to delegate decisions on the specific amounts, the timing and method of presentation, etc. to the Board of Directors, which deliberates on the matters for the retiring Director, and the Board of Auditors, which deliberates on the matters for the retiring Corporate Auditor.

The retirement benefits for retiring Directors are determined according to each Director's number of years in office and achievements, based on the policy set by the Board of Directors of the Company to determine compensation, etc. for Directors. Therefore, the Company judges that the retirement benefits are appropriate.

The career summaries of the retiring Director and the retiring Corporate Auditor are as follows:

Name	Career summary	
Sadao Takahashi	June 2009	Director of the Company (to the present)
Daizou Matsuoka	June 2004	Outside Corporate Auditor of the Company (to the present)