

(Securities Code: 7459)  
June 1, 2017

**To our shareholders:**

Shuichi Watanabe  
Representative Director, President and CEO  
MEDIPAL HOLDINGS CORPORATION  
2-7-15, Yaesu, Chuo-ku, Tokyo, Japan

## **Notice of Convocation of the 108th Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 108th Ordinary General Meeting of Shareholders of MEDIPAL HOLDINGS CORPORATION (the “Company”). The meeting will be held as described below.

**If you are unable to attend the meeting in person, you can exercise your voting rights either in writing or via the Internet. Please review the attached Reference Documents for the Ordinary General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Monday, June 26, 2017 (Japan Standard Time) by following the “Guidance for Methods of Exercise of Voting Rights” on pages 3 - 4.**

**1. Date and time:** Tuesday, June 27, 2017 at 10:00 a.m.

**2. Place:** Iris Banquet Hall, 3F, Tokyo Bay Ariake Washington Hotel  
3-7-11, Ariake, Koto-ku, Tokyo, Japan

**3. Agenda:**

- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the 108th Fiscal Term (from April 1, 2016 to March 31, 2017) and results of audits of the Consolidated Financial Statements by the Independent Auditors and the Audit & Supervisory Board
  2. Financial Statements for the 108th Fiscal Term (from April 1, 2016 to March 31, 2017)

**Matters to be resolved:**

**Proposal 1:** Election of Ten (10) Directors

**Proposal 2:** Election of One (1) Audit & Supervisory Board Member

**4. Matters related to exercise of voting rights:**

- (1) Voting Forms that do not indicate a vote for or against a proposal will be counted as a vote for that proposal.
- (2) Only the most recent of multiple Internet votes submitted by the same shareholder will be counted as valid.
- (3) Only the Internet vote will be counted as valid for Internet and mail votes submitted by the same shareholder.

**5. Matters related to Reference Documents for the Ordinary General Meeting of Shareholders and documents provided in this Notice:**

- (1) The attached English version of the Reference Documents for the Ordinary General Meeting of Shareholders contains only the content of pages 7 to 15 of the Japanese Reference Documents (English

pages 5 to 12).

- (2) Any change made to the Reference Documents for the Ordinary General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Financial Statements will be posted on the Company's website (<http://www.medipal.co.jp/>) in Japanese only.

◎ **Request**

Please present the enclosed Voting Form to the receptionist if you attend the meeting in person. Please help to protect the environment by bringing this Notice of Convocation with you to the meeting.

◎ **Notice**

Company employees and officers will attend the meeting in business casual clothing, without neckties or the like (a style known in Japan as "Cool Biz"). We kindly request that shareholders do the same.

## **Guidance for Methods of Exercise of Voting Rights**

You may exercise your voting rights by one of the following three methods.

### **Shareholders Attending the General Meeting of Shareholders**

Please present the enclosed Voting Form to the reception desk.

Date and time: Tuesday, June 27, 2017 at 10:00 a.m. (Japan Standard Time)

Place: Iris Banquet Hall, 3F, Tokyo Bay Ariake Washington Hotel  
3-7-11, Ariake, Koto-ku, Tokyo, Japan

### **Exercising Voting Rights in Writing**

Please vote for or against the proposals using the enclosed Voting Form and mail the Form to the Company (no postage is necessary).

Voting deadline: To be received no later than 5:30 p.m. on Monday, June 26, 2017 (Japan Standard Time)

### **Exercising Voting Rights via the Internet**

Please access the voting website designated by the Company (<http://www.web54.net>) and use the voting code and the password provided on the enclosed Voting Form to exercise your voting rights. Please vote for or against the proposals in accordance with the instructions on the screen.

Voting deadline: No later than 5:30 p.m. on Monday, June 26, 2017 (Japan Standard Time)

If you prefer to vote via the Internet, please accept the following conditions before exercising your votes.

1. Shareholders voting via the Internet must use the voting website designated by the Company (shown below). The website can also be accessed by mobile phone.

**Website URL for Internet voting: <http://www.web54.net>**

\*You may also access the voting website by using a mobile phone equipped with a QR code reader to read the QR code on the right. Please check the usage instructions for your mobile phone for further details regarding the use of the QR code reader.



("QR code" is a registered trademark of DENSO WAVE INCORPORATED.)

2. If you vote via the Internet, please enter the voting code and the password indicated on the enclosed Voting Form and follow the instructions on the screen to vote for or against the proposals.
3. If you intend to vote via the Internet, you must do so before 5:30 p.m. (the close of business of the Company), on Monday, June 26, 2017 (Japan Standard Time).
4. Only the Internet vote will be counted as valid for Internet and mail votes submitted by the same shareholder.
5. Only the most recent of multiple votes via the Internet or by both computer and mobile phone submitted by the same shareholder will be counted as valid.
6. Connection fees payable to Internet providers and communication expenses payable to telecommunication carriers (telephone charges, etc.) when accessing the website for Internet voting will be borne by the shareholder.

## **Inquiries about Voting via the Internet**

Please contact Sumitomo Mitsui Trust Bank with questions about voting via the Internet:

Shareholder registry administrator:	Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Business Planning Department
Inquiries about voting via the Internet:	(Toll free) 0120-652-031 (accessible from 9:00 a.m. to 9:00 p.m. within Japan)
Inquiries concerning other matters:	(Toll free) 0120-782-031 (accessible from 9:00 a.m. to 5:00 p.m. on weekdays within Japan)

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### **Electronic Voting Platform**

In addition to the above-mentioned method of voting via the Internet, any trust bank managing institutional investors' shares of Company stock or other nominal shareholders (including standing proxies) may, subject to prior request, vote at the Ordinary General Meeting of Shareholders using the electronic voting platform designed for electromagnetic voting operated by ICJ, Inc., a joint venture company incorporated by Tokyo Stock Exchange, Inc. and other entities.

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## Reference Documents for the Ordinary General Meeting of Shareholders

### Proposal 1: Election of Ten (10) Directors

The term of office of all nine (9) directors – Shuichi Watanabe, Yasuhiro Choufuku, Toshihide Yoda, Yuji Sakon, Takuro Hasegawa, Shinjiro Watanabe, Kunio Ninomiya, Michiko Kawanobe, and Mitsuko Kagami – will expire at the conclusion of this Ordinary General Meeting of Shareholders.

The Company therefore proposes the election of ten (10) directors including the addition of one (1) outside director.

The candidates for director are as follows:

Candidate No.	Name	Current position and assignment in the Company
1	Shuichi Watanabe	Representative Director, President and CEO
2	Yasuhiro Choufuku	Senior Managing Director, in charge of Pharmaceutical Business
3	Toshihide Yoda	Managing Director, in charge of IR, General Manager, Business Development Division, and Manager, Business Development Department, Business Development Division
4	Yuji Sakon	Director, General Manager, Administration Division and Chairman, CSR Committee
5	Takuro Hasegawa	Director, in charge of Liaison
6	Shinjiro Watanabe	Director, in charge of IT Business
7	Kunio Ninomiya	Director
8	Michiko Kawanobe	Candidate for Outside Director Outside Director
9	Mitsuko Kagami	Candidate for Outside Director Outside Director
10	Toshio Asano	New Candidate Candidate for Outside Director Advisor

No.	Name (Date of birth)	Career summary, and position and assignment in the Company (Status of important concurrent occupations or positions outside the Company)		Number of the Company's shares held
1	<b>Shuichi Watanabe</b> (April 11, 1952)	Aug. 1979 Dec. 1990 Dec. 1994 Apr. 2000 Apr. 2004  Jun. 2007 Jun. 2008 Apr. 2011  Apr. 2012  Apr. 2012	Entered KURAYA Corporation Director of KURAYA Corporation Managing Director of KURAYA Corporation Director of the Company President and Chief Executive Officer of KURAYA SANSEIDO Spin-off Preparation Inc. (now MEDICEO CORPORATION) Managing Director of the Company Senior Managing Director of the Company Representative Director, Executive Vice President of the Company Representative Director, President and CEO of the Company (current position) Representative Director, Chairman of MEDICEO CORPORATION (current position)	156,200
<b>Reasons for Proposal as Candidate</b> Mr. Shuichi Watanabe has led the management of the MEDIPAL Group as Representative Director, President and CEO of the Company, has appropriately run the Board of Directors as Chairman, and has appropriately overseen the operational execution of the Directors. Additionally, given that he achieved the 2017 MEDIPAL Medium-Term Vision formulated in May 2014 one year ahead of time, and as the next direction, is working hard to advance the 2019 MEDIPAL Medium-Term Vision formulated in July 2016, the Company believes that he will suitably perform his duties as Director and contribute to further increases in the corporate value of the Company.				
2	<b>Yasuhiro Choufuku</b> (December 8, 1954)	Apr. 1977 Jul. 2004 Jun. 2007 Oct. 2009 Jun. 2010 Apr. 2012  Jun. 2012  Jun. 2016	Entered the Company Executive Officer of the Company Director of the Company Director of MEDICEO CORPORATION Managing Director of MEDICEO CORPORATION Representative Director, President and CEO of MEDICEO CORPORATION (current position)  In charge of Pharmaceutical Business of the Company (current position) Senior Managing Director of the Company (current position)	44,400
<b>Reasons for Proposal as Candidate</b> Mr. Yasuhiro Choufuku has deep insight in the Pharmaceutical Business, a core business of the MEDIPAL Group, has been involved in operational execution as Representative Director, President and CEO of our subsidiary MEDICEO CORPORATION, and because of his work in improving performance of the MEDIPAL Group, the Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.				

No.	Name (Date of birth)	Career summary, and position and assignment in the Company (Status of important concurrent occupations or positions outside the Company)		Number of the Company's shares held
3	<b>Toshihide Yoda</b> (January 8, 1963)	Apr. 1985	Entered Nippon Kangyo Kakumaru Securities Co., Ltd.	7,500
		May 1989	Entered UBS Securities Japan Co., Ltd.	
		Jul. 1996	Entered ING Baring Securities (Japan) Limited	
		Dec. 2000	Entered Lehman Brothers Japan Inc.	
		Oct. 2009	Entered Barclays Capital Japan Limited	
		Oct. 2009	Managing Director of Barclays Capital Japan Limited	
		Jun. 2010	Director of the Company	
		Apr. 2012	Managing Director of the Company (current position)	
		Apr. 2012	In charge of IR, General Manager, Business Development Division, and Manager, Business Development Department, Business Development Division of the Company (current position)	
		May 2016	Director of SPLINE Corporation (current position)	
		May 2016	Director of MEDIE Co., Ltd. (current position)	
		Jun. 2016	Director of MEDICEO CORPORATION (current position)	
<b>Reasons for Proposal as Candidate</b> Mr. Toshihide Yoda has utilized his insight developed as a pharmaceuticals sector analyst in the financial industry to the fullest extent, and because of his work to drive the creation of new businesses at the MEDIPAL Group, the Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.				
4	<b>Yuji Sakon</b> (May 8, 1953)	Apr. 1977	Entered the Company	15,700
		Jul. 2008	Executive Officer of KURAYA SANSEIDO Inc. (now MEDICEO CORPORATION)	
		Apr. 2012	Executive Officer of the Company	
		Jun. 2012	Director of the Company (current position)	
		Oct. 2012	Chairman, CSR Committee of the Company (current position)	
		Jun. 2013	General Manager, Administration Division of the Company (current position)	
		Jan. 2016	Director of ASTEC Co., Ltd. (current position)	
<b>Reasons for Proposal as Candidate</b> Mr. Yuji Sakon has thorough knowledge of the MEDIPAL Group's operations, and given how he has utilized his insight and extensive experience in management as the General Manager of the Administration Division of the Company in the supervision and administration of the MEDIPAL Group, the Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.				
5	<b>Takuro Hasegawa</b> (July 3, 1956)	Aug. 1987	Entered Osuido Yakuhin Co., Ltd. (now EVERLTH Co., Ltd.)	121,419
		Nov. 1990	Director of Osuido Yakuhin Co., Ltd.	
		Apr. 1991	Director of OAK Yakuhin Co., Ltd. (now EVERLTH Co., Ltd.)	
		Oct. 1997	Director of EVERLTH Co., Ltd.	
		Oct. 2004	Director of the Company (current position)	
		Jun. 2009	Director of EVERLTH Co., Ltd.	
		Apr. 2011	Representative Director, President and CEO of EVERLTH Co., Ltd. (current position)	
		Oct. 2012	In charge of Liaison of the Company (current position)	
<b>Reasons for Proposal as Candidate</b> Mr. Takuro Hasegawa has worked to create connections with industry groups to which MEDIPAL Group belongs and been involved in operational execution as the Representative Director, President and CEO of our subsidiary EVERLTH Co., Ltd., and because of his work in improving performance of the MEDIPAL Group, the Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.				

No.	Name (Date of birth)	Career summary, and position and assignment in the Company (Status of important concurrent occupations or positions outside the Company)		Number of the Company's shares held
6	<b>Shinjiro Watanabe</b> (October 28, 1972)	Sep. 2008 Jun. 2009 Apr. 2013 Jun. 2013 Jun. 2016	Entered ATOL CO., LTD. Director of ATOL CO., LTD. President and Representative Director of ATOL CO., LTD. (current position) Director of the Company (current position) In charge of IT Business of the Company (current position)	18,000
<b>Reasons for Proposal as Candidate</b> Mr. Shinjiro Watanabe has moved forward the MEDIPAL Group's IT Business and been involved in operational execution as the President and Representative Director of our subsidiary ATOL CO., LTD., and because of his work in improving performance of the MEDIPAL Group, the Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.				
7	<b>Kunio Ninomiya</b> (February 22, 1956)	Apr. 1978 Dec. 2004  Apr. 2008  Jun. 2010  Jun. 2012  Apr. 2014  Apr. 2015  Jun. 2016 Apr. 2017	Entered PALTAC CORPORATION Executive Officer, General Manager of Merchandise Headquarters of PALTAC CORPORATION Managing Executive Officer, General Manager of Chugoku Branch Office of PALTAC CORPORATION Senior Managing Executive Officer, General Manager of Kinki Branch Office of PALTAC CORPORATION Director, Senior Managing Executive Officer, General Manager of General Affairs Headquarters of PALTAC CORPORATION Director, Vice President, Executive Officer, General Manager of West Japan Sales Headquarters, General Manager of Merchandise Headquarters of PALTAC CORPORATION Director, Vice President, Executive Officer, Director of Sales Headquarters of PALTAC CORPORATION Director of the Company (current position) Representative Director, Vice President, Executive Officer of PALTAC CORPORATION (current position)	—
<b>Reasons for Proposal as Candidate</b> Mr. Kunio Ninomiya has extensive experience in the Cosmetics, Daily Necessities, and OTC Pharmaceutical Wholesale Business, one of the core businesses of the MEDIPAL Group, and has been involved in operational execution as Representative Director, Vice President, Executive Officer of our subsidiary PALTAC CORPORATION, and because of his work in improving performance of the MEDIPAL Group, the Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.				



No.	Name (Date of birth)	Career summary, and position and assignment in the Company (Status of important concurrent occupations or positions outside the Company)	Number of the Company's shares held
8	<div>Candidate for Outside Director</div> <b>Michiko Kawanobe</b> (March 31, 1946)	Apr. 1976      Public prosecutor of Tokyo District Public Prosecutors Office Mar. 1984      Assigned to Litigation Division of Tokyo Legal Affairs Bureau Apr. 1990      Counselor, Youth Affairs Administration of Ministry of Home Affairs (now Ministry of Internal Affairs and Communications) Apr. 1993      Professor of the Legal Training and Research Institute of Japan Dec. 1997      Chief, General Affairs Department of Chiba District Public Prosecutors Office Sep. 1999      Public prosecutor of Tokyo High Prosecutors Office Feb. 2000      Deputy Chief Prosecutor of Hiroshima District Public Prosecutors Office Dec. 2002      Chief, Trials Unit of Tokyo High Prosecutors Office Oct. 2003      Public prosecutor of Supreme Public Prosecutors Office Jan. 2004      Chief Prosecutor of Akita District Public Prosecutors Office Apr. 2006      Chief Prosecutor of Takamatsu District Public Prosecutors Office Oct. 2007      Registered as an attorney at law Oct. 2008      Professor of Chiba University Law School Jun. 2011      Outside Director of the Company (current position)	800
<p><b>Reasons for Proposal as Candidate</b>  The Company proposes that Ms. Michiko Kawanobe be elected an outside director because her opinions from a broad perspective based on her longstanding experience in the legal profession and deep insight in general legal affairs can be applied to supervision of the Company's future management. The Company therefore believes that she can suitably perform the duties as an outside director although she has never been involved in the management of a company.</p> <p><b>Items Related to Independence</b>  • The Company has appointed Ms. Kawanobe as an independent director as provided for in the regulations of the Tokyo Stock Exchange, Inc. and notified the Exchange to that effect. If Ms. Kawanobe is re-elected, the Company will continue to have her as an independent director.  • Ms. Kawanobe is a lawyer at Kawanobe Law Office, which does not provide any services to or otherwise have a business relationship with the Company.</p> <p><b>Term of office as Outside Director</b>  6 years (from the close of this General Meeting of Shareholders)</p> <p><b>Other Important Items</b>  The Company has entered into an agreement with Ms. Kawanobe to limit her liability as provided for in Article 427, paragraph 1 of the Companies Act, and the amount of the liability limitation under said agreement is the minimum amount stipulated by laws and regulations. If Ms. Kawanobe is re-elected, the Company plans to continue the agreement.</p>			

No.	Name (Date of birth)	Career summary, and position and assignment in the Company (Status of important concurrent occupations or positions outside the Company)	Number of the Company's shares held
9	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Candidate for Outside Director</div> <b>Mitsuko Kagami</b> (May 18, 1958)	Apr. 1985      Assistant Judge of Tokyo District Court Apr. 1988      Assistant Judge of Akita District and Family Court Apr. 1991      Assistant Judge of Yokohama District Court Jan. 1995      Registered as an attorney at law Apr. 1998      Part-time Lecturer of Faculty of Law of Keio University Apr. 2000      Part-time Lecturer of Faculty of Law of Toin University of Yokohama Apr. 2004      Professor of Keio University Law School Apr. 2007      Part-time Lecturer of Keio University Law School Jun. 2014      Outside Director of the Company (current position) Jun. 2015      Outside Director of Sotetsu Holdings Inc. (current position)	900
<p><b>Reasons for Proposal as Candidate</b>  The Company proposes that Ms. Mitsuko Kagami be elected an outside director because her opinions from a broad perspective based on her extensive experience as a practicing attorney at law and her specialized knowledge in corporate legal affairs can be applied to supervision of the Company's future management. The Company therefore believes that she can suitably perform the duties as an outside director although she has never been involved in the management of a company.</p> <p><b>Items Related to Independence</b></p> <ul style="list-style-type: none"> <li>• The Company has appointed Ms. Kagami as an independent director as provided for in the regulations of the Tokyo Stock Exchange, Inc. and notified the Exchange to that effect. If Ms. Kagami is re-elected, the Company will continue to have her as an independent director.</li> <li>• Ms. Kagami is a lawyer at Kagami Law Office, which does not provide any services to or otherwise have a business relationship with the Company.</li> </ul> <p><b>Term of office as Outside Director</b>  3 years (from the close of this General Meeting of Shareholders)</p> <p><b>Other Important Items</b>  The Company has entered into an agreement with Ms. Kagami to limit her liability as provided for in Article 427, paragraph 1 of the Companies Act, and the amount of the liability limitation under said agreement is the minimum amount stipulated by laws and regulations. If Ms. Kagami is re-elected, the Company plans to continue the agreement.</p>			

No.	Name (Date of birth)	Career summary, and position and assignment in the Company (Status of important concurrent occupations or positions outside the Company)	Number of the Company's shares held
10	<div style="border: 1px solid black; padding: 5px; margin: 10px auto; width: fit-content;">New Candidate</div> <div style="border: 1px solid black; padding: 5px; margin: 10px auto; width: fit-content;">Candidate for Outside Director</div> <p><b>Toshio Asano</b> (December 4, 1952)</p>	<div style="display: flex; flex-direction: column; gap: 5px;"> <div>Apr. 1975 Entered Asahi Kasei Corporation</div> <div>Oct. 2003 Executive Officer of Asahi Kasei Pharma Corporation</div> <div>Apr. 2008 Director and Senior Executive Officer of Asahi Kasei Pharma Corporation</div> <div>Apr. 2010 President &amp; Representative Director and Presidential Executive Officer of Asahi Kasei Pharma Corporation</div> <div>Apr. 2011 Executive Officer of Asahi Kasei Corporation</div> <div>Apr. 2014 Presidential Executive Officer of Asahi Kasei Corporation</div> <div>Jun. 2014 President &amp; Representative Director of Asahi Kasei Corporation</div> <div>Apr. 2016 Director of Asahi Kasei Corporation</div> <div>Jun. 2016 Retired Director of Asahi Kasei Corporation</div> <div>Jun. 2016 Full-time Counsellor of Asahi Kasei Corporation (current position)</div> <div>Aug. 2016 Advisor of the Company (current position)</div> <div>Dec. 2016 Outside Directors of the Board of Maruho Co., Ltd. (current position)</div> </div>	—
<p><b>Reasons for Proposal as Candidate</b> Mr. Toshio Asano has served as President &amp; Representative Director of Asahi Kasei Pharma Corporation and Asahi Kasei Corporation. The Company believes he will reflect his abundant experience and extensive insight gained through his involvement in the corporate management of integrated chemical companies developing a wide range of businesses in the materials field, housing field, and healthcare field, and that he is a suitable candidate for Outside Director.</p> <p><b>Items Related to Independence</b></p> <ul style="list-style-type: none"> <li>• Mr. Toshio Asano satisfies the requirements for an Independent Officer as provided for by Tokyo Stock Exchange Inc., and if he is elected, the Company plans to submit notification to the aforementioned exchange concerning his appointment as an Independent Officer.</li> <li>• The MEDIPAL Group has transactions relating to the purchasing of pharmaceutical products with Asahi Kasei Pharma Corporation, a subsidiary of Asahi Kasei Corporation, where Mr. Toshio Asano served as President &amp; Representative Director, as well as with Maruho Co., Ltd., where he currently serves as Outside Director, but because the amount of the transactions makes up only a very small part of the MEDIPAL Group's consolidated sales, and because the purchasing of pharmaceutical products from both companies is decided through negotiations referencing current market prices, we do not believe these transactions have an effect on the independence of Mr. Asano.</li> <li>• Mr. Toshio Asano has provided advice related to group management to the Company as a part-time advisor, but because his compensation for these services is less than ¥10 million a year, we do not believe this relationship has an effect on the independence of Mr. Asano.</li> </ul> <p><b>Other Important Items</b></p> <ul style="list-style-type: none"> <li>• If Mr. Toshio Asano is elected, the Company plans to enter into an agreement with him to limit his liability as provided for in Article 427, paragraph 1 of the Companies Act.</li> <li>• While Mr. Toshio Asano served as President of Asahi Kasei Corporation in October 2015, an issue of pile installation data manipulated by Asahi Kasei Construction Materials Corporation, a subsidiary of Asahi Kasei Corporation, was discovered, and in January 2016 Asahi Kasei Construction Materials Corporation received a supervisory penalty based on the Construction Business Act. While the construction in question was performed before Mr. Toshio Asano assumed his position as Director at Asahi Kasei Corporation, he has taken the issue quite seriously, and as the President of the parent company, launched an internal/external investigation committee to determine the cause of the problem and formulate a policy to prevent reoccurrence.</li> </ul>			

Notes: 1. There is no special interest between any of the candidates and the Company.  
2. "Number of the Company's shares held" does not include shares held by director candidates through the Directors' Shareholders Association.

**Proposal 2: Election of One (1) Audit & Supervisory Board Member**

The term of office of the current audit & supervisory board member Keiichi Toyokawa is to expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes that one (1) audit & supervisory board member be elected.

This proposal has been approved by the Audit & Supervisory Board.

The candidate for audit & supervisory board member is as follows:

Name (Date of birth)	Career summary, and position and assignment outside the Company	Number of the Company's shares held
<div style="border: 1px solid black; padding: 5px; margin: 10px auto; width: fit-content;">New Candidate</div> <div style="border: 1px solid black; padding: 5px; margin: 10px auto; width: fit-content;">Candidate for Outside Director</div> <p><b>Tomoyasu Toyoda</b> (January 12, 1950)</p>	<p>Apr. 1972 Entered Ajinomoto Co., Inc.</p> <p>Jun. 2003 Corporate Executive Officer of Ajinomoto Co., Inc.</p> <p>Jun. 2007 Member of the Board of Ajinomoto Co., Inc.</p> <p>Jun. 2009 Member of the Board &amp; Corporate Senior Vice President of Ajinomoto Co., Inc.</p> <p>Dec. 2009 President and CEO of AJINOMOTO PHARMACEUTICALS CO., LTD. (now EA Pharma Co., Ltd.)</p> <p>Jun. 2011 Retired Member of the Board of Ajinomoto Co., Inc.</p> <p>Jun. 2013 Retired President and CEO of AJINOMOTO PHARMACEUTICALS CO., LTD. (now EA Pharma Co., Ltd.)</p> <p>Apr. 2014 Advisor of kf-plannig Co., Ltd. (current position)</p>	500

**Reasons for Proposal as Candidate**

Mr. Tomoyasu Toyoda has served as the President and CEO of AJINOMOTO PHARMACEUTICALS CO., LTD. (now EA Pharma Co., Ltd.). The Company believes he will utilize his abundant experience and extensive insight gained through his involvement in the corporate management of a manufacturer developing a wide range of businesses including food products, amino acids, and pharmaceutical products, and requests his election as Outside Director.

**Items Related to Independence**

- Mr. Tomoyasu Toyoda satisfies the requirements for an Independent Officer as provided for in the regulations of the Tokyo Stock Exchange, and if he is elected, the Company plans to submit notification to the aforementioned exchange concerning his appointment as an Independent Officer.
- The MEDIPAL Group has transactions relating to the purchasing of pharmaceutical products with AJINOMOTO PHARMACEUTICALS CO., LTD. (now EA Pharma Co., Ltd.), where Mr. Tomoyasu Toyoda served as President and CEO, but because the amount of the transactions makes up only a very small part of MEDIPAL Group's consolidated sales, and because the purchasing of pharmaceutical products from the company is decided through negotiations referencing current market prices, we do not believe these transactions have an effect on the independence of Mr. Tomoyasu Toyoda.
- There is no particular relationship between the Company and kf-plannig Co., Ltd.

**Other Important Items**

If Mr. Tomoyasu Toyoda is elected, the Company plans to enter into an agreement with him to limit his liability as provided for in Article 427, paragraph 1 of the Companies Act.

Note: There is no special interest between the candidate and the Company.