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Securities code: 3349

July 31, 2024

(Start date of electronic provision measures: July 29, 2024)

**To Shareholders with Voting Rights:**

Hideaki Yokoyama  
President  
Cosmos Pharmaceutical Corporation  
2-10-1 Hakata Eki Higashi,  
Hakata-ku, Fukuoka City

**NOTICE OF  
THE 42nd 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 42nd Annual General Meeting of Shareholders of Cosmos Pharmaceutical Corporation (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures to provide information electronically on the following websites as the “Notice of The 42nd Annual General Meeting of Shareholders.”

The Company’s website

<https://www.cosmospc.co.jp/english/ir-library/>

Tokyo Stock Exchange website (Listed Company Search)

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

(Please enter and search for the Company’s name or securities code, then select “Basic information,” “Documents for public inspection/PR information.”)

If you will not attend the meeting in person, you may exercise your voting rights in writing or via the Internet or other means. Please review the Reference Documents for the General Meeting of Shareholders included in the matters for electronic provision and exercise your voting rights no later than 6:00 p.m., Monday, August 19, 2024, Japan Standard Time.

- 1. Date and Time:** Tuesday, August 20, 2024 at 10:00 a.m., Japan Standard Time  
(Reception opens at 9:30 a.m.)
- 2. Place:** Tsukushi Ballroom, 3rd floor, Main Building, Hotel Nikko Fukuoka  
2-18-25 Hakata Ekimae, Hakata-ku, Fukuoka City
- 3. Meeting Agenda:**
  - Matters to be reported:** 1. The Business Report and Consolidated Financial Statements for the Company’s 42nd Fiscal Year (June 1, 2023 - May 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 42nd Fiscal Year (June 1, 2023 - May 31, 2024)

**Proposals to be resolved:**

- Proposal 1:** Election of Three (3) Directors (Excluding Directors Concurrently Serving As Audit and Supervisory Committee Members)
- Proposal 2:** Appointment of an Accounting Auditor

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- Notes:
1. If you attend the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  2. If any circumstances arise that require changes to the matters for electronic provision, the changes will be posted on the abovementioned websites.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

**Proposal 1:** Election of Three (3) Directors (Excluding Directors Concurrently Serving As Audit and Supervisory Committee Members)

The terms of office of all three (3) Directors (excluding Directors concurrently serving as Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, shareholders are requested to elect three (3) Directors (excluding Directors concurrently serving as Audit and Supervisory Committee Members).

The Board of Directors nominated the candidates for Director (excluding Director concurrently serving as an Audit and Supervisory Committee Member) after comprehensively taking their character, insight, and background into consideration, based on reports by the Nomination and Remuneration Committee, a body chaired by an Internal Director where Outside Directors form a majority.

The candidates for Director are as follows:

[Skills Matrix of the Board of Directors]

The table below shows the types of skills and areas of specialty that are expected of the candidates for Director. It represents the composition of the Board of Directors on the assumption that the candidates become Directors.

Name	Hideaki Yokoyama	Futoshi Shibata	Yukitaka Uno	Michiyoshi Kosaka	Yuki Watabe	Chiyoko Harada
Reappointment/ New candidate	Reappointment	Reappointment	Reappointment	—	—	—
Position to fill	Director	Director	Director	Director concurrently serving as an Audit and Supervisory Committee Member	Outside Director concurrently serving as an Audit and Supervisory Committee Member	Outside Director concurrently serving as an Audit and Supervisory Committee Member
Corporate management / business strategies	○	○	○			
Experience in the Company's business and industry	○	○	○	○		
Sales/Marketing	○		○			
Organizational management / HR development	○					
Finance/Accounting		○				○
Legal affairs / Compliance		○		○	○	
ESG/SDGs		○		○	○	○

\* The table above does not cover all knowledge and experience of the candidates.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Hideaki Yokoyama (September 19, 1980)	April 2003	Joined the Company	13,000
		September 2007	Area Head of Store Operation Department	
		July 2011	Manager of Store Operations Department	
		August 2016	Director and Manager of Store Operations Department	
		August 2017	Director, Manager of Sales Division and Store Operations Department	
		June 2018	President (to present)	
		August 2019	Representative Director, Green Flash Corporation (to present)	
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Hideaki Yokoyama has been involved in management of the Company and its group companies since he was appointed Director in 2016. In his capacity as general supervisor for the store operations department and the entire sales department, he has leveraged his abundant experience and knowledge to help the Company and its group companies to expand their business. Since 2018, he has been serving as President. We therefore consider that to further enhance corporate value, he is the best person to serve as operating officer. Accordingly, we propose his reappointment as Director.</p>				
2	Futoshi Shibata (October 24, 1971)	November 1998	Joined the Company	30,800
		September 2004	Manager of Public Relations Section of Human Resources and General Affairs Department	
		July 2006	Manager of Corporate Planning Department	
		June 2012	Representative Director, Green Flash Corporation	
		August 2012	Director and Manager of Corporate Planning Department, the Company	
		August 2017	President	
		June 2018	Director and Manager of Corporate Planning Department (to present)	
		August 2019	Director, Green Flash Corporation (to present)	
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Futoshi Shibata has been involved in management of the Company since he was appointed Director in 2012. In his capacity as general supervisor of the corporate planning department, he has leveraged his abundant experience and knowledge to help the Company and its group companies to expand their business. We therefore consider that he is the best person to further enhance corporate value. Accordingly, we propose his reappointment as Director.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Yukitaka Uno (November 21, 1973)	February 2001    Joined Cosmos Corporation April 2005        Joined the Company April 2005        Manager of Sales Planning Section of Sales Department May 2005          Director, Green Flash Corporation (to present) November 2009   Manager of Sales Planning Department, the Company August 2012       Director and Manager of Sales Planning Department January 2018      Director and Manager of Product Development Department August 2021       Executive Officer and Manager of Product Development Department August 2023       Director and Manager of Product Development Department (to present)	1,233,500
[Reasons for nomination as a candidate for Director] Mr. Yukitaka Uno has been involved in management of the Company and its group companies since he was appointed Director in 2023. In his capacity as general supervisor of the product development department, he has leveraged his abundant experience and knowledge to help the Company and its group companies to expand their business. We therefore consider that he is the best person to further enhance corporate value. Accordingly, we propose his reappointment as Director.			

- Notes: 1. There are no special interests between any of the candidates and the Company.  
 2. The number of shares of the Company held is the number of shares each candidate held as of May 31, 2024.

## Proposal 2: Appointment of an Accounting Auditor

The term of office of the Company's Accounting Auditor, Deloitte Touche Tohmatsu LLC, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, in accordance with a decision made by the Audit and Supervisory Committee, shareholders are requested to approve the appointment of Grant Thornton Taiyo LLC as the Company's new Accounting Auditor.

### 1. Reasons for selecting Grant Thornton Taiyo LLC as a candidate for Accounting Auditor

The Audit and Supervisory Committee selected Grant Thornton Taiyo LLC as a candidate for Accounting Auditor because, in consideration of the number of years that the current Accounting Auditor has continuously been auditing the Company and as a result of comparing them to other accounting corporations in terms of their expertise as Accounting Auditors, independence, quality control structure, auditing fees, and other factors, the Committee has judged that Grant Thornton Taiyo LLC can perform financial audits appropriately and correctly. In addition, after comprehensively considering that Grant Thornton Taiyo LLC can be expected to offer a fresh perspective when carrying out its audits, the Audit and Supervisory Committee has deemed Grant Thornton Taiyo LLC suitable for the Company's Accounting Auditor.

### 2. Overview of the candidate for Accounting Auditor

(As of March 31, 2024)

Name	Grant Thornton Taiyo LLC		
Address	1-2-7 Moto-Akasaka, Minato-ku, Tokyo		
Date of incorporation	September 6, 1971		
Capital	543 million yen		
Members	Partners (certified public accountants)	95 persons	
	Employees (certified public accountants)	339 persons	
	Other professionals	880 persons	
	Total	1,314 persons	

### 3. History of the candidate for Accounting Auditor

September 1971	Founded as Taiyo Audit Corporation
January 2006	Merged with ASG Audit Corporation and changed the name to Grant Thornton Taiyo ASG Audit Corporation
July 2008	Became a limited liability audit corporation and changed the name to Grant Thornton Taiyo ASG LLC
July 2012	Merged with Eisho Audit Corporation
October 2013	Merged with Kasumigaseki Audit Corporation
October 2014	Changed the name to Grant Thornton Taiyo LLC
July 2018	Merged with YUSEI Audit & Co.

### 4. Matters related to the candidate for Accounting Auditor

Grant Thornton Taiyo LLC was ordered by the Financial Services Agency to partially suspend its operations from January 1 to March 31, 2024. However, the audit corporation submitted a business improvement plan to the Financial Services Agency on January 31, 2024, and has implemented measures to improve audit quality and fundamentally resolve issues, such as by strengthening governance functions to ensure transparency, changing the organizational structure, reforming the organizational culture, reviewing human resource policies, and reforming on-site auditing.

The administrative disposition mainly resulted from an issue with an amended audit, rather than an initial standard audit. Furthermore, it is related to a highly specific matter that occurred at the final presentation stage. We therefore do not anticipate any impact on the quality or other aspects of standard

audits. In addition, Grant Thornton Taiyo LLC has already initiated and even completed some of its measures to improve its operations. On the basis that we receive regular reports on the status of these improvements, we request the approval of the appointment of Grant Thornton Taiyo LLC as the Company's Accounting Auditor.

The Audit and Supervisory Committee commends Grant Thornton Taiyo LLC for its efforts to implement its remedial measures for the recurrence prevention of the issue in question, and believes that Grant Thornton Taiyo LLC will carry out audits of the Company properly and rigorously.