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Securities Code 4151

(Dispatch date) March 4, 2026

(Commencement date of measures for providing information in electronic format) February 21, 2026

Dear Shareholders,

Abdul Mullick
Executive Director of the Board,
President and COO
Kyowa Kirin Co., Ltd.
1-9-2 Otemachi, Chiyoda-ku, Tokyo

Notice of Convocation of the 103rd Ordinary General Meeting of Shareholders

Please be advised that the 103rd Ordinary General Meeting of Shareholders (the “**Meeting**”) of Kyowa Kirin Co., Ltd. (the “**Company**”) will be held as set forth below.

When convening the Meeting, the Company takes measures for providing information such as reference documents for the General Meeting of Shareholders (matters subject to the measures for providing information in electronic format) in electronic format and posts this information as the Notice of Convocation of the 103rd Ordinary General Meeting of Shareholders on the Company’s website. Please review the information on the Company’s website shown below.

The Company’s website: <https://ir.kyowakirin.com/en/stock/meeting.html>

In addition to posting matters subject to measures for providing information in electronic format on the website listed above, the Company also posts this information on the website of the Tokyo Stock Exchange (TSE). When accessing the TSE website shown below, please enter “Kyowa Kirin” under “Issue name (company name)” or the Company’s securities code “4151” under “Code” and execute a search. Next select “Basic information” and then “Documents for public inspection/PR information,” to check the information under “Filed information available for public inspection” in the “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” field.

Tokyo Stock Exchange website (Listed Company Search):
<https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do>

If you are not attending the meeting in person, you can exercise your voting rights via the Internet, etc. or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:40 p.m. (JST) on March 18 (Wed), 2026.

Details of the Meeting

1. Date and Time:

March 19, 2026 (Thursday), at 10 a.m. (JST)

2. Venue:

Tokyo Sankei Building Otemachi Sankei Plaza 4th-floor Hall
1-7-2 Otemachi, Chiyoda-ku, Tokyo

3. Agenda:

Matters to be reported:

1. Business Report, Consolidated Financial Statements, as well as the audit reports of the Accounting Auditor and the Audit & Supervisory Board on the Consolidated Financial Statements, for the 103rd fiscal year (from January 1, 2025, to December 31, 2025)
2. Non-consolidated Financial Statements for the 103rd fiscal year (from January 1, 2025, to December 31, 2025)

Matters to be resolved:

- Proposal No. 1: Appropriation of surplus
- Proposal No. 2: Partial amendments to the Articles of Incorporation
- Proposal No. 3: Election of eight (8) Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)
- Proposal No. 4: Election of four (4) Directors of the Board who are Audit & Supervisory Committee Members
- Proposal No. 5: Determination of remuneration amount for Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)
- Proposal No. 6: Determination of remuneration amount for Directors of the Board who are Audit & Supervisory Committee Members
- Proposal No. 7: Determination of remuneration amount and other details of Restricted Share-based Remuneration, etc. for Directors of the Board (excluding outside Directors of the Board and Directors of the Board who are Audit & Supervisory Committee Members)
- Proposal No. 8: Determination of remuneration amount and other details of performance-linked share-based remuneration, etc. for Directors of the Board (excluding outside Directors of the Board and Directors of the Board who are Audit & Supervisory Committee Members)

4. Other Decisions on the Convocation of the Meeting:

In the case that voting rights are exercised in duplicate, via both postal mail and the Internet, etc., the vote via the Internet, etc., shall be deemed valid.

In the case that multiple votes are received via the Internet, etc., the last vote shall be deemed valid.

If neither approval nor disapproval of a proposal is indicated on the Voting Form used for exercising voting rights in writing, it will be treated as a vote for approval.

End

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- If you attend the meeting in person, please submit your Voting Form to the reception desk at the venue.
 - If revisions to the matters subject to measures for providing information in electronic format arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's aforementioned website and the TSE website.

<Measures for shareholders with disability>

- While only shareholders themselves may enter the venue in principle, an assistant, guide dog, etc. for those with disabilities may enter.
- We will show real-time subtitles on the screen in the venue and on the live streaming screen on the day of the Meeting, so those with a hearing impediment can also participate and watch (Please be aware that there will be a time lag in displaying the subtitles).

Reference Documents for the General Meeting of Shareholders

Proposals and References:

Proposal No. 1: Appropriation of surplus

The basis of the Company's policy regarding the distribution of profits is to pay dividends stably in light of a comprehensive consideration of factors including consolidated results and dividend payout ratio for each fiscal year, while also increasing its retained earnings for future business development and other purposes.

As the dividend policy in the FY2021-2025 Mid-term Business Plan, the Company sets its target dividend payout ratio on core EPS^{*1} at 40%, and aims to ensure a stable and sustained increase in the level of dividend payment (continuous increase of dividend payments) in line with medium- to long-term growth in profits.

Based on this policy, the Company intends to pay a year-end dividend of ¥32 per share for the 103rd fiscal year, as described below. Combined with the interim dividend of ¥30 per share, this will result in an annual dividend of ¥62 per share, an increase of ¥4 compared with the annual dividend for the previous fiscal year.

From FY2026 onward, the Company will change the dividend policy to one based on a DOE^{*2} of 4% or higher and progressive dividends^{*3}, with the aim of achieving more stable and sustainable dividend payments. As part of management that is conscious of cost of capital, the Company aims to enhance shareholder returns and improve capital efficiency.

Year-end dividend

(1) Type of dividend property:

Cash

(2) Allocation of dividend property and total amount thereof:

¥32 per share of the Company's ordinary shares

Total amount: ¥16,751,621,760

(3) Effective date of dividends of surplus:

March 23, 2026

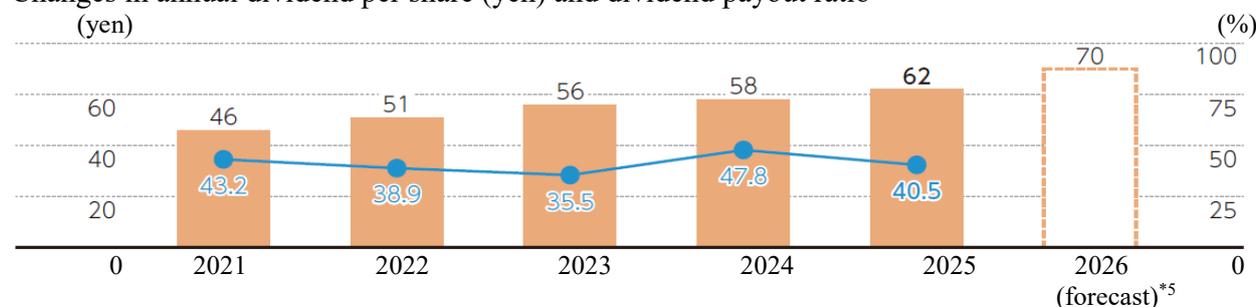
Notes: *1: As an indicator for recurring profitability, it is calculated by dividing "core profit," which is "profit" less "other income," "other expenses" and their "income tax expense," by the average number of shares during the period.

*2: DOE = dividends paid ÷ equity at the beginning of the fiscal year.

*3: A dividend policy under which the dividend per share is maintained or increased.

(Reference)

Changes in annual dividend per share (yen) and dividend payout ratio^{*4}



■ Annual dividend (yen) (left axis) ● Dividend payout ratio (%) (right axis)

Notes: *4: The dividend payout ratios for 2021 to 2025 show those against core EPS stated in the FY2021-2025 Medium-Term Business Plan. The weighted average dividend payout ratio for 2021-2025 was 40.8%.

*5: Precaution for dividend forecast

The dividend (forecast) for FY2026 will be calculated based on the dividend policy that fundamentally

requires a DOE (Dividend on Equity) of 4% or more and a progressive dividend. The DOE is expected to be 4.1%.

The dividend forecast has uncertain factors and may change. Accordingly, the Company is not committed to achieving it.

Proposal No. 2: Partial amendments to the Articles of Incorporation

1 Reasons for proposal

(1) Amendments related to business purpose

In order to expand the scope of the Company’s business and prepare for future business development, the Company proposes to add a new business purpose to Article 3 (Purpose) of the current Articles of Incorporation.

(2) Amendments related to the transition to a company with an Audit & Supervisory Committee

By transitioning to a company with an Audit & Supervisory Committee, the Company aims to further strengthen the Board of Directors’ supervising function of business execution. This will enable the Board of Directors to more clearly distinguish matters that should be entrusted to the executive management and those that require deliberation by the Board of Directors. Leveraging the diverse skills and expertise of the Directors of the Board, the Board of Directors will further focus on discussing medium- to long-term and overarching strategies, as well as the management infrastructure necessary to support such strategies, under the highly uncertain business environment. Through these measures, the Company aims to enable swift and decisive decision-making accompanied by appropriate risk-taking, and to establish a framework to support such decision-making. In addition, by appointing Audit & Supervisory Committee Members, who are responsible for auditing and supervising the execution of duties by Directors of the Board, as members of the Board of Directors, the Company will further enhance its supervising framework. At the same time, by strengthening the instruction and coordination framework between the Audit & Supervisory Committee and the Internal Audit Department, the Company will enhance the effectiveness of audits of executive management.

In connection with this transition, provisions related to Directors of the Board who are Audit & Supervisory Committee Members and the Audit & Supervisory Committee will be newly established, provisions related to Audit & Supervisory Board Members and the Audit & Supervisory Board will be deleted, and provisions related to the number of Directors of the Board, and delegation of important business execution decisions will be newly established.

In addition, other necessary amendments will be made, including revisions of wording and adjustments to article numbering, in connection with the above amendments.

2 Details of amendments

The details of the proposed amendments are as follows. If passed, these amendments shall take effect at the conclusion of this Meeting.

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
<p>Chapter I. General Provisions</p> <p>Article 1. (Trade name)</p> <p><Omitted></p> <p>Article 2. (Location of head office)</p> <p><Omitted></p> <p>Article 3. (Purpose)</p> <p>The purpose of the Company shall be to engage in the following businesses:</p>	<p>Chapter I. General Provisions</p> <p>Article 1. (Trade name)</p> <p><Unchanged></p> <p>Article 2. (Location of head office)</p> <p><Unchanged></p> <p>Article 3. (Purpose)</p> <p>The purpose of the Company shall be to engage in the following businesses:</p>

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
<p>1. Manufacture, export and import, and purchase and sale of petrochemical products such as solvents and plasticizers, and chemical industrial products such as fertilizers;</p> <p>2. Manufacture, export and import, and purchase and sale of pharmaceutical products;</p> <p>3. -18. <Omitted></p>	<p>1. Manufacture, export and import, and purchase and sale of petrochemical products such as solvents and plasticizers, and chemical industrial products such as fertilizers;</p> <p>2. Manufacture, export and import, and purchase and sale of pharmaceutical products <u>and regenerative medicine products and the like</u>;</p> <p>3. -18. <Unchanged></p>
<p>Article 4. (Organization)</p> <p>The Company shall establish the following organizations, in addition to the General Meeting of Shareholders and Directors.</p> <p>1. Board of Directors;</p> <p>2. <u>Audit & Supervisory Board Member</u>;</p> <p>3. <u>Audit & Supervisory Board</u>; and</p> <p>4. Accounting Auditor.</p>	<p>Article 4. (Organization)</p> <p>The Company shall establish the following organizations, in addition to the General Meeting of Shareholders and Directors.</p> <p>1. Board of Directors;</p> <p>2. <u>Audit & Supervisory Committee</u>;</p> <p><Deleted></p> <p>3. Accounting Auditor.</p>
<p>Article 5. (Method of public notice)</p> <p><Omitted></p>	<p>Article 5. (Method of public notice)</p> <p><Unchanged></p>
<p>Chapter II. Shares</p> <p>Article 6. - Article 12.</p> <p><Omitted></p>	<p>Chapter II. Shares</p> <p>Article 6. - Article 12.</p> <p><Unchanged></p>
<p>Chapter III. General Meetings of Shareholders</p> <p>Article 13. - Article 18.</p> <p><Omitted></p>	<p>Chapter III. General Meetings of Shareholders</p> <p>Article 13. - Article 18.</p> <p><Unchanged></p>
<p>Chapter IV. Directors of the Board and Board of Directors</p> <p>Article 19. (Number of Directors of the Board)</p> <p>The Company shall have not more than ten (10) Directors of the Board.</p>	<p>Chapter IV. Directors of the Board and Board of Directors</p> <p>Article 19. (Number of Directors of the Board)</p> <p>The Company shall have not more than ten (10) Directors of the Board <u>(excluding Directors of the Board who are Audit & Supervisory Committee Members). The Company shall have not more than five (5) Directors of the Board who are Audit & Supervisory Committee Members.</u></p>
<p>Article 20. (Election of Directors of the Board)</p> <p>Directors of the Board shall be elected at a General Meeting of Shareholders.</p>	<p>Article 20. (Election of Directors of the Board)</p> <p>Directors of the Board shall be elected at a General Meeting of Shareholders <u>by distinguishing those Directors of the Board who are Audit & Supervisory Committee Members and other</u></p>

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
<p>A resolution for election of Directors of the Board shall be adopted by a majority of the voting rights of the shareholders present at the General Meeting of Shareholders where the shareholders holding in aggregate one third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.</p> <p>Cumulative voting shall not be used for a resolution for the election of Directors of the Board.</p>	<p><u>Directors of the Board.</u></p> <p>A resolution for election of Directors of the Board shall be adopted by a majority of the voting rights of the shareholders present at the General Meeting of Shareholders where the shareholders holding in aggregate one third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.</p> <p>Cumulative voting shall not be used for a resolution for the election of Directors of the Board.</p> <p><u>The effect of the resolution for election of a substitute Directors of the Board who are Audit & Supervisory Committee Members, elected pursuant to Article 329, Paragraph 3 of the Companies Act, shall extend through the commencement of the Ordinary General Meeting of Shareholders associated with the last fiscal year ending within two (2) years after their election.</u></p>
<p>Article 21. (Term of office of Directors of the Board)</p> <p>The term of office of Directors of the Board shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last business year ending within one (1) year from the time of their election.</p>	<p>Article 21. (Term of office of Directors of the Board)</p> <p>The term of office of Directors of the Board <u>(excluding Directors of the Board who are Audit & Supervisory Committee Members)</u> shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last business year ending within one (1) year from the time of their election.</p> <p><u>The term of office of Directors of the Board who are Audit & Supervisory Committee Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last business year ending within two (2) years from the time of their election.</u></p> <p><u>The term of office of a Director of the Board who is an Audit & Supervisory Committee Member that was elected to fill a vacancy for a Director of the Board who was an Audit & Supervisory Committee Member that resigned prior to the expiration of his or her term of office shall extend through the expiration of the term of office for the resigning Director of the Board who was an Audit and Supervisory Committee Member.</u></p>
<p>Article 22. (Remunerations for Directors of the Board)</p> <p>Remunerations, bonuses, or other economic benefits from the Company as a consideration for the performance of the duties (hereinafter referred to as “Remunerations”) to be received by Directors of the Board shall be determined by resolution of a General Meeting of Shareholders.</p>	<p>Article 22. (Remunerations for Directors of the Board)</p> <p>Remunerations, bonuses, or other economic benefits from the Company as a consideration for the performance of the duties (hereinafter referred to as “Remunerations”) to be received by Directors of the Board shall be determined by resolution of a General Meeting of Shareholders <u>by distinguishing those Directors of the Board who are Audit & Supervisory Committee Members and other</u></p>

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
Article 23. (Chairman of a meeting of the Board of Directors) <Omitted>	<u>Directors of the Board.</u> Article 23. (Chairman of a meeting of the Board of Directors) <Unchanged>
Article 24. (Notice of convocation of Board of Directors meeting) The notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director of the Board <u>and each Audit & Supervisory Board Member</u> no later than three (3) days prior to the day of the meeting; provided, however, that the above period may be shortened if it is urgently necessary.	Article 24. (Notice of convocation of Board of Directors meeting) The notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director of the Board no later than three (3) days prior to the day of the meeting; provided, however, that the above period may be shortened if it is urgently necessary.
Article 25. (Appointment of Directors of the Board with titles) The Board of Directors shall, by resolution of the same, appoint from among the Directors of the Board one (1) President, <u>and</u> may, by resolution of the same, appoint from among the Directors of the Board one (1) Chairman of the Board, one (1) Vice Chairman of the Board, and one (1) or a small number of Vice Presidents.	Article 25. (Appointment of Directors of the Board with titles) The Board of Directors shall, by resolution of the same, appoint <u>from among the Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)</u> one (1) President. <u>The Board of Directors</u> may, by resolution of the same, appoint from among the Directors of the Board <u>(excluding Directors of the Board who are Audit & Supervisory Committee Members)</u> one (1) Chairman of the Board, one (1) Vice Chairman of the Board, and one (1) or a small number of Vice Presidents.
Article 26. (Representative Director) The Board of Directors shall, by resolution of the same, appoint Representative Directors.	Article 26. (Representative Director) The Board of Directors shall, by resolution of the same, appoint Representative Directors <u>from among the Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)</u> .
Article 27. (Omission of resolution of Board of Directors meeting) <Omitted>	Article 27. (Omission of resolution of Board of Directors meeting) <Unchanged>
<Newly established>	<u>Article 28. (Delegation of Decisions on Execution of Important Operations)</u> <u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company, by resolution of the Board of Directors, shall be entitled to delegate all or a portion of the decisions concerning the execution of important operations (excluding the matters set out in the respective items of Paragraph 5 of that same article) to</u>

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
<p>Article <u>28</u>. (Regulations of the Board of Directors) <Omitted></p>	<p><u>Directors of the Board.</u> Article <u>29</u>. (Regulations of the Board of Directors) <Unchanged></p>
<p>Article <u>29</u>. (Exemption from liability of Directors of the Board) <Omitted></p>	<p>Article <u>30</u>. (Exemption from liability of Directors of the Board) <Unchanged></p>
<p>Chapter V. <u>Audit & Supervisory Board Members and Audit & Supervisory Board</u></p>	<p>Chapter V. <u>Audit & Supervisory Committee</u></p>
<p><u>Article 30. (Number of Audit & Supervisory Board Members)</u> <u>The Company shall have three (3) or more Audit & Supervisory Board Members.</u></p>	<p><Deleted></p>
<p><u>Article 31. (Election of Audit & Supervisory Board Members)</u> <u>Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders.</u> <u>A resolution for election of Audit & Supervisory Board Members shall be adopted by a majority of the voting rights of the shareholders present at the General Meeting of Shareholders where the shareholders holding in aggregate one third (1/3) or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.</u></p>	<p><Deleted></p>
<p><u>Article 32. (Term of office of Audit & Supervisory Board Members)</u> <u>The term of office of Audit & Supervisory Board Members shall expire at the conclusion of the Ordinary General Meeting of Shareholders concerning the last business year ending within four (4) years from the time of their election.</u> <u>The term of office of an Audit & Supervisory Board Member who is elected to fill a vacancy of an Audit & Supervisory Board Member who retired from office before the expiration of the term of office, shall expire at the time at which the term of office of the retired Audit & Supervisory Board Member would have expired.</u></p>	<p><Deleted></p>
<p><u>Article 33. (Remunerations for Audit & Supervisory Board Members)</u> <u>Remunerations for Audit & Supervisory Board Members shall be determined by resolution of a</u></p>	<p><Deleted></p>

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
<p><u>General Meeting of Shareholders.</u></p> <p>Article <u>34.</u> (Notice of convocation of <u>the Audit & Supervisory Board meeting</u>)</p> <p>The notice of convocation of <u>the Audit & Supervisory Board meeting</u> shall be dispatched to each <u>Audit & Supervisory Board Member</u> no later than three (3) days prior to the day of the meeting; provided, however, that the above period may be shortened if it is urgently necessary.</p> <p>Article <u>35.</u> (Full-time <u>Audit & Supervisory Board Members</u>)</p> <p><u>The Audit & Supervisory Board</u> shall, by its resolution, appoint full-time <u>Audit & Supervisory Board Members</u> from among the Audit & Supervisory Board Members.</p> <p>Article <u>36.</u> (Regulations of <u>the Audit & Supervisory Board</u>)</p> <p>Matters regarding <u>the Audit & Supervisory Board</u> shall be governed by, in addition to laws and regulations and these Articles of Incorporation, <u>the Regulations of the Audit & Supervisory Board</u> established by <u>the Audit & Supervisory Board</u>.</p> <p>Article <u>37.</u> (<u>Exemption from liability of Audit & Supervisory Board Members</u>)</p> <p><u>Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with Audit & Supervisory Board Members to limit their liability for damages arising from their failure to perform their duties; provided, however, that the maximum amount of liability for damages under such agreements shall be the higher of either (i) the predetermined amount of not less than five million (5,000,000) yen, or (ii) the amount provided for in laws and regulations.</u></p> <p>Chapter VI. Accounts</p> <p>Article <u>38.</u> - Article <u>41.</u></p> <p><Omitted></p> <p><Newly established></p>	<p>Article <u>31.</u> (Notice of convocation of <u>the Audit & Supervisory Committee</u>)</p> <p>The notice of convocation of <u>the Audit & Supervisory Committee</u> shall be dispatched to each <u>Audit & Supervisory Committee Members</u> no later than three (3) days prior to the day of the meeting; provided, however, that the above period may be shortened if it is urgently necessary.</p> <p>Article <u>32.</u> (Full-time <u>Audit & Supervisory Committee Members</u>)</p> <p><u>The Audit & Supervisory Committee</u> shall, by its resolution, appoint full-time <u>Audit & Supervisory Committee Members</u> from among the Audit & Supervisory Board Members.</p> <p>Article <u>33.</u> (Regulations of <u>the Audit & Supervisory Committee</u>)</p> <p>Matters regarding <u>the Audit & Supervisory Committee</u> shall be governed by, in addition to laws and regulations and these Articles of Incorporation, <u>the Regulations of the Audit & Supervisory Committee</u> established by <u>the Audit & Supervisory Committee</u>.</p> <p><Deleted></p> <p>Chapter VI. Accounts</p> <p>Article <u>34.</u> - Article <u>37.</u></p> <p><Unchanged></p> <p><u>(Supplementary Provisions)</u></p> <p><u>The agreements that limit liability for the compensation of damages under Article 423, Paragraph 1 of the Companies Act for the actions of</u></p>

(Underlined parts are amended)

Current Articles of Incorporation	Proposed Amendment
	<u>Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) prior to the conclusion of the 103rd Ordinary General Meeting of Shareholders, shall be governed by the provisions of Article 37 of the Articles of Incorporation prior to the amendments thereof by shareholder resolution at the same general meeting.</u>

<Reference> Transition to a company with an Audit & Supervisory Committee

Vision our Board of Directors aims to achieve

In order to enhance corporate value, each Director of the Board leverages their diverse skills to provide high-level and multi-faceted advice and insights, thereby supporting swift and decisive decision-making in execution that involves appropriate risk-taking. At the same time, the Board of Directors proactively supervises whether management decisions and business execution aligned with strategic objectives are being carried out through proper processes.

Key point of the transition (i): Deepening discussions on overarching strategy

- By delegating a portion of important business execution decisions, such as clinical development, to executive management, the Board of Directors deepens discussions on overarching strategies and the management infrastructure necessary to support such strategies, with respect to management policies and strategies (including product portfolio and human capital) and global governance structure, while leveraging the diverse skills and expertise of the Directors of the Board, under the highly uncertain business environment.

Key point of the transition (ii): Accelerating business by supporting appropriate risk-taking

- In order to create life-changing value through “Asset in focus disease areas” and “Strategic partnering assets” under Story for Vision 2030, the Board of Directors promotes swift decision-making, including advancing the stage of R&D activities, and accelerates business development, through delegating authority to executive management.
- Through monitoring of the management plan and Enterprise Risk Management (ERM), the Board of Directors supports appropriate risk-taking by executive management, while preventing excessive risk-taking.

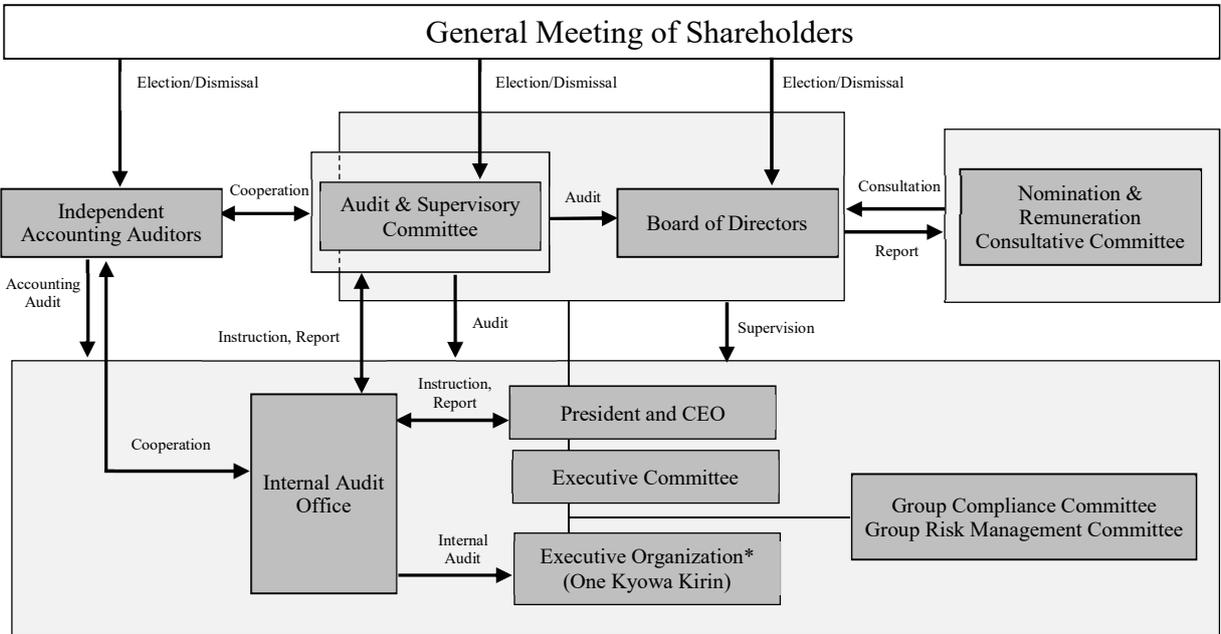
Key point of the transition (iii): Strengthening the supervising function

- By appointing Audit & Supervisory Committee Members as members of the Board of Directors, the Board of Directors strengthens its supervising function over important decisions and the decision-making process from higher levels of independence and specialized expertise.
- By strengthening the instructions and coordination framework between the Audit & Supervisory Committee and the internal audit department, the Board of Directors enhances the effectiveness of audits of the business execution of the entire Group, including overseas subsidiaries.
- With authority delegated to the executive management, Directors of the Board strengthen their supervising function by actively requesting explanations and proactively gathering and communicating information even on matters not submitted for deliberation.

Key points to strengthen executive management and supervising structure

- By appointing Audit & Supervisory Committee Members, a majority of whom are outside Directors of the Board, as members of the Board of Directors with voting rights, the supervising function of the Board of Directors over the execution of duties by the Directors of the Board is strengthened.
- By delegating a portion of important business execution decisions to executive management, the Board of Directors promotes swift decision-making and accelerates business development, while proactively providing advice on and supervising future directions and risks through monitoring of the management plan and ERM, thereby supporting appropriate risk-taking by executive management.
- By strengthening the instructions and coordination framework between the Audit & Supervisory Committee and the Internal Audit Department, the effectiveness of supervision over the executive management is strengthened.

Corporate Governance Structure after the transition



*Governance of the executive organization is structured as a matrix management system (One Kyowa Kirin), combining the regional (region) axis, the functional (function) axis, and the product (franchise) axis.

Proposal No. 3: Election of eight (8) Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)

If Proposal No. 2, “Partial amendments to the Articles of Incorporation,” is approved as proposed at the Meeting, the Company will transition to a company with an Audit & Supervisory Committee, and the terms of office of all nine (9) Directors of the Board will expire upon the amendments to the Articles of Incorporation becoming effective.

Accordingly, shareholders are requested to elect eight (8) Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members; the same shall apply hereinafter in this proposal).

The candidates for the positions of Directors of the Board are determined by the Board of Directors based on a report from the Nomination & Remuneration Consultative Committee, which is chaired by an outside Director of the Board and made up of seven (7) members selected from the outside Directors of the Board and Audit & Supervisory Board Members, and three (3) internal Directors of the Board and Audit & Supervisory Board Members.

This proposal shall become effective on the condition that the amendments to the Articles of Incorporation set forth in Proposal No. 2, “Partial amendments to the Articles of Incorporation,” take effect.

The candidates for the positions of Directors of the Board are as follows:

Candidate No.	Name	Current position and areas of responsibility in the Company	Board of Directors Meeting Attendance	Number of years in office
1	Masashi Miyamoto <input type="checkbox"/> Reappointment	*Executive Director of the Board, Chairman and CEO Member of Nomination & Remuneration Consultative Committee	100% (14/14)	9
2	Abdul Mullick <input type="checkbox"/> Reappointment	*Executive Director of the Board, President and COO Member of Nomination & Remuneration Consultative Committee	100% (10/10)	1
3	Takeyoshi Yamashita <input type="checkbox"/> Reappointment	*Director of the Board, Executive Vice President and CMO In charge of Medical Affairs Department and Pharmacovigilance Division Member of Nomination & Remuneration Consultative Committee	100% (14/14)	3
4	Daisuke Fujiwara <input type="checkbox"/> Reappointment	Director of the Board	100% (10/10)	1
5	Takashi Oyamada <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Outside Director of the Board Chairperson of Nomination & Remuneration Consultative Committee	100% (14/14)	5

Candidate No.	Name	Current position and areas of responsibility in the Company	Board of Directors Meeting Attendance	Number of years in office
6	Yoshihisa Suzuki <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Outside Director of the Board Chairperson of the Board of Directors Member of Nomination & Remuneration Consultative Committee	100% (14/14)	4
7	Rumiko Nakata <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Outside Director of the Board Member of Nomination & Remuneration Consultative Committee	100% (14/14)	3
8	Yukiko Ito <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Outside Director of the Board Member of Nomination & Remuneration Consultative Committee	100% (10/10)	1

Notes:

1. The Director of the Board above marked with an asterisk concurrently serves as Executive Officer.
2. Number of years in office indicates the number of years from each candidate's assumption of his/her office as Director of the Board of the Company (until the conclusion of the Meeting).

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
1.	<div data-bbox="252 340 454 407" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reappointment</div> <p data-bbox="252 452 434 555">Masashi Miyamoto (Jul. 16, 1959)</p>	<p data-bbox="481 340 1225 407">Apr. 1985: Joined Kirin Brewery Company, Limited (presently Kirin Holdings Company, Limited)</p> <p data-bbox="481 414 1225 542">Apr. 2011: Director, Regulatory Affairs Department of Pharmacovigilance and Quality Assurance Division, Kyowa Hakko Kirin Co., Ltd. (presently Kyowa Kirin Co., Ltd.)</p> <p data-bbox="481 548 1225 676">Mar. 2012: Executive Officer, Director, Regulatory Affairs Department of Pharmacovigilance and Quality Assurance Division, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="481 683 1225 855">Jul. 2014: Executive Officer, Director, Strategic Product Portfolio Department and Regulatory Affairs Department of Pharmacovigilance and Quality Assurance Division, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="481 862 1225 967">Apr. 2015: Executive Officer, Director, Strategic Product Portfolio Department, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="481 974 1225 1079">Mar. 2017: Director of the Board, Managing Executive Officer, Director, Strategic Product Portfolio Department, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="481 1086 1225 1214">Apr. 2017: Director of the Board, Managing Executive Officer, Director, Corporate Strategy & Planning Department, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="481 1220 1225 1326">Mar. 2018: Executive Director of the Board, President and Chief Operating Officer, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="481 1332 1225 1438">Apr. 2024: Executive Director of the Board, President and Chief Executive Officer (CEO), Kyowa Kirin Co., Ltd.</p> <p data-bbox="481 1444 1225 1550">Mar. 2025: Executive Director of the Board, Chairman and Chief Executive Officer (CEO), Kyowa Kirin Co., Ltd. (to present)</p> <div data-bbox="481 1579 1225 1684" style="border: 1px solid black; padding: 2px; margin-top: 10px;"> <p>Position and areas of responsibility: Member of Nomination & Remuneration Consultative Committee</p> </div> <div data-bbox="481 1713 1225 2045" style="border: 1px solid black; padding: 2px; margin-top: 10px;"> <p>Reasons for appointing him as a candidate for Director of the Board: Utilizing abundant experience and sophisticated knowledge on the overall business management, Mr. Masashi Miyamoto has led discussions on the Company's medium- to long-term growth strategy and executed measures to strengthen the global management base, while playing a role in making decisions on important matters of management and in supervising the execution of duties as Executive</p> </div>	130,026 shares

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
		Director, thereby guiding the overall direction of the Company and laying the groundwork for realizing the Company's vision. Accordingly he was selected as a candidate for Director of the Board because the Company has judged that he is the right person to fully perform the role of decision-making and supervising and monitoring the execution of operations as Director of the Board, and to realize the Company's vision of continuously creating life-changing values as a specialty pharmaceutical company originating in Japan.	

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
2.	<div data-bbox="248 338 451 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reappointment</div> <p data-bbox="248 450 443 521">Abdul Mullick (May 14, 1967)</p>	<p data-bbox="480 338 1233 439">Jan. 1999: Global Marketing Director, Diabetes, Hoechst Marion Roussel Ltd. (presently Sanofi-Aventis Pharma AG)</p> <p data-bbox="480 450 1158 510">Jan. 2005: Senior Global Brand Director, Diabetes, Novartis Pharma AG</p> <p data-bbox="480 521 1209 551">Dec. 2007: EMEA Business Unit Head, Genzyme Corp.</p> <p data-bbox="480 562 1166 663">Jan. 2009: Vice President Commercial Operations – Japan, Asia-Pac, Australia & China, Genzyme Corp.</p> <p data-bbox="480 674 1190 734">Jan. 2011: Vice President, Head of Global Marketing, Rare Diseases, Genzyme Corp.</p> <p data-bbox="480 745 1118 846">Jul. 2013: Vice President & General Manager, Endocrinology and Cardiology, Rare Diseases, Genzyme USA</p> <p data-bbox="480 857 1177 918">Sep. 2014: Executive Vice President, Head of Global Marketing, Vifor Pharma Ltd</p> <p data-bbox="480 929 1230 990">Mar. 2018: Executive Vice President, Rare Disease Head, Kyowa Kirin International plc</p> <p data-bbox="480 1001 1161 1030">Apr. 2019: President, Kyowa Kirin International plc</p> <p data-bbox="480 1041 1209 1120">Jan. 2023: Managing Executive Officer, Vice Chief International Business Officer, Kyowa Kirin Co., Ltd.</p> <p data-bbox="480 1131 1209 1232">Mar. 2023: Managing Executive Officer, Chief International Business Officer, Kyowa Kirin Co., Ltd.</p> <p data-bbox="480 1243 1142 1321">Apr. 2024: Managing Executive Officer, Chief International Business Officer (CIBO), Kyowa Kirin Co., Ltd.</p> <p data-bbox="480 1332 1209 1433">Mar. 2025: Executive Director of the Board, President and Chief Operating Officer (COO), Kyowa Kirin Co., Ltd. (to present)</p> <div data-bbox="480 1473 927 1503" style="border: 1px solid black; padding: 2px; margin-top: 10px;">Position and areas of responsibility:</div> <p data-bbox="480 1514 1153 1574">Member of Nomination & Remuneration Consultative Committee</p> <div data-bbox="480 1619 1230 1697" style="border: 1px solid black; padding: 2px; margin-top: 10px;">Reasons for appointing him as a candidate for Director of the Board:</div> <p data-bbox="480 1709 1233 2051">Mr. Abdul Mullick has extensive knowledge about global research and development of pharmaceuticals for specialty, rare diseases and mass marketing, and has promoted reforms in the European and Asia-Pacific regions, while leading growth of Kyowa Kirin’s business. Since March 2025, as President and Chief Operating Officer (COO), he has been playing a role in making decisions on important matters of management and in supervising the execution of duties, thereby implementing various measures that greatly contribute to the realization of the Company’s vision.</p>	14,310 shares

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
		Accordingly he was selected as a candidate for Director of the Board because the Company has judged that he is the right person to fully perform the role of decision-making and supervising and monitoring the execution of operations as Director of the Board, and to realize the Company's vision of continuously creating life-changing values as a specialty pharmaceutical company originating in Japan.	

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
3.	<div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Reappointment</div> <p>Takeyoshi Yamashita (Nov. 30, 1961)</p>	<p>Apr. 1987: Joined Kirin Brewery Company, Limited (presently Kirin Holdings Company, Limited)</p> <p>Apr. 2010: Director, Innovative Drug Discovery Laboratories, Research Division, Kyowa Hakko Kirin Co., Ltd. (presently Kyowa Kirin Co., Ltd.)</p> <p>Apr. 2012: Director, Research Planning Department, Research Division, Kyowa Hakko Kirin Co., Ltd.</p> <p>Apr. 2014: Director, Research Core Function Laboratories, Research Functions Unit, R&D Division, Kyowa Hakko Kirin Co., Ltd.</p> <p>Apr. 2015: Director, Regulatory Affairs Department, Pharmacovigilance and Quality Assurance Division, Kyowa Hakko Kirin Co., Ltd.</p> <p>Mar. 2017: Executive Officer, Director, Regulatory Affairs Department, Pharmacovigilance and Quality Assurance Division, Kyowa Hakko Kirin Co., Ltd.</p> <p>Mar. 2019: Executive Officer, Director, Corporate Strategy & Planning Department, Kyowa Hakko Kirin Co., Ltd.</p> <p>Mar. 2021: Managing Executive Officer, Director, Corporate Strategy & Planning Department, Kyowa Kirin Co., Ltd.</p> <p>Apr. 2022: Managing Executive Officer, Vice President Head, Strategy Division, Kyowa Kirin Co., Ltd.</p> <p>Mar. 2023: Director of the Board, Senior Managing Executive Officer, Vice President Head, Strategy Division, Kyowa Kirin Co., Ltd.</p> <p>Apr. 2023: Director of the Board, Senior Managing Executive Officer, Kyowa Kirin Co., Ltd.</p> <p>Apr. 2024: Director of the Board, Senior Managing Executive Officer, Chief Medical Officer (CMO), Kyowa Kirin Co., Ltd.</p> <p>Mar. 2025: Director of the Board, Vice President, Chief Medical Officer (CMO), Kyowa Kirin Co., Ltd. (to present)</p> <div style="border: 1px solid black; padding: 2px; margin-top: 10px;">Position and areas of responsibility:</div> <p>Medical Affairs Department Pharmacovigilance Division Member of Nomination & Remuneration Consultative Committee</p> <div style="border: 1px solid black; padding: 2px; margin-top: 10px;">Reasons for appointing him as a candidate for Director of the Board:</div>	41,338 shares

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
		<p>Mr. Takeyoshi Yamashita has abundant experience in management strategy, product strategy, and regulatory affairs and a high level of foresight from a strategic point of view, as well as profound knowledge and a high level of insight accumulated by driving innovation in divisions related to research and development. Accordingly he was selected as a candidate for Director of the Board because the Company has judged that he is the right person to fully perform the role of decision-making on material matters of management and supervising and monitoring the execution of operations as Director of the Board, and to realize the Company's vision of continuously creating life-changing values as a specialty pharmaceutical company originating in Japan.</p>	

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
4.	<div data-bbox="248 338 453 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reappointment</div> Daisuke Fujiwara (Oct. 1, 1970)	<p>Apr. 1995: Joined Kirin Brewery Company, Limited (presently Kirin Holdings Company, Limited)</p> <p>Nov. 1999: Received Ph.D. (Agriculture)</p> <p>Feb. 2005: Visiting Researcher, RIKEN Research Center for Allergy and Immunology</p> <p>Sep. 2005: Postdoctoral Fellow, David Geffen School of Medicine at UCLA (USA)</p> <p>Nov. 2007: Senior Researcher, Central Laboratories for Key Technologies, Kirin Holdings Company, Limited</p> <p>May 2014: Part-time Lecturer, Graduate School of Agricultural and Life Sciences, The University of Tokyo (to present)</p> <p>Mar. 2021: General Manager, Health Science Department, Kirin Holdings Company, Limited</p> <p>Apr. 2023: Executive Officer and General Manager, Institute of Health Sciences, Kirin Holdings Company, Limited</p> <p>Mar. 2025: Director of the Board, Kyowa Kirin Co., Ltd. (to present)</p> <p>Mar. 2025: Senior Executive Officer, President of R&D Division, Kirin Holdings Company, Limited (to present)</p> <div data-bbox="478 1227 1228 1294" style="border: 1px solid black; padding: 2px; margin-top: 10px;">Reasons for appointing him as a candidate for Director of the Board:</div> <p>Mr. Daisuke Fujiwara is a leading researcher in the area of food immunology, with experience in developing the health science business of the Kirin Group, as well as profound knowledge on research and development, and extensive networks inside and outside of the Company. He was selected as a candidate for Director of the Board because the Company has judged that he is the right person to perform the role of decision-making on material matters of management and supervising the execution of operations as Director of the Board, and to promote tight-knit cooperation with Kirin Group companies which have various business bases for the continuous creation of life-changing values by providing solutions responding to various medical needs.</p>	0 shares

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
5.	<div data-bbox="248 338 453 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reappointment</div> <p data-bbox="248 465 432 577">Takashi Oyamada (Nov. 2, 1955)</p> <div data-bbox="248 629 453 701" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div data-bbox="248 707 453 779" style="border: 1px solid black; padding: 2px;">Independent</div>	<p data-bbox="480 338 1230 405">Apr. 1979: Joined The Mitsubishi Bank, Limited (presently MUFG Bank, Ltd.)</p> <p data-bbox="480 412 1230 501">Jan. 2006: Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (presently MUFG Bank, Ltd.)</p> <p data-bbox="480 508 1230 651">Jun. 2009: Managing Director, The Bank of Tokyo-Mitsubishi UFJ, Ltd. Member of the Board of Directors, Mitsubishi UFJ Financial Group, Inc.</p> <p data-bbox="480 658 1230 725">May 2012: Managing Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p data-bbox="480 732 1230 799">May 2013: Senior Managing Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p data-bbox="480 806 1230 873">Jun. 2014: Representative Director, Deputy President, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p data-bbox="480 880 1230 1023">Jun. 2015: Member of the Board of Directors, Representative Corporate Executive, Deputy President and Group COO, Mitsubishi UFJ Financial Group, Inc.</p> <p data-bbox="480 1030 1230 1173">Apr. 2016: Representative Director, President & CEO, The Bank of Tokyo-Mitsubishi UFJ, Ltd. Member of the Board of Directors, Mitsubishi UFJ Financial Group, Inc.</p> <p data-bbox="480 1180 1230 1247">Jun. 2017: Senior Advisor, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (to present)</p> <p data-bbox="480 1254 1230 1321">Jun. 2018: Director and Vice Chair, The Japan Institute of International Affairs (to present)</p> <p data-bbox="480 1328 1230 1395">Jun. 2018: Chairman, The Mitsubishi Economic Research Institute (to present)</p> <p data-bbox="480 1402 1230 1469">Dec. 2018: Outside Director, Mitsubishi Research Institute DCS Co., Ltd. (to present)</p> <p data-bbox="480 1476 1230 1588">Jun. 2019: Outside Director, Mitsubishi Electric Corporation Outside Director, Isetan Mitsukoshi Holdings Ltd.</p> <p data-bbox="480 1594 1230 1662">Mar. 2021: Outside Director of the Board, Kyowa Kirin Co., Ltd. (to present)</p> <div data-bbox="480 1688 1230 1800" style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>Position and areas of responsibility: Chairperson of Nomination & Remuneration Consultative Committee</p> </div> <div data-bbox="480 1839 1230 1906" style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>Reasons for appointing him as a candidate for outside Director of the Board and outline of expected roles:</p> </div> <p data-bbox="480 1912 1230 2051">Mr. Takashi Oyamada was selected as a candidate for outside Director of the Board because the Company has judged he will contribute toward reinforcing the Company's governance function and in other ways by supervising the</p>	5,900 shares

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
		<p>execution of operations from an independent standpoint and reflecting in the Company's management a perspective of protecting the rights of the general shareholders. Mr. Takashi Oyamada possesses an extremely high level of knowledge on management from his long experience as a banking executive, and he has knowledge and insight into a broad range of industries based on his abundant experience in the financial sector. The Company expects that he will provide supervision of the Company's management from an independent standpoint based on not only his expertise in the financial industry but also his experience as a corporate manager. If he is elected, he will also become engaged in discussions and decision-making on selection of candidates for Directors and Audit & Supervisory Board Members of the Company, remuneration for Directors and Audit & Supervisory Board Members, etc. from an objective and neutral perspective as Chairperson of the Nomination & Remuneration Consultative Committee.</p>	

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
6.	<div data-bbox="248 338 454 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reappointment</div> <p data-bbox="248 465 438 577">Yoshihisa Suzuki (Jun. 21, 1955)</p> <div data-bbox="248 629 454 701" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div data-bbox="248 712 454 784" style="border: 1px solid black; padding: 2px;">Independent</div>	<p data-bbox="480 338 1023 371">Apr. 1979: Joined ITOCHU Corporation</p> <p data-bbox="480 376 1201 443">Jun. 2003: General Manager, Aerospace, Space and Electronics Division, ITOCHU Corporation</p> <p data-bbox="480 448 1230 582">Apr. 2006: Managing Executive Officer, ITOCHU Corporation Executive Vice President and CAO, ITOCHU International Inc.</p> <p data-bbox="480 586 1193 654">Apr. 2007: President and CEO, ITOCHU International Inc.</p> <p data-bbox="480 658 1090 725">Jun. 2011: Executive Vice President, JAMCO Corporation</p> <p data-bbox="480 730 1174 763">Jun. 2012: President and CEO, JAMCO Corporation</p> <p data-bbox="480 768 1222 835">Jun. 2016: Senior Managing Executive Officer, Member of the Board, ITOCHU Corporation</p> <p data-bbox="480 840 1158 952">Apr. 2018: President and Chief Operating Officer (COO), Member of the Board, ITOCHU Corporation</p> <p data-bbox="480 956 1217 1090">Apr. 2020: President and Chief Operating Officer (COO), Chief Digital Officer (CDO), and Chief Information Officer (CIO), Member of the Board, ITOCHU Corporation</p> <p data-bbox="480 1095 1137 1162">Apr. 2021: Vice Chairman, Member of the Board, ITOCHU Corporation</p> <p data-bbox="480 1167 1206 1234">Mar. 2022: Outside Director of the Board, Kyowa Kirin Co., Ltd. (to present)</p> <p data-bbox="480 1238 1137 1272">Apr. 2022: Vice Chairman, ITOCHU Corporation</p> <p data-bbox="480 1276 1195 1344">Jun. 2022: Outside Director, OMRON Corporation (to present)</p> <p data-bbox="480 1348 1222 1415">Apr. 2023: Senior Vice Representative for Business Community Relations, ITOCHU Corporation</p> <p data-bbox="480 1420 1217 1487">Apr. 2024: Advisory Member, ITOCHU Corporation (to present)</p> <p data-bbox="480 1491 1155 1559">Jun. 2025: Outside Director, JFE Holdings, Inc. (to present)</p> <div data-bbox="480 1585 927 1619" style="border: 1px solid black; padding: 2px; margin-top: 10px;">Position and areas of responsibility:</div> <p data-bbox="480 1624 1153 1736">Chairperson of the Board of Directors Member of Nomination & Remuneration Consultative Committee</p> <div data-bbox="480 1762 1230 1841" style="border: 1px solid black; padding: 2px; margin-top: 10px;">Reasons for appointing him as a candidate for outside Director of the Board and outline of expected roles:</div> <p data-bbox="480 1845 1225 2054">Mr. Yoshihisa Suzuki was selected as a candidate for outside Director of the Board because the Company has judged he will contribute toward reinforcing the Company's governance function and in other ways by supervising the execution of operations from an independent standpoint and reflecting in the Company's management a perspective of</p>	3,200 shares

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
		<p>protecting the rights of the general shareholders. Mr. Yoshihisa Suzuki has experience in being in charge of divisions related to aviation and electronic information and in corporate management as Representative Director and President at ITOCHU Corporation. Moreover, he also has experience as president of an overseas subsidiary of said company and representative director and president of a manufacturing company, as well as in activities in the business community including Vice Chair of the Board of Councillors of KEIDANREN (Japan Business Federation). The Company expects that he will provide supervision of the Company's management based on his experience gained as a corporate manager in Japan and overseas and through activities in the business community. If he is elected, he will also become engaged in discussions and decision-making on selection of candidates for Directors and Audit & Supervisory Board Members of the Company, remuneration for Directors and Audit & Supervisory Board Members, etc. from an objective and neutral perspective as a member of the Nomination & Remuneration Consultative Committee.</p>	

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
7.	<div data-bbox="248 338 453 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reappointment</div> <p data-bbox="248 465 453 544">Rumiko Nakata (Apr. 6, 1956)</p> <div data-bbox="248 595 453 667" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div data-bbox="248 674 453 745" style="border: 1px solid black; padding: 2px;">Independent</div>	<p data-bbox="478 338 1225 1193"> Apr. 1979: Joined Esso Sekiyu K.K. Apr. 1996: Center for Socio-Economic Research K.K. Apr. 2000: Joined Pfizer K.K. Dec. 2011: Head of HR and Global Operations, Pfizer K.K. Mar. 2012: Corporate Officer, Pfizer K.K. Jan. 2014: Director of the Board, Corporate Officer, Pfizer K.K. Mar. 2018: Executive Officer, in charge of Diversity & Inclusion, Mitsubishi Chemical Corporation Apr. 2019: Managing Executive Officer, Supervising – Human Resources Department, Mitsubishi Chemical Corporation Apr. 2020: Director of the Board, Managing Executive Officer, Supervising –Administration Department, Public Relations Department, Human Resources Department, Mitsubishi Chemical Corporation Apr. 2022: Director of the Board, Mitsubishi Chemical Corporation Mar. 2023: Outside Director of the Board, Kyowa Kirin Co., Ltd. (to present) Jun. 2024: Outside Director, Denka Company Limited (to present) </p> <div data-bbox="478 1227 1225 1339" style="border: 1px solid black; padding: 2px; margin-top: 10px;"> <u>Position and areas of responsibility:</u> Member of Nomination & Remuneration Consultative Committee </div> <div data-bbox="478 1373 1225 1444" style="border: 1px solid black; padding: 2px; margin-top: 10px;"> <u>Reasons for appointing her as a candidate for outside Director of the Board and outline of expected roles:</u> </div> <p data-bbox="478 1456 1225 2049"> Ms. Rumiko Nakata was selected as a candidate for outside Director of the Board because the Company has judged she will contribute toward reinforcing the Company’s governance function and in other ways by supervising the execution of operations from an independent standpoint and reflecting in the Company’s management a perspective of protecting the rights of the general shareholders. Throughout her career, she has consistently held positions in charge of departments, etc. related to human resources, and has useful knowledge and insight regarding management based on her experience in promoting various personnel measures such as diversity promotion and work style reform as a director and executive officer. She also has experience in activities as a member of the Japan Association of Corporate Executives. The Company expects that she will provide supervision of the Company’s management based on her experience gained through activities at corporations </p>	1,200 shares

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
		and in the business community. If she is elected, she will also become engaged in discussions and decision-making on selection of candidates for Directors and Audit & Supervisory Board Members of the Company, remuneration for Directors and Audit & Supervisory Board Members, etc. from an objective and neutral perspective as a member of the Nomination & Remuneration Consultative Committee.	

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
8.	<div data-bbox="248 338 454 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reappointment</div> <p data-bbox="248 465 443 544">Yukiko Ito (Sep. 16, 1978)</p> <div data-bbox="248 595 454 667" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div data-bbox="248 678 454 750" style="border: 1px solid black; padding: 2px;">Independent</div>	<p data-bbox="480 338 1193 405">Apr. 2006: Assistant Professor, Faculty of Economics, Tokyo Keizai University</p> <p data-bbox="480 412 1225 512">Apr. 2009: Associate Professor, Department of Economics, Faculty of Humanities and Social Sciences, Tokyo Gakugei University</p> <p data-bbox="480 519 1225 620">Jul. 2015: Committee member, Committee for the Promotion of Integrated Economic and Fiscal Reforms, Cabinet Office</p> <p data-bbox="480 627 1198 694">Apr. 2018: Professor, College of Policy Studies, Tsuda University</p> <p data-bbox="480 701 1225 835">Jul. 2018: Subcommittee Member, Pharmaceuticals and Medical Devices System, Health Sciences Council, Ministry of Health, Labor and Welfare (to present)</p> <p data-bbox="480 842 1145 909">Apr. 2024: Director, Japan Community Healthcare Organization (to present)</p> <p data-bbox="480 916 1209 983">Jun. 2024: Director, Pfizer Health Research Foundation (to present)</p> <p data-bbox="480 990 1209 1057">Mar. 2025: Outside Director of the Board, Kyowa Kirin Co., Ltd. (to present)</p> <p data-bbox="480 1064 1209 1131">Apr. 2025: Professor, Keio University Graduate School of Business and Commerce (to present)</p> <div data-bbox="480 1160 927 1193" style="border: 1px solid black; padding: 2px; margin-top: 10px;">Position and areas of responsibility:</div> <p data-bbox="480 1200 1150 1267">Member of Nomination & Remuneration Consultative Committee</p> <div data-bbox="480 1301 1230 1368" style="border: 1px solid black; padding: 2px; margin-top: 10px;">Reasons for appointing her as a candidate for outside Director of the Board and outline of expected roles:</div> <p data-bbox="480 1375 1225 2045">Ms. Yukiko Ito was selected as a candidate for outside Director of the Board because the Company has judged she will contribute toward reinforcing the Company's governance function and in other ways by supervising the execution of operations from an independent standpoint and reflecting in the Company's management a perspective of protecting the rights of the general shareholders. The Company expects that she will utilize her academic experience and extensive knowledge as a researcher in the field of health economics and international economics as well as her abundant experience as a member of policy councils, etc. in the management of the Company. If she is elected, she will also become engaged in discussions and decision-making on selection of candidates for Directors and Audit & Supervisory Board Members of the Company, remuneration for Directors and Audit & Supervisory Board Members, etc., from an objective and neutral perspective as a member of the Nomination & Remuneration Consultative Committee.</p>	1,600 shares

- Notes:
1. No special interests exist between the Company and each candidate.
 2. Kirin Holdings Company, Limited, which holds 54.95% of the Company's total number of issued shares (as of December 31, 2025), is the Company's parent.
 3. Mr. Daisuke Fujiwara is currently a person who executes business at Kirin Holdings Company, Limited, the Company's parent. His position and areas of responsibility in said company for the past ten years are as stated in the above "Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations."
 4. Of the candidates for Directors of the Board, Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki, Ms. Rumiko Nakata, and Ms. Yukiko Ito are candidates for outside Directors of the Board.
 5. Ms. Yukiko Ito's name in her family register is Yukiko Yasufuku.
 6. Although Ms. Yukiko Ito has not been directly engaged in corporate management in the past other than as an outside officer, the Company has judged from her experience as professor of a university, a member of policy councils of ministries and agencies, and other qualities that she can appropriately perform her duties as an outside Director of the Board.
 7. Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki, Ms. Rumiko Nakata, and Ms. Yukiko Ito are outside Directors of the Board of the Company. As of the conclusion of the Meeting, their terms of office as outside Directors of the Board are as follows: five (5) years for Mr. Takashi Oyamada, four (4) years for Mr. Yoshihisa Suzuki, three (3) years for Ms. Rumiko Nakata, and one (1) year for Ms. Yukiko Ito.
 8. As for Mitsubishi Electric Corporation, where Mr. Takashi Oyamada served as an outside director (retired in June 2023), quality-related improper practice was uncovered at its multiple manufacturing bases, and said company released findings of an investigation in October and December 2021 and in May and October 2022. Although he was not aware of the above-mentioned facts prior to its occurrence, he had constantly called attention to matters at the Board of Directors meetings, etc. from a standpoint of compliance with laws and regulations. Subsequently, he has taken the necessary response as an outside director at the board of directors meetings, etc., such as providing direction for a thorough investigation to fully discover the facts and identify the cause, measures to further enhance the compliance system to prevent recurrence, and so on.
 9. Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company has entered into agreements with each of Mr. Daisuke Fujiwara, Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki, Ms. Rumiko Nakata, and Ms. Yukiko Ito to limit their liability for damages stipulated in Article 423, Paragraph (1) of the same Act. Said agreements limit their liability for damages to the higher of 5 million yen and the minimum liability amount stipulated in Article 425, Paragraph (1) of the same Act. If this proposal is approved as proposed at the Meeting, the Company intends to continue the same liability limitation agreements with each of them.
 10. The Company has taken out a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph (1) of the Companies Act with an insurance company, in which Directors, Audit & Supervisory Board Members, Executive Officers and other officers of the Company and its subsidiaries are the insured persons. An outline of the details of this insurance policy is as provided in the Business Report on pages 76 to 77*. If the candidates are elected and assume their offices as Directors of the Board, the Company plans to include them as insured persons in the insurance policy. The term of the insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.
- (*) The number of the page shown is the number of the page in the "Notice of Convocation of the 103rd Ordinary General Meeting of Shareholders" to be posted on the Company's website listed on page 1 and the Tokyo Stock Exchange's website as well as that in the document to be delivered to shareholders who have requested

paper-based documents.

11. The candidates for outside Directors of the Board, Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki, Ms. Rumiko Nakata, and Ms. Yukiko Ito meet the requirements for independent director and audit & supervisory board member as provided for by Tokyo Stock Exchange, Inc. and the “Criteria for the Independence of Outside Directors and Outside Audit & Supervisory Board Members” established by the Company (on pages 42 to 44), and the Company plans to submit notification to the said exchange of their status as an independent director.

Proposal No. 4: Election of four (4) Directors of the Board who are Audit & Supervisory Committee Members

If Proposal No. 2, “Partial amendments to the Articles of Incorporation,” is approved as proposed at the Meeting, the Company will transition to a company with an Audit & Supervisory Committee.

Accordingly, shareholders are requested to elect four (4) Directors of the Board who are Audit & Supervisory Committee Members.

The candidates for the positions of Directors of the Board who are Audit & Supervisory Committee Members are determined by the Board of Directors based on the report from the Nomination & Remuneration Consultative Committee, which is chaired by an outside Director of the Board and made up of seven (7) members selected from the outside Directors of the Board and Audit & Supervisory Board Members and three (3) internal Directors of the Board and Audit & Supervisory Board Members. Pursuant to the spirit of Article 344-2, Paragraph (1) of the Companies Act, with respect to this proposal, the Audit & Supervisory Board has consented in lieu of the consent of the Audit & Supervisory Committee as provided under the same paragraph.

This proposal shall become effective on the condition that the amendments to the Articles of Incorporation set forth in Proposal No. 2, “Partial amendments to the Articles of Incorporation,” take effect.

The candidates for the positions of Directors of the Board who are Audit & Supervisory Committee Members are as follows:

Candidate No.	Name	Current position and areas of responsibility in the Company	Board of Directors Meeting Attendance	Number of years in office
1	Kenji Shibata <input type="checkbox"/> New	Executive Officer General Manager, Internal Audit Dept.	—	—
2	Yoko Wachi <input type="checkbox"/> New <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Outside Audit & Supervisory Board Member Member of Nomination & Remuneration Consultative Committee	100% (10/10)	— (1 year as an Audit & Supervisory Board Member)
3	Hiroshi Kanno <input type="checkbox"/> New <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Outside Director of the Board Member of Nomination & Remuneration Consultative Committee	100% (10/10)	1 year
4	Kohei Kan <input type="checkbox"/> New <input type="checkbox"/> Outside <input type="checkbox"/> Independent	—	—	—

Note: Number of years in office indicates the number of years from each candidate’s assumption of his/her office as Director of the Board of the Company (until the conclusion of the Meeting). Ms. Yoko Wachi is currently an outside Audit & Supervisory Board Member, and her term of office as outside Audit & Supervisory Board Member is one (1) year as of the conclusion of the Meeting.

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
1.	<div data-bbox="248 338 454 409" style="border: 1px solid black; padding: 2px;">New appointment</div> <p data-bbox="248 450 443 521">Kenji Shibata (Sep. 20, 1966)</p>	<p data-bbox="480 338 1134 409">Apr. 1992: Joined Kyowa Hakko Kogyo Co., Ltd. (presently Kyowa Kirin Co., Ltd.)</p> <p data-bbox="480 409 1230 481">Apr. 2004: Senior Researcher, Kyowa Hakko Kogyo Co., Ltd.</p> <p data-bbox="480 481 1214 584">Jul. 2009: Manager, Research Planning Department, Research Division, Kyowa Hakko Kirin Co., Ltd. (presently Kyowa Kirin Co., Ltd.)</p> <p data-bbox="480 584 1166 687">Apr. 2012: Group Head, Drug Discovery Research Laboratories, Research Division, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="480 687 1222 768">Apr. 2014: Group Head, Research Planning Department, R&D Division, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="480 768 1198 871">Apr. 2016: Deputy Director, Research Planning Department, R&D Division, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="480 871 1222 952">Apr. 2018: Director, Research Planning Department, R&D Division, Kyowa Hakko Kirin Co., Ltd.</p> <p data-bbox="480 952 1174 1032">Mar. 2021: Executive Officer, Head of Internal Audit Department, Kyowa Kirin Co., Ltd. (to present)</p> <div data-bbox="480 1081 1230 1189" style="border: 1px solid black; padding: 2px;">Reasons for appointing him as a candidate for Director of the Board who is an Audit & Supervisory Committee Member</div> <p data-bbox="480 1200 1230 1447">In addition to experience as General Manager of the Internal Audit Department, where he oversaw overall internal control and internal audit functions and worked to enhance governance and risk management, Mr. Kenji Shibata possesses broad insight into the Company's management and business through his management experience in the research and development and corporate planning divisions.</p> <p data-bbox="480 1458 1230 1798">Mr. Kenji Shibata also has demonstrated track record of carrying out his duties with high ethical standards and integrity, together with a deep understanding of the Company's organizational operations and corporate culture cultivated over many years. The Company has deemed him to be an appropriate person capable of supervising the Company's business execution based on his experience, and accordingly selected him as a candidate for new Director of the Board who is an Audit & Supervisory Committee Member.</p>	20,366 shares

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
2.	<div data-bbox="248 338 453 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">New appointment</div> <p data-bbox="248 456 443 533">Yoko Wachi (Apr. 29, 1960)</p> <div data-bbox="248 584 453 656" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div data-bbox="248 674 453 745" style="border: 1px solid black; padding: 2px;">Independent</div>	<p data-bbox="480 338 1150 439">Apr. 1989: Admitted in Japan (Dai-Ichi Tokyo Bar Association) Joined Kajitani Law Offices</p> <p data-bbox="480 450 1150 551">Apr. 2006: Domestic Relations Conciliation Commissioner, Tokyo Family Court (to present)</p> <p data-bbox="480 562 1225 618">Jun. 2015: Outside Audit & Supervisory Board Member, NICHIAS Corporation</p> <p data-bbox="480 629 1225 685">Mar. 2016: Outside Audit & Supervisory Board Member, Otsuka Holdings Co., Ltd.</p> <p data-bbox="480 696 1174 730">Jan. 2019: Partner, Kajitani Law Offices (to present)</p> <p data-bbox="480 741 1198 797">Apr. 2019: Vice President of the Tokyo Association of Family Conciliations</p> <p data-bbox="480 808 1206 864">Jun. 2019: Outside Director, NICHIAS Corporation (to present)</p> <p data-bbox="480 875 1206 931">Jun. 2023: Outside Director, S.T. CORPORATION (to present)</p> <p data-bbox="480 943 1225 1010">Mar. 2025: Outside Audit & Supervisory Board Member, Kyowa Kirin Co., Ltd. (to present)</p> <div data-bbox="480 1048 1155 1155" style="border: 1px solid black; padding: 2px; margin-top: 10px;"> <p>Position and areas of responsibility: Member of Nomination & Remuneration Consultative Committee</p> </div> <div data-bbox="480 1193 1230 1301" style="border: 1px solid black; padding: 2px; margin-top: 10px;"> <p>Reasons for appointing her as a candidate for outside Director of the Board who is an Audit & Supervisory Committee Member and outline of expected roles:</p> </div> <p data-bbox="480 1312 1225 1872">Ms. Yoko Wachi possesses abundant experience and advanced knowledge on corporate legal affairs as an attorney at law, with abundant experience as an outside director and outside audit & supervisory board member of corporations. The Company has deemed her to be a person capable of supervising the Company's business execution and conducting appropriate audit and supervision while maintaining independence based on her professional knowledge and insight in laws, and accordingly selected her as a candidate for new outside Director of the Board who is an Audit & Supervisory Committee Member. If she is elected, she is expected to carry out effective audits of the execution of duties by Directors of the Company at the Audit & Supervisory Committee, and to provide advice and opinions from a professional perspective on significant matters related to finance and internal controls.</p>	0 shares

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
3.	<div data-bbox="248 338 453 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">New appointment</div> <p data-bbox="248 465 453 537">Hiroshi Kanno (Nov. 14, 1958)</p> <div data-bbox="248 593 453 665" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div data-bbox="248 676 453 748" style="border: 1px solid black; padding: 2px;">Independent</div>	<p data-bbox="478 338 1225 1444"> Apr. 1983: Joined NIKKEN KENSETSU Co., Ltd. Aug. 1991: Joined Boston Consulting Group, Inc. (presently Boston Consulting Group, LLC) Jan. 2000: Partner & Managing Director, Boston Consulting Group, Inc. Jul. 2008: Professor, Hitotsubashi University Graduate School of International Corporate Strategy Jun. 2011: Outside Director, OMRON Healthcare Co., Ltd. Apr. 2012: Dean, Hitotsubashi University Graduate School of International Corporate Strategy Oct. 2012: Outside Director, Japan Display Inc. Jun. 2014: Outside Director, WOWOW Inc. Jun. 2015: Outside Audit & Supervisory Board Member, STANLEY ELECTRIC Co., Ltd. Mar. 2016: Outside Director, MODEC, Inc. Sep. 2016: Professor, Waseda Business School (Graduate School of Business and Finance) (to present) Dec. 2016: Director, Unicharm Kyoshin Foundation (to present) Sep. 2017: Outside Director, ERI Holdings Co., Ltd. Sep. 2018: Director, Waseda University Institute for Business and Finance (to present) Apr. 2020: Visiting Professor, The Open University of Japan Jul. 2022: Outside Director, Laboro.AI Inc. Feb. 2023: Visiting Professor, School of Business, Aalto University (Finland) Mar. 2025: Outside Director of the Board, Kyowa Kirin Co., Ltd. (to present) </p> <div data-bbox="478 1482 1228 1590" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;"> <u>Position and areas of responsibility:</u> Member of Nomination & Remuneration Consultative Committee </div> <div data-bbox="478 1628 1228 2056" style="border: 1px solid black; padding: 2px;"> <u>Reasons for appointing him as a candidate for outside Director of the Board who is an Audit & Supervisory Committee Member and outline of expected roles:</u> Mr. Hiroshi Kanno possesses abundant experience and professional knowledge as a management consultant and a researcher on management strategy as well as experience as an outside director and outside audit & supervisory board member at many companies. The Company has deemed him to be a person capable of supervising the Company's business execution and conducting appropriate audit and supervision while maintaining independence based on his considerable knowledge on management, and accordingly </div>	600 shares

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
		<p>selected him as a candidate for new outside Director of the Board who is an Audit & Supervisory Committee Member. If he is elected, he is expected to carry out effective audits of the execution of duties by Directors of the Company at the Audit & Supervisory Committee, and to provide advice and opinions from a professional perspective on significant matters related to finance and internal controls.</p>	

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company, and significant positions concurrently held at other organizations	Number of shares of the Company held by the candidate
4.	<div data-bbox="248 338 453 409" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">New appointment</div> <p data-bbox="248 465 432 544">Kohei Kan (Mar. 7, 1960)</p> <div data-bbox="248 595 453 667" style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div data-bbox="248 674 453 745" style="border: 1px solid black; padding: 2px;">Independent</div>	<p data-bbox="480 338 1182 371">Sep. 1986: Registered as Certified Public Accountant</p> <p data-bbox="480 376 1182 443">Apr. 1987: Joined Mita Audit Corporation (presently Deloitte Touche Tohmatsu LLC)</p> <p data-bbox="480 448 1225 515">Jun. 1998: Partner, Deloitte Touche Tohmatsu (presently Deloitte Touche Tohmatsu LLC)</p> <p data-bbox="480 519 1182 586">Nov. 2013: Board Member, Deloitte Tohmatsu Group and Deloitte Touche Tohmatsu LLC</p> <p data-bbox="480 591 1174 658">Nov. 2015: Chief Executive Officer, Deloitte Touche Tohmatsu LLC</p> <p data-bbox="480 663 1150 696">Jun. 2018: Senior advisor, Deloitte Tohmatsu LLC</p> <p data-bbox="480 701 1174 768">Sep. 2018: Audit & Assurance Leader, Deloitte Asia Pacific Limited</p> <p data-bbox="480 772 1225 806">Jan. 2020: Senior Advisor, Deloitte Asia Pacific Limited</p> <p data-bbox="480 810 1082 878">Oct. 2020: Chief, Kan Kohei Certified Public Accountant Office (to present)</p> <p data-bbox="480 882 1198 949">Nov. 2020: Board Member, International Federation of Accountants “IFAC” (to present)</p> <p data-bbox="480 954 1174 1021">Jan. 2022: Senior Advisor, The Japanese Institute of Certified Public Accountants (to present)</p> <p data-bbox="480 1025 1193 1093">Jun. 2022: Outside Director, Olympus Corporation (to present)</p> <div data-bbox="480 1126 1230 1234" style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>Reasons for appointing him as a candidate for outside Director of the Board who is an Audit & Supervisory Committee Member and outline of expected roles:</p> </div> <p data-bbox="480 1245 1225 1870">In addition to his extensive practical experience as a certified public accountant, Mr. Kohei Kan possesses global and highly specialized expertise and insight, gained through overseas assignments and experience as a leader in international audit and assurance and chief executive officer at an audit firm. The Company has deemed him to be a person capable of supervising the Company’s business execution and conducting appropriate audit and supervision while maintaining independence based on his experience from a professional perspective in finance and accounting, and accordingly selected him as a candidate for new outside Director of the Board who is an Audit & Supervisory Committee Member. If he is elected, he is expected to carry out effective audits of the execution of duties by Directors of the Company at the Audit & Supervisory Committee, and to provide advice and opinions from a professional perspective on significant matters related to finance and internal controls.</p>	0 shares

- Notes:
1. No special interests exist between the Company and each candidate.
 2. Ms. Yoko Wachi, Mr. Hiroshi Kanno, and Mr. Kohei Kan are candidates for outside Directors of the Board.
 3. Although Ms. Yoko Wachi has no direct experience of involvement in corporate

management in the past except for becoming an outside officer, the Company has judged from the specialist knowledge in corporate law that she has gained over many years through her activities as an attorney, as well as her extensive experience in the role of outside officer for other companies, she will be able to appropriately perform her duties as an outside Director of the Board.

4. Mr. Hiroshi Kanno is an outside Director, and the term in his office will be 1 year at the end of the Annual Shareholders Meeting.
5. As for S.T. CORPORATION, where Ms. Yoko Wachi serves as an outside director, it was issued an order for action on April 25, 2024 by the Consumer Affairs Agency based on the provisions of Article 7, Paragraph (1) of the Act against Unjustifiable Premiums and Misleading Representations. Although she was not aware of the facts before the violations were found out, she had constantly verified the development and operation of the internal control system, and further called attention to the importance of compliance with laws and regulations at the Board of Directors meetings, etc. After the confirmation of the facts of the violations, she has fulfilled her duties by making recommendations on the initiatives for thoroughly complying with laws and regulations, preventing recurrence, and so on.
6. Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company has entered into agreements with Ms. Yoko Wachi and Mr. Hiroshi Kanno to limit their liability for damages stipulated in Article 423, Paragraph (1) of the same Act. The said agreement limits her liability for damages to the higher of 5 million yen or the minimum liability amount stipulated in Article 425, Paragraph (1) of the same Act. If this proposal is approved as proposed at the Meeting, the Company intends to continue the same liability limitation agreement with Mr. Hiroshi Kanno, to renew the same kind of agreement with Ms. Yoko Wachi, and to enter into the same kind of agreement with Mr. Kenji Shibata and Mr. Kohei Kan.
7. The Company has taken out a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph (1) of the Companies Act with an insurance company, in which Directors, Audit & Supervisory Board Members, Executive Officers and other officers of the Company and its subsidiaries are the insured persons. An outline of the details of this insurance policy is as provided in the Business Report on pages 76 to 77*. If the candidates are elected and assume their offices as Directors of the Board, the Company plans to include them as insured persons in the insurance policy. The term of the insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.
- (*) The number of the page shown is the number of the page in the “Notice of Convocation of the 103rd Ordinary General Meeting of Shareholders” to be posted on the Company’s website listed on page 1 and the Tokyo Stock Exchange’s website as well as that in the document to be delivered to shareholders who have requested paper-based documents.
8. The candidates for outside Directors of the Board who are Audit & Supervisory Committee Members, Ms. Yoko Wachi, Mr. Hiroshi Kanno, and Mr. Kohei Kan, meet the requirements for independent director and audit & supervisory board member as provided for by Tokyo Stock Exchange, Inc. and the “Criteria for the Independence of Outside Directors and Outside Audit & Supervisory Board Members” established by the Company (on pages 42 to 44), and the Company plans to submit notification to said exchange of their status as independent directors.

(Reference) Skills matrix of the Company's Board of Directors

The Company makes its Board of Directors consist of diverse human resources with various skills (such as knowledge and experience) in light of the direction of management over the medium to long term and the business strategy to ensure that the Board of Directors fulfills its decision-making function and management supervision function appropriately and maintains a more highly transparent governance system.

If Proposal No. 2, Proposal No. 3, and Proposal No. 4 are approved as proposed at the Meeting, the composition of the Board of Directors and skills possessed by each Director and Audit & Supervisory Board Member will be as follows.

						Professional skills			
	Name	Outside Independent	Chairman of meetings of the Board of Directors	Nomination & Remuneration Consultative Committee	Audit & Supervisory Committee	Corporate management Business strategy	Global business	Finance, accounting, and banking	Legal, governmental affairs, and compliance
Directors of the Board	Masashi Miyamoto			○		○	○		○
	Abdul Mullick			○		○	○		○
	Takeyoshi Yamashita					○	○		○
	Daisuke Fujiwara								
	Takashi Oyamada	○		Chairperson		○	○	○	
	Yoshihisa Suzuki	○	○	○		○	○		
	Rumiko Nakata	○		○					
	Yukiko Ito	○		○					○
Directors of the Board who are Audit & Supervisory Committee Members	Kenji Shibata				○				
	Yoko Wachi	○			○			○	○
	Hiroshi Kanno	○			○	○	○		
	Kohei Kan	○			○		○	○	○

		Professional skills					
	Name	Human resources and labor	Healthcare	R&D	Production and SCM	IT and DX	Sustainability
Directors of the Board	Masashi Miyamoto		○	○			
	Abdul Mullick		○				
	Takeyoshi Yamashita		○	○		○	○
	Daisuke Fujiwara		○	○			○
	Takashi Oyamada	○					
	Yoshihisa Suzuki			○	○	○	
	Rumiko Nakata	○	○				
	Yukiko Ito		○			○	
Directors of the Board who are Audit & Supervisory Committee Members	Kenji Shibata		○	○			
	Yoko Wachi		○				○
	Hiroshi Kanno		○	○	○		
	Kohei Kan						○

(Reference) “Criteria for the Independence of Outside Directors and Outside Audit & Supervisory Board Members”

In order for outside Directors of the Board and outside Audit & Supervisory Board Members of the Company to be judged as being independent, such outside Directors of the Board and outside Audit & Supervisory Board Members must, in addition to satisfying the requirements of an outside director and outside audit & supervisory board member provided for under the Companies Act, not fall under any of the following items:

1. Executive director (*gyomushikko torishimariyaku*), executive officer (*shikkoyakuin*), manager (*shihainin*) or other employee of the Company or a subsidiary of the Company
2. Director (*torishimariyaku*), audit & supervisory board member (*kansayaku*), executive officer, manager or other employee of a parent company or fellow subsidiary of the Company
“Fellow subsidiary” refers to another company that has the same parent company as the Company.
3. Director, audit & supervisory board member, corporate officer (*shikkoyaku*), executive officer, manager or other employee of a major shareholder of the Company (excluding a parent company of the Company)
“Major shareholder” refers to a shareholder who holds 10% or more of voting rights.
4. Director, audit & supervisory board member, accounting advisor (*kaikeisanyo*), corporate officer, executive officer, manager or other employee of a company of which the Company is a major shareholder (excluding a subsidiary of the Company)
5. Person whose major business counterparty is the Company or a subsidiary of the Company
“Person whose major business counterparty is the Company or a subsidiary of the Company” refers to a person who receives or makes payments from or to the Company or a subsidiary of the Company of 2% or more of that person’s annual total net sales in the most recent fiscal year.
6. Executive director, corporate officer, executive officer, manager, or other employee of a company, or a subsidiary of a company, whose major business counterparty is the Company or a subsidiary of the Company
“Company, or a subsidiary of the Company, whose major business counterparty is the Company or a subsidiary of the Company” refers to a company, or a subsidiary of a company, which receives or makes payments from or to the Company or a subsidiary of the Company of 2% or more of that company’s annual consolidated net sales in the most recent fiscal year.
7. Person who is a major business counterparty of the Company or a subsidiary of the Company
“Person who is a major business counterparty of the Company or a subsidiary of the Company” refers to a person who receives or makes payments from or to the Company or a subsidiary of the Company of 2% or more of the Company’s annual consolidated net sales in the most recent fiscal year.
8. Executive director, corporate officer, executive officer, manager or other employee of a company, or a subsidiary of a company, who is a major business counterparty of the Company or a subsidiary of the Company
“Company, or its subsidiary, who is a major business counterparty of the Company or a subsidiary of the Company” refers to a company, or a subsidiary of a company, which

receives or makes payments from or to the Company or a subsidiary of the Company of 2% or more of the Company's annual consolidated net sales in the most recent fiscal year.

9. Certified public accountant (or certified public tax accountant), or member, partner or employee of audit corporation (or tax accounting firm), that is the accounting auditor or accounting advisor of the Company or a subsidiary of the Company
10. Attorney-at-law, certified public accountant, certified public tax accountant or consultant, etc. who, excluding the remuneration received as a director or audit & supervisory board member, receives 10 million yen or more per year on average during the past three years of monetary consideration or other property benefits from the Company or a subsidiary of the Company
11. Member, partner or employee of a corporation, association, or other organization such as law firm, audit corporation, tax accounting firm, or consulting firm that receives monetary consideration or other property benefits of more than a certain amount from the Company or a subsidiary of the Company
In this item, a corporation, association, or other organization above receives "more than a certain amount" when such organization, etc. receives 2% or more on average of the total net sales (total revenue) of the organization, etc. per year during the past three years.
12. Director, audit & supervisory board member, accounting advisor, corporate officer, executive officer, manager or other employee of a financial institution or other large creditor that is essential to the financing of the Company, or a subsidiary of the Company, with a level of dependence to the degree that there is no substitute
13. Director or other person who executes business in a corporation, association or other organization which receives donations or subsidies from the Company or a subsidiary of the Company more than a certain amount
In this item, a corporation, association or other organization receives "more than a certain amount" when such organization, etc. receives, during the past three years, more than (i) 10 million yen per year on average or (ii) 30% on average of the annual total expenses of the organization, etc., whichever is higher.
14. Director, audit & supervisory board member, accounting advisor, corporate officer, or executive officer of a company or its subsidiary that has accepted a person from the Company or a subsidiary of the Company as a director (serving at that company on either a full-time or part-time basis)
15. Person who has come under a category listed in either of items 1 and 2 in the past ten years
16. Person who has come under a category listed in item 3 in the past five years
17. Person who has come under a category listed in any of items 5 through 13 in the past three years
18. Spouse or first- to second-degree relative, or other relative sharing the same residence of any person who has come under a category listed in any of items 2 through 17; provided, however, that any mention of "manager or other employee" shall be deemed to be replaced with "manager or other important employee."
19. Spouse, first- to second-degree relative, or other relative sharing same residence of Director of the Board, executive officer, manager or other important employee of the Company, or a subsidiary of the Company
20. Spouse, first- to second-degree relative, or other relative sharing same residence of Director of the Board, executive officer or other important employee of the Company or a subsidiary of the Company in the past five years

21. Other than the above, a person that might cause a conflict of interest with general shareholders and for whom it is reasonably judged that there are circumstances suggesting that the person cannot fulfill the duties as an outside Director of the Board or outside Audit & Supervisory Board Member

Proposal No. 5: Determination of remuneration amount for Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)

It was approved at the 102nd Ordinary General Meeting of Shareholders held on March 19, 2025, that the total amount of monetary remuneration for Directors of the Board of the Company shall be within ¥1,000 million per year (part of which is allotted to outside Directors of the Board within ¥150 million). Furthermore, in addition to the foregoing, it was approved, at the 97th Ordinary General Meeting of Shareholders held on March 19, 2020, that the total amount of monetary remuneration receivables provided as remuneration, etc., linked to restricted shares shall be no more than ¥155 million per year, and the total number of the Company's restricted shares allotted per each applicable fiscal year shall be no more than 200,000, and at the 98th Ordinary General Meeting of Shareholders held on March 24, 2021, that the amount of remuneration under performance-linked share-based remuneration plan (Performance Share Unit) shall be no more than ¥300 million per each applicable period, and the total number of the Company's shares allotted per each applicable period shall be no more than 200,000.

If Proposal No. 2, "Partial amendments to the Articles of Incorporation," is approved as proposed at the Meeting, the Company will transition to a company with an Audit & Supervisory Committee upon the conclusion of the Meeting.

Following the Company's transition to a company with an Audit & Supervisory Committee, this proposal asks shareholders for approval to set anew the remuneration amount for Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members) as no more than 1,000 million yen per year (part of which is allotted to outside Directors of the Board within 150 million yen) for the total amount of monetary remuneration.

If this proposal is approved as proposed at the Meeting, with respect to the current "Policy of the Company on Determining Details of Individual Remuneration, etc. for the Directors of the Board," the Company plans to make changes to revise the scope of its application from "Directors of the Board" to "Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)" along with other formal changes.

The Company deems the details of this proposal to be appropriate, as they were resolved at the Board of Directors based on the deliberation at the Nomination & Remuneration Consultative Committee, which is chaired by an outside Director of the Board and composed of a majority of outside Directors of the Board and Audit & Supervisory Board Members, are substantively identical to the matter approved at the 102nd Ordinary General Meeting of Shareholders held last year, and are in accordance with the aforementioned "Policy of the Company on Determining Details of Individual Remuneration, etc. for the Directors of the Board."

If Proposal No. 2, "Partial amendments to the Articles of Incorporation" and Proposal No. 3 "Election of eight (8) Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)" are approved as proposed, the number of Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members) subject to this proposal will be seven (7) persons excluding one (1) Director of the Board to whom no remuneration is paid (including four (4) outside Directors of the Board).

This proposal shall become effective on the condition that the amendments to the Articles of Incorporation set forth in Proposal No. 2 take effect.

Proposal No. 6: Determination of remuneration amount for Directors of the Board who are Audit & Supervisory Committee Members

If Proposal No. 2, “Partial amendments to the Articles of Incorporation,” is approved as proposed at the Meeting, the Company will transition to a company with an Audit & Supervisory Committee upon the conclusion of the Meeting.

This proposal asks shareholders for approval to set the remuneration amount of Directors of the Board who are Audit & Supervisory Committee Members at no more than 200 million yen, taking into account the roles and responsibilities as Directors of the Board who are Audit & Supervisory Committee Members and various circumstances including recent changes in the business environment.

The Company deems the details of this proposal to be appropriate, as they were resolved at the Board of Directors based on the deliberation at the Nomination & Remuneration Consultative Committee, which is chaired by an outside Director of the Board and composed of a majority of outside Directors of the Board and Audit & Supervisory Board Members. The specific amount of remuneration for each Director of the Board who is an Audit & Supervisory Committee Member, the timing of payment, and other details shall be determined through deliberation by Directors of the Board who are Audit & Supervisory Committee Members.

If Proposal No. 2, “Partial amendments to the Articles of Incorporation” and Proposal No. 4 “Election of four (4) Directors of the Board who are Audit & Supervisory Committee Members” are approved as proposed, the number of Directors of the Board who are Audit & Supervisory Committee Members subject to this proposal will be four (4) persons.

This proposal shall become effective on the condition that the amendments to the Articles of Incorporation set forth in Proposal No. 2 take effect.

Proposal No. 7: Determination of remuneration amount and other details of Restricted Share-based Remuneration, etc. for Directors of the Board (excluding outside Directors and Directors of the Board who are Audit & Supervisory Committee Members)

The total amount of monetary remuneration receivables provided as remuneration, etc., linked to restricted shares, as it currently stands since approval at the 97th Ordinary General Meeting of Shareholders held on March 19, 2020, shall be no more than 155 million yen per year and the total number of the Company's restricted shares allotted per each applicable fiscal year shall be no more than 200,000, with the objective of having Directors of the Board of the Company share in the benefits and risks of share price fluctuations with the shareholders, and providing greater incentive to Directors of the Board of the Company to elevate the share price and boost corporate value.

If Proposal No. 2, "Partial amendments to the Articles of Incorporation," is approved as proposed at the Meeting, the Company will transition to a company with an Audit & Supervisory Committee upon the conclusion of the Meeting.

Following the Company's transition to a company with an Audit & Supervisory Committee, this proposal asks shareholders for approval to set anew the total amount of monetary remuneration receivables provided as remuneration, etc., linked to restricted shares for Directors of the Board (excluding outside Directors and Directors of the Board who are Audit & Supervisory Committee Members; "Eligible Directors" shall apply hereinafter in this proposal) as no more than 155 million yen per year and the total number of the Company's restricted shares allotted per each applicable fiscal year shall be no more than 200,000.

If this proposal is approved as proposed at the Meeting, with respect to the current "Policy of the Company on Determining Details of Individual Remuneration, etc. for the Directors of the Board," the Company plans to make changes to revise the scope of its application from "Directors of the Board" to "Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)" along with other formal changes.

The Company deems the details of this proposal to be appropriate, as they were resolved at the Board of Directors based on the deliberation at the Nomination & Remuneration Consultative Committee, which is chaired by an outside Director of the Board and composed of a majority of outside Directors of the Board and Audit & Supervisory Board Members, are substantively identical to the matter approved at the 97th Ordinary General Meeting of Shareholders, and are in accordance with the aforementioned "Policy of the Company on Determining Details of Individual Remuneration, etc. for the Directors of the Board."

If Proposal No. 2, "Partial amendments to the Articles of Incorporation" and Proposal No. 3 "Election of eight (8) Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)" are approved as proposed, the number of Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members) will be eight (8) persons (including four (4) outside Directors of the Board), and the number of Directors subject to this proposal will be three (3) Directors of the Board excluding one (1) Director of the Board to whom no remuneration is paid.

This proposal shall become effective on the condition that the amendments to the Articles of Incorporation set forth in Proposal No. 2 take effect. If this proposal is approved, the specific details and the maximum number of Restricted Shares allotted to Eligible Directors are as follows. Changes from the content approved at the 97th Ordinary General Meeting of Shareholders are underlined.

1. Allotment of and payment for the Restricted Shares

The Company will provide monetary remuneration receivables to Eligible Directors in an amount not exceeding the aforementioned annual amount as remuneration linked to the Restricted Shares in accordance with the resolution of the Board of Directors of the Company.

Each Eligible Director will then receive allotments of the Restricted Shares upon providing all such monetary remuneration receivables in the form of contribution in kind.

The amount to be paid as a consideration for the Restricted Shares shall be determined, within the extent that it will not be particularly advantageous to Eligible Directors who subscribe for such Restricted Shares, by the Board of Directors of the Company based on the closing price of the Company's ordinary shares on the Tokyo Stock Exchange on the business day immediately before the date of resolution by the Board of Directors of the Company regarding the issuance or disposition of the Restricted Shares (if there is no closing price on such date, the closing price on the closest preceding trading day).

Such monetary remuneration receivables shall be provided to an Eligible Director on condition that the Eligible Director agrees to the aforementioned contribution in kind and enters into an agreement on allotment of the Restricted Shares which contains the terms and conditions specified in 3. below.

2. Total number of the Restricted Shares

The maximum total number of the Restricted Shares allotted to Eligible Directors in each fiscal year shall be 200,000 shares.

However, if, on or after the day on which this proposal is approved, the Company performs a share split (including allotment of ordinary shares of the Company without compensation) or a consolidation of its ordinary shares, or any other reason arises necessitating an adjustment to the total number of the Restricted Shares allotted in such cases, the Company may make adjustments to such total number of the Restricted Shares in a reasonable manner.

3. Terms and conditions of an agreement on allotment of the Restricted Shares

Set forth below are the terms and conditions to be provided in an agreement on allotment of the Restricted Shares that shall, at the time of the allotment of the Restricted Shares, be entered into between the Company and an Eligible Director eligible for the allotment of the Restricted Shares in accordance with the resolution of the Board of Directors of the Company.

(1) Restrictions on transfer of shares

Any Eligible Director who has received an allotment of the Restricted Shares may not transfer, create a pledge, create a transfer security interest, make a gift inter vivos, bequeath, or otherwise perform any act of disposing of such Restricted Shares allotted to that Eligible Director (the "Allotted Shares") to a third party (such restrictions hereinafter "Transfer Restrictions") for a period, determined by the Board of Directors of the Company in advance, that is not shorter than three (3) years and not longer than five (5) years from the allotment date (the "Restriction Period Commencement Date"; such period hereinafter "Restriction Period").

(2) Acquisition of the Restricted Shares without compensation

If any Eligible Director who has received an allotment of the Restricted Shares retires from all of the positions of Director of the Board, C-suite Executive, and Officer in charge of the Group ("C-suite Executive and Officer in charge" are internal titles used by the Company for its senior executives) during the period between the Restriction Period Commencement Date and the day before the Ordinary General Meeting of Shareholders of the Company first held thereafter, the Company shall automatically acquire the Allotted Shares without compensation, unless there is a reason the Board of Directors of the Company deems justifiable.

(3) Lifting of Transfer Restrictions

On the condition that the Eligible Director who has received an allotment of the Restricted Shares has remained in the position of Director of the Board, C-suite Executive, and Officer in charge of the Group during the period between the Restriction Period Commencement Date and the day of the Ordinary General Meeting of Shareholders of the Company first held thereafter, the Company shall lift the Transfer Restrictions for all of the Allotted Shares allotted to such Director of the Board upon expiration of the Restriction Period.

However, if such Eligible Director retires from all of the positions of Director of the Board, C-suite Executive, and Officer in charge of the Group before the expiration of the Restriction Period due to a reason the Board of Directors of the Company deems justifiable, the Company shall reasonably adjust, as needed, the number of the Allotted Shares on which the Transfer Restrictions are to be lifted, and the timing of the lifting of Transfer Restrictions.

(4) Treatment in the event of reorganization, etc.

If, during the Restriction Period, proposals relating to a merger agreement in which the Company is the dissolving company; a plan for a company split by incorporation or an absorption-type company split agreement under which the Company becomes the splitting company (limited to split-off-type company splits); a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary; or a share consolidation, acquisition of class shares with a call option for total acquisition, or a demand for share sale, as a result of which the Company becomes controlled by a specific shareholder (such events hereinafter “Reorganization, etc.”) are approved at the Company’s General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company’s General Meeting of Shareholders is not required in relation to the Reorganization, etc.), the Company shall, by resolution of the Board of Directors of the Company and prior to the date on which the Reorganization, etc. becomes effective, lift the Transfer Restrictions on the Allotted Shares with the number of shares that is reasonably determined by considering the period from the Restriction Period Commencement Date to the date of approval of the Reorganization, etc.

In such a case, the Company shall automatically acquire, without compensation, any Allotted Shares which still remain subject to the Transfer Restrictions as of the time immediately after the Transfer Restrictions have been lifted pursuant to the preceding sentence.

(Reference)

If this proposal is approved as proposed at the Meeting, the Company intends to apply the aforementioned Restricted Share-based remuneration plan to C-suite Executives and Officers in charge of the Company in addition to Eligible Directors.

Proposal No. 8: Determination of remuneration amount and other details of performance-linked share-based remuneration, etc. for Directors of the Board (excluding outside Directors and Directors of the Board who are Audit & Supervisory Committee Members)

It was approved, at the 98th Ordinary General Meeting of Shareholders held on March 24, 2021, that the amount of remuneration under a performance-linked share-based remuneration plan (Performance Share Unit) shall be no more than 300 million yen per each applicable period, and the total number of the Company's shares allotted per each applicable period shall be no more than 200,000, respectively, with the aim to further clarify the linkage between the remuneration for Directors of the Board and the Company's performance and value of shares of the Company, and thereby to give incentives to Directors of the Company to strive for sustainable growth of corporate value, and to facilitate their sense of sharing value with shareholders. Subsequently, at the 101st Ordinary General Meeting of Shareholders held on March 22, 2024, a partial revision of performance-linked share-based remuneration plan was approved, and the plan has remained in effect to date.

If Proposal No. 2, "Partial amendments to the Articles of Incorporation," is approved as proposed at the Meeting, the Company will transition to a company with an Audit & Supervisory Committee upon the conclusion of the Meeting.

Following the Company's transition to a company with an Audit & Supervisory Committee, this proposal asks shareholders for approval to set anew the total amount of remuneration under a performance-linked share-based remuneration plan (hereinafter, the "Plan") for Directors of the Board (excluding outside Directors and Directors of the Board who are Audit & Supervisory Committee Members; "Eligible Directors" shall apply hereinafter in this proposal) as no more than 300 million yen per each applicable period, and the total number of the Company's shares allotted per each applicable period shall be no more than 200,000.

If this proposal is approved as proposed at the Meeting, with respect to the current "Policy of the Company on Determining Details of Individual Remuneration, etc. for the Directors of the Board," the Company plans to make changes to revise the scope of its application from "Directors of the Board" to "Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)" along with other formal changes.

The Company deems the aforementioned remuneration amount and other details of performance-linked share-based remuneration for Eligible Directors to be appropriate, as they were resolved at the Board of Directors based on the deliberation at the Nomination & Remuneration Consultative Committee, which is chaired by an outside Director of the Board and composed of a majority of outside Directors of the Board and Audit & Supervisory Board Members, are substantively identical to the matter approved at the 98th Ordinary General Meeting of Shareholders, and are in accordance with the aforementioned "Policy of the Company on Determining Details of Individual Remuneration, etc. for the Directors of the Board."

If Proposal No. 2, "Partial amendments to the Articles of Incorporation" and Proposal No. 3 "Election of eight (8) Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members)" are approved as proposed, the number of Directors of the Board (excluding Directors of the Board who are Audit & Supervisory Committee Members) will be eight (8) persons (including four (4) outside Directors of the Board), and the number of Directors subject to this proposal will be three (3) Directors of the Board excluding one (1) Director of the Board to whom no remuneration is paid.

This proposal shall become effective on the condition that the amendments to the Articles of Incorporation set forth in Proposal No. 2 take effect.

If this proposal is approved, the specific details of the Plan are as follows. Changes from the content approved at the 98th Ordinary General Meeting of Shareholders and the 101st Ordinary General Meeting of Shareholders are underlined.

1. Structure of the Plan

The Plan is a share-based remuneration plan (so-called “Performance Share Unit”) whereby, as remuneration for the period from the conclusion of an Ordinary General Meeting of Shareholders of the Company to the conclusion of the Company’s Ordinary General Meeting of Shareholders to be held in the following year (hereinafter, the “Applicable Period”; the most recent Applicable Period shall be from the conclusion of this 103rd Ordinary General Meeting of Shareholders to the conclusion of the 104th Company’s Ordinary General Meeting of Shareholders to be held in the following year), the Company delivers a number of the Company’s Shares and provides an amount of cash determined in accordance with each Director of the Board’s degree of achievement of performance targets for the period of three consecutive fiscal years (hereinafter, the “Performance Evaluation Period”) upon the termination of the Performance Evaluation Period. The most recent Performance Evaluation Period shall be three fiscal years from the fiscal year ending December 31, 2026, to the fiscal year ending December 31, 2028. The Company intends to implement performance-linked share-based remuneration with succeeding Performance Evaluation Periods of three consecutive fiscal years, each beginning with the fiscal years following the fiscal year ending December 31, 2026, to the extent within the amount approved at this Ordinary General Meeting of Shareholders.

Specifically, the Company provides monetary remuneration receivables to Eligible Directors upon the termination of the Performance Evaluation Period, which are meant for the delivery of the Company’s Shares. The monetary remuneration receivables are calculated by the method set forth below. The Company delivers the Company’s Shares to Eligible Directors in exchange for their in-kind contribution involving the full amount of the monetary remuneration receivables when the Company implements a share issuance or disposal of treasury shares.

2. Upper limit of monetary remuneration receivables, the total amount of monetary consideration, and the total number of shares under the Plan

The total amount of monetary remuneration receivables and monetary consideration for Eligible Directors shall be no more than 300 million yen per each applicable period, and the total number of the Company’s shares allotted for Eligible Directors per each applicable period shall be no more than 200,000 shares. In the event that the total number of the Company’s issued shares increases or decreases due to a stock split or a reverse split (including gratis allotment of shares, hereinafter the same shall apply to stock split description), the upper limit of the total number of shares to be delivered shall be reasonably adjusted according to the percentage of such change. In addition, in the event that the number of the Company’s shares and the amount of monetary consideration calculated by the formula stated in 3. below to be delivered and paid may exceed the above upper limit of the total monetary remuneration receivables and monetary consideration or of the total number of the Company’s shares, the number of the Company’s shares or the amount of monetary consideration to be delivered and paid shall be reduced within those upper limits in a reasonable method such as pro rata, which is determined by the Board of Directors.

3. Method to calculate the amount of monetary consideration under the Plan

Under the Plan, the number of the Company’s shares and the amount of monetary consideration calculated using the following formula shall be delivered and paid to Directors according to the degree of their achievement of each performance targets after the end of performance evaluation period.

[Calculation formula for the final number of shares* to be delivered]

Number of shares to be delivered that serves as a reference (i) x the degree of achievement of performance targets (ii) x 50%

* This is the final number of shares to be delivered to Directors after the end of the performance evaluation period. Shares less than one share shall be rounded up to one share.

[Calculation formula for the amount of monetary consideration to be paid]

(Number of shares to be delivered that serves as a reference (i) x the degree of achievement of performance targets (ii) - the final number of shares to be delivered) x share price at time of delivery (iii)

(i) Number of shares to be delivered that serves as a reference

The number of shares to be delivered that serves as a reference is calculated using the following formula.

$$\text{Number of shares to be delivered that serves as a reference} = \frac{\text{Reference amount of share-based remuneration by each Director's position or responsibility (*) (a)}}{\text{Reference share price (b)}}$$

* This refers to share-based remuneration determined based on each Director's position.

a. Reference amount of share-based remuneration by each Director's position or responsibility

In the calculation method of the final number of shares to be delivered to Directors, the determination of specific reference amount of share-based remuneration by each Director's position or responsibility shall be delegated to the Board of Directors.

b. Reference share price

The reference share price shall be the closing price of ordinary trading of the Company's shares on the Tokyo Stock Exchange on the business day immediately before the date of the resolution by the Board of Directors that decides the number of shares to be delivered that serves as a reference at the start of the applicable period (if there is no closing price on that date, the closing price on the closest preceding trading day).

(ii) Degree of achievement of performance targets

The degree of achievement of performance targets shall be calculated using a fixed figure after the end of the relevant Performance Evaluation Period within the range of 0% to 150%.

(iii) Share price at time of delivery

The share price at time of delivery shall be the closing price of the Company's ordinary trading of the Company's Shares on the Tokyo Stock Exchange on the business day immediately before the date of the resolution by the Board of Directors that decides the share issuance or disposal of treasury shares for the relevant delivery of the Company's Shares, which is to be held within two months after the conclusion of the ordinary general meeting of shareholders regarding the latest fiscal year for the relevant Performance Evaluation Period (if there is no closing price on that date, the closing price on the closest preceding trading day).

4. Conditions for delivery of the Company's shares and monetary consideration to Directors

In the event that the Performance Evaluation Period ends and all the following delivery conditions are fulfilled, monetary remuneration receivables (the amount shall be calculated by multiplying the final number of shares to be delivered set out in the above 3. by the share price at time of delivery) shall be delivered to each Eligible Director, all of which shall be contributed in kind, by delivering the final number of the Company's shares as well as monetary consideration set out in the above 3. to each Eligible Director.

- (1) The Eligible Director continued to hold the position of Director of the Company during his or her term (all the term if he or she was reappointed during the applicable period and the Performance Evaluation Period)
- (2) There was no violation of rules stipulated by the Board of Directors of the Company.
- (3) In addition, Directors should fulfill the requirements set out by the Board of Directors in order to achieve the purpose of the performance-linked share-based remuneration plan.

However, notwithstanding the above (1), in the event that the Eligible Director retired due to his or her death, illness, or unavoidable circumstances during the Performance Evaluation Period, instead of delivery of the Company's shares and monetary consideration based on the Plan, the equivalent amount of money that is reasonably calculated by the Board of Directors can be paid to the Director.

5. Treatment in the event of reorganization, etc.

In the event that the following proposals regarding the Company's reorganization etc. (the "Reorganization, etc.") are approved at a General Meeting of Shareholders of the Company (or a meeting of the Board of Directors if the Reorganization, etc. requires no approval at a General Meeting of Shareholders) during the period from the start of the Performance Evaluation Period to the date of delivery of the Company's shares and monetary consideration under the Plan (provided, however, that effective date of the Reorganization, etc. is scheduled to come before the date of delivery of the Company's shares and monetary consideration under the Plan), instead of delivery of the Company's shares and monetary consideration, the equivalent amount of money that is reasonably calculated by the Board of Directors within the above 2. upper limit of monetary remuneration receivables and monetary consideration or the upper limit of the total number of the Company's shares may be paid to Directors prior to the effective date of the Reorganization, etc. The Reorganization, etc. include a merger agreement under which the Company will become a non-surviving company; an incorporation-type split plan or an absorption split agreement (only split-type split); a share exchange agreement or a share transfer agreement under which the Company will become a wholly-owned subsidiary; a share consolidation under which the Company will be controlled by a specific shareholder; acquisition of class shares subject to wholly call, or share cash-out demand.

(Reference)

If this proposal is approved as proposed at the Meeting, the Company intends to apply the aforementioned performance-linked share-based remuneration plan to C-suite Executives and Officers in charge of the Company in addition to Eligible Directors of Board of the Company.

Business Report (From January 1, 2025, to December 31, 2025)

1. Status of the Corporate Group

(1) Progress and outcomes of business activities

Overview of business

For the pharmaceutical industry where it is basically very difficult to develop new drugs, there have been changes that make the business environment more severe, including greater pressure on controlling global healthcare costs, in which each country's healthcare policy mutually influences that of other countries to a greater extent. Under such circumstances, the Company has increased the resolution of its business strategy through "Story for Vision 2030" and promoted initiatives clarifying focuses to achieve Vision 2030. The Company carried out research and development activities to create new life-changing values, while continuing to strengthen production, quality assurance, and logistics, in order to provide drugs that satisfy unmet medical needs.

For Crysvita^{*1} and Poteligeo^{*2}, we promoted their steady growth by working on measures to increase the number of countries and regions where they are released and penetrating markets. With regard to Crysvita, we have started selling hypodermic syringes in Japan and Europe as an easier and safer dosage form of self-injection at home which has been expected by patients and healthcare professionals. In addition, in Italy, Crysvita has become eligible for insurance reimbursement for the treatment of tumor-induced osteomalacia.

OTL-200 (product name in Europe: Libmeldy, in the U.S.: Lenmeldy) has become eligible for insurance reimbursement in Spain, and in Japan, it has been designated as an orphan regenerative medical product for early-onset metachromatic leukodystrophy (MLD). In Saudi Arabia, it has been designated as an orphan drug and granted priority review designation.

In the bone and mineral areas, the development of KK8123 and KK8398 (general name: infigratinib) is under way in addition to Crysvita. In Japan, we started Phase III clinical trials of infigratinib for achondroplasia.

ziftomenib (product name in the U.S.: KOMZIFTI) in the blood cancer and intractable blood diseases areas has been approved as an oral menin inhibitor that can be taken once daily for relapsed or refractory acute myeloid leukemia (AML) by NPM 1-mutation in the U.S. for the first time in the world. Furthermore, we have initiated Phase III clinical trials for untreated AML patients.

We worked on developing KHK4083 (general name: rocatinlimab) for the therapeutic areas of immunology/allergy, through multiple clinical studies in collaboration with Amgen Inc. We published interim results of Phase III clinical study ROCKET-Ascend of rocatinlimab for atopic dermatitis to evaluate its long-term efficacy and safety, and we worked toward regulatory submission and commercialization in the U.S. In addition, we have completed the registration of patients with nodular prurigo for Phase III clinical trials.

We provided Boehringer Ingelheim with a license for the preclinical development program aimed at developing a first-in-class small molecule therapeutic candidate for autoimmune diseases.

For the Japanese business, we are promoting life-cycle management of long-listed drugs based on "Story for Vision 2030." This is an important initiative for Kyowa Kirin to hand its products whose value Kyowa Kirin has been creating for many years and for which continuous supply to the patients has been required over to other companies and continuously supply them to the patients. In this regard, we have transferred manufacturing and marketing approval for Depakene tablets, R tablets, granules, syrup, and Allelock granules to another company.

In addition to the above, we completed the construction of HB7 building to further accelerate the development of biologic drugs. Amid the changing business environment stated at the beginning of this overview, we implemented a special voluntary retirement program with the aim of boldly transforming our business foundation in Japan into a more sustainable model for Vision 2030, further strengthening our organizational capability, and expanding career development options for our employees.

*1: Therapeutic medicine for rare diseases that cause damage to growth and metabolism of bones mainly due to hereditary factors

*2: Therapeutic medicine for particular hematological cancers

(i) Consolidated operating results

The Group applies the International Financial Reporting Standards (“IFRS”) in line with its policy of expanding business globally, and adopts “core operating profit” as a level of profit that shows the recurring profitability from operating activities. Core operating profit is calculated by deducting “selling, general and administrative expenses” and “research and development expenses” from “gross profit,” and adding “share of profit (loss) of investments accounted for using equity method” to the amount.

Revenue was ¥496.8 billion (up 0.3% compared to the previous fiscal year), core operating profit was ¥103.1 billion (up 8.0%), and profit attributable to owners of parent was ¥67.0 billion (up 12.0%).

- The increase in revenue was the result of growth of global strategic products, mainly in North America and EMEA, as well as a rise in revenue from technology out-licensing despite the effect of the business restructuring in the APAC region as well as the impact of the reductions in drug price standards implemented in Japan. The negative effect on revenue from foreign exchange was ¥0.4 billion.
- Core operating profit increased as a result of higher gross profit achieved due to gains in overseas revenue and revenue from technology out-licensing, as well as a decrease in selling, general, and administrative expenses and a decrease in research and development expenses. The negative effect on core operating profit from foreign exchange was ¥0.7 billion.
- Profit attributable to owners of parent increased mainly due to an increase in core operating profit despite a decrease in other income due to rebound from gain on sale of shares of the Chinese subsidiary recorded in the previous fiscal year.

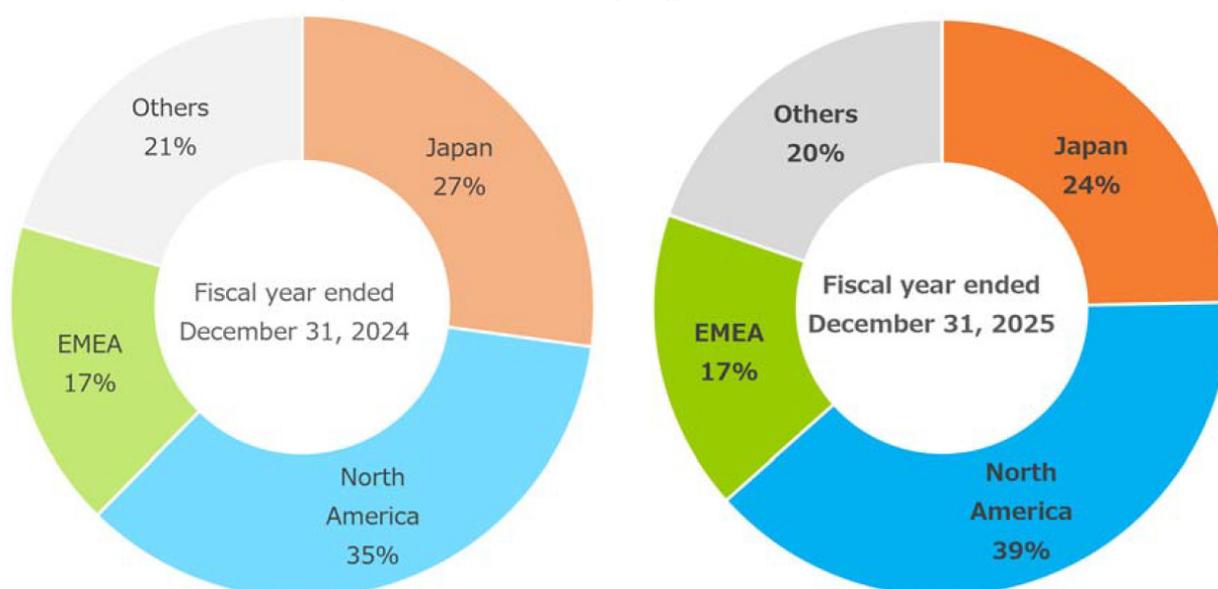
[Revenue by regional control function]

(Billions of yen)

	102nd fiscal year	103rd fiscal year	Year-on-year change
Japan	134.7	122.5	(9.0)%
North America	174.4	192.5	10.4%
EMEA	84.9	83.7	(1.5)%
Other	101.5	98.1	(3.4)%
Total consolidated revenue	495.6	496.8	0.3%

- Notes:
1. Revenue by regional control function is classified based on consolidated revenue from products of regional control functions in the One Kyowa Kirin (OKK) matrix global management structure, which combines a regional organization, a functional organization, and a product organization (product franchises).
 2. EMEA consists of Europe, the Middle East, Africa, etc.
 3. Others include revenue from technology, hematopoietic stem cell gene therapy (revenue of Orchard Therapeutics plc) and contract manufacturing.
 4. Revenue (¥41.6 billion) in Asia and Oceania, which was posted separately in the previous fiscal year, is included in “Other” in this fiscal year following the business restructuring in the APAC region in 2024.

Composition of revenue by regional control function



Revenue in Japan Region

- Revenue in Japan decreased year on year due to the impact of the reductions in drug price standards implemented in April 2024 and April 2025, as well as discontinued sales of Dovobet, a treatment for psoriasis vulgaris, despite the growth in sales of PHOZEVEL, a treatment for hyperphosphatemia.
 - Revenue from Crysvita, a treatment for FGF23-related diseases, has been growing steadily since its launch in 2019. In addition, we launched “Crysvita subcutaneous syringe,” a syringe formulation for easier self-injection at home in November 2025.
 - Revenue from Darbepoetin Alfa Injection Syringe [KKF], a treatment for renal anemia, decreased due to the impact of the reductions in drug price standards and the market penetration of rival products.
 - Revenue from Duvroq, a treatment for renal anemia, has been growing steadily since its launch in 2020.
 - PHOZEVEL, a treatment for hyperphosphatemia, has steadily increased revenue since its launch in February 2024.

- Revenue from G-Lasta, an agent for decreasing the incidence of febrile neutropenia, fell due to the effect of biosimilars and reductions in drug price standards.
- Revenue from Dovobet, a treatment for psoriasis vulgaris, decreased due to the termination of the distribution and co-promotion agreement with LEO Pharma A/S on December 31, 2024.

<Revenues in Overseas Region and other >

- Revenue in North America increased year on year due to the growth of global strategic products.
 - Revenue from Crysvida, a treatment for X-linked hypophosphatemia, has been growing steadily since its launch in 2018.
 - Revenue from Poteligeo, an anticancer agent, has been growing since its launch in 2018.
 - Among patients with relapsed or refractory acute myeloid leukemia (AML), for adult patients who have NPM1-mutant AML with no satisfactory alternative therapy, KOMZIFTI (general name: ziftomenib) was approved by the U.S. Food and Drug Administration (FDA) in November 2025 and launched in the U.S. market. Based on the strategic collaboration agreement with Kura Oncology, the profit sharing ratio for KOMZIFTI will be 50:50 in the U.S. The Company will post sales revenue if the net income is positive after profit sharing, and if the net income is negative, we will post it as selling, general, and administrative expenses. In the fiscal year under review, we posted selling, general, and administrative expenses, as the net income was negative.
- Revenue in EMEA decreased year on year mainly due to a rebound from the revenue of ¥13.1 billion (GBP66.4 million) from transfer of rights of three brands in FY2024, despite the growth of global strategic products and proceeds from transfer of right of one brand.
 - Revenue from Crysvida, a treatment for X-linked hypophosphatemia, has been growing as the number of applications and countries where it has been released has been increasing since its launch in 2018.
 - Revenue from Poteligeo, an anticancer agent, has been growing as the number of countries where it has been released has been increasing since its launch in 2020.
 - Revenue of ¥7.7 billion (GBP38.5 million) was recorded due to the transfer of rights (intellectual property rights) for one brand of established medicines to a joint venture in July 2025. The amount includes price adjustment difference regarding the transfer of three brands in July 2024.
- Other revenue decreased year on year due to the business restructuring in the APAC region.
 - Revenue from Libmeldy/Lenmeldy for treatment of metachromatic leukodystrophy (MLD) grew steadily due to the start of sales recording in the U.S. in addition to steady growth in Europe. In addition, metachromatic leukodystrophy (MLD) was included in the RUS (Recommended Uniform Screening Panel) in the U.S. in December 2025.
 - Revenue from technology out-licensing rose due to an increase in royalty revenue from AstraZeneca in relation to benralizumab and an upfront payment income and milestone revenue from Boehringer Ingelheim among others.
 - Following the business restructuring in the APAC region in September 2024, revenue from established medicines significantly decreased (¥14.5 billion).

(ii) Research and Development Activities

The Group continuously and actively invests management resources in research and development activities. We will aim to continuously discover new drugs with life-changing value by setting “bone and mineral,” “blood cancer and intractable blood diseases,” and “rare diseases” as the disease science areas to be focused on by our research and development, and for drug-discovering technology, strengthening innovative modalities such as advanced antibody technology and hematopoietic stem cell gene therapy. Moreover, as part of the value-creating process, we will also promote open innovation activities and cooperation with partners, invest in venture capital funds, and utilize corporate venture capital. In research and development, focusing on the creation of life-

changing value, we will not only aim to maximize the value by globally expanding by ourselves but also by utilizing business models to maximize the value through strategic cooperation with external partners.

The total amount of research and development expenses of the Group for the fiscal year under review is 101.2 billion yen.

<Development status of major development products>

As of December 31, 2025

Code Name, Generic Name	Indication	Development status
KHK4083/AMG 451, rocatinlimab	Moderate and severe atopic dermatitis	Ph III clinical study: in progress
	Prurigo nodularis	Ph III clinical study: in progress
	Moderate and severe asthma	Ph II clinical study: in progress
ziftomenib	Adult Relapsed or Refractory (R/R) NPM1-mutant Acute Myeloid Leukemia (AML) (monotherapy)	Approval obtained Ph II clinical study: detailed results reported
	Acute Lymphoblastic Leukemia (ALL) (monotherapy)	Ph I clinical study: in progress
	Acute Myeloid Leukemia (AML) (combination)	Ph I clinical study: in progress Ph III clinical study: in progress
OTL-203	Mucopolysaccharidosis type IH (Hurler syndrome)	Pivotal study (Equivalent to Ph III study): in progress
KK8398, infgratinib	Achondroplasia	Ph III clinical study: in progress
	Hypochondroplasia	Ph III clinical study: preparation underway
KHK4951, tivozanib	Neovascular Age-related Macular Degeneration (nAMD)	Ph II clinical study: in progress
	Diabetic Macular Edema (DME)	Ph II clinical study: in progress
OTL-201	Mucopolysaccharidosis type IIIA (Sanfilippo syndrome type A)	PoC study (Equivalent to Ph I/II study): in progress
KK4277	Systemic Erythematosus (SLE)/Cutaneous Lupus Erythematosus (CLE)	Ph I clinical study: in progress
KK2260	Advanced or metastatic solid tumors	Ph I clinical study: in progress
KK2269	Advanced or metastatic solid tumors	Ph I clinical study: in progress
KK2845	Acute Myeloid Leukemia (AML)	Ph I clinical study: in progress
KK8123	X-linked Hypophosphatemia (XLH)	Ph I clinical study: in progress
KK3910	Essential Hypertension	Ph I clinical study: in progress
OTL-200, atidarsagene autotemcel	Early-onset Metachromatic Leukodystrophy (MLD)	Clinical trial: preparation underway

- KHK4083/AMG 451 (general name: rocatinlimab) is a monoclonal antibody selectively acting on the OX40 (receptor) that develops in pathogenic T cells (T cells which cause inflammatory diseases) and enables T cells to rebalance. One of the causes of chronic and inflammatory diseases such as atopic dermatitis is that activation of T cells through OX40 signals induces an increase in pathogenic T cells and an effector function. Rocatinlimab selectively acting on OX40 restrains the function of pathogenic T cells and reduces their number, thereby promoting T cells to rebalance. Especially, it is a product with a novel mechanism of action that is expected to restrain chronic and relapsing nature of diseases by directly acting on memory T cells. This product may achieve symptom control with less frequent dosing, unlike conventional cytokine blockers and JAK inhibitors. The initial antibody was discovered in joint research between our U.S. research team and La Jolla Institute for Immunology. On June 1, 2021, the Company and Amgen entered into an agreement on joint research and sale of rocatinlimab.

Under the agreement, Amgen develops and manufactures the drug and leads global sale activities except in Japan where the Company solely engages in sales activities. Both companies engage in co-promotion of the drug in the U.S., and the Company has a co-promotion right in countries other than the U.S. (Europe and Asia, excluding Japan). Phase III clinical trial (ROCKET program), consisting of eight clinical trials covering moderate- to severe-degree atopic dermatitis in adults and adolescents (12 years old and above), is currently under way. No less than 3,300 patients have participated in clinical trials, and subject enrollment has been completed for all the trials. Of the ROCKET programs, we obtained results of ROCKET-Horizon, ROCKET-Ignite, ROCKET-Shuttle, and ROCKET-Voyager by June 2025 and achieved all major evaluation items and all major secondary evaluation items. In addition, we announced topline data of interim results of ROCKET-Ascend. In addition to the ROCKET program, we are also conducting Phase II clinical trials for moderate- to severe-degree asthma and Phase III clinical trials for nodular prurigo.

- ziftomenib (product name in the U.S.: KOMZIFTI) is an oral menin inhibitor that has been developed by Kura Oncology as a therapeutic medicine for acute myeloid leukemia (AML), which causes particular gene mutations and rearrangements with high unmet needs. In November 2024, the Company and Kura Oncology entered into an agreement on global strategic cooperation for acute myeloid leukemia regarding the sale and development of ziftomenib. Under the agreement, the two companies will jointly engage in development and sales of ziftomenib, and Kura Oncology will lead development, regulatory affairs, and sales strategies in the U.S., while the Company will do so in countries other than the U.S. Currently, multiple clinical trials are under way for AML. In March 2025, Kura Oncology submitted regulatory application of ziftomenib for relapsed or refractory acute myeloid leukemia (AML) by NPM 1-mutation to the U.S. Food and Drug Administration (FDA). It was accepted in May and officially approved in November. For initial AML, in September, we started Phase III clinical trial (KOMET-017 trial) of combination therapies with ziftomenib for initial AML patients by NPM 1-mutation or KMT2A rearrangement. In October, we started Phase I clinical trials (a cohort in KOMET-007 trials) of combination therapies with ziftomenib for initial AML patients by NPM 1-mutation and FLT3 mutation. At the annual general meeting of the American Society of Hematology (ASH) held in December 2025, we reported interim data of ziftomenib and combination regimen of venetoclax and azacytidine for initial, relapsed, or refractory acute myeloid leukemia (AML).
- OTL-203 is a hematopoietic stem cell gene therapy for Type I mucopolysaccharidosis (Hurler syndrome). As a potential fundamental therapy, Orchard Therapeutics is conducting pivotal clinical trials (equivalent to Phase III clinical trials) in North America and Europe.
- KK8398 (general name: infigratinib) is an oral FGFR3 inhibitor and has been developed for systemic bone diseases by QED Therapeutics under BridgeBio Pharma. In February 2024, the Company and QED Therapeutics entered into a license agreement on the development and sales right in Japan covering systemic bone diseases. In November 2025, we started Phase III clinical trials for achondroplasia in Japan. In addition, we are currently preparing Phase III clinical trials for hypochondroplasia in Japan.
- KHK4951 (general name: tivozanib) is a new nanocrystalized eye drop designed to efficiently send tivozanib, a vascular endothelial growth factor receptor (VEGFR)-1, -2, and -3 tyrosine kinase inhibitor (TKI) which the Company has created, to a posterior ocular tissue part through eye drop medication, and is a potential drug to be a new non-invasive treatment option for exudative age-related macular degeneration (nAMD) and diabetic macular edema (DME). Currently, Phase II clinical trials are under way.

- OTL-201 is a hematopoietic stem cell gene therapy for Type IIIA mucopolysaccharidosis (Type A Sanfilippo syndrome). As a potential fundamental therapy, PoC clinical trials (equivalent to Phase I/II clinical trials) are under way.
- KK4277 is an antibody based on an antibody introduced from SBI Biotech Co., Ltd., with its antibody-dependent cytotoxic activity (ADCC activity) strengthened using our POTELLIGENT technology and optimized. Currently, we are conducting Phase I clinical trials for systemic lupus erythematosus and cutaneous lupus erythematosus.
- KK2260 is an EGFR-TfR1 bispecific antibody with the application of REGULGENT, our bispecific antibody technology. It is designed as an antibody to realize cancer cell-selective ferrum depletion, and in nonclinical trials is found to show strong beneficial effects as well as tolerance. Currently, Phase I clinical trials are under way.
- KK2269 is an EpCAM-CD40 bispecific antibody with the application of REGULGENT, our bispecific antibody technology. By bridging EpCAM, frequently expressed in various tumors, and CD40, an antigen-presenting cell, it is designed to activate antigen-presenting cells only near tumors, and in nonclinical trials is found to show beneficial effects with antitumor immunity while controlling systemic side effects. Currently, Phase I clinical trials are under way.
- KK2845 is our first antibody-drug conjugate (ADC). With TIM-3 as its target molecule, Phase I clinical trials for acute myeloid leukemia (AML) are under way.
- KK8123 is a human-type anti-FGF23 antibody. Currently, Phase I clinical trials for XLH are under way.
- KK3910 is an antibody created by the Company, and Phase I clinical trials for healthy adults and essential hypertension are under way.
- OTL-200 (general name: atidarsagene autotemcel, product name in the U.S.: Lenmeldy, in Europe: Libmeldy) is a hematopoietic stem cell gene therapy for the purpose of correcting the fundamental genetic cause of metachromatic leukodystrophy (MLD). In October 2025, it was designated as an orphan regenerative medical product for early-onset MLD in Japan. We are currently preparing clinical trials in Japan.

<Major cooperation and license information>

- In October 2025, we entered into a license agreement with Boehringer Ingelheim to utilize new compounds for the purpose of developing new therapies for autoimmune diseases.

(Reference) R&D pipeline

Updated since December 31, 2024

(As of December 31, 2025)

Code Name Generic Name Formulation	Mechanism of Action	Indication	Stage			[In-House or Licensed] Remarks
			PhI	PhII	PhIII	
 KK8123 Injection	Anti-FGF23 Fully Human Antibody	X-linked Hypophosphatemia				[In-House] Clinical study is being conducted in NA and EU as a global product
 KK8398 infigratinib Oral	FGFR3 Inhibitor	Achondroplasia				[QED Therapeutics] Clinical study is being conducted in JP
		Hypochondroplasia				Preparation underway for Ph III clinical trial in JP
 ziftomenib ※ Oral	Menin Inhibitor	Acute Lymphoblastic Leukemia (ALL) (Monotherapy)				[Kura Oncology] Clinical study is being conducted in NA and EU as a global product KMT2A-rearranged ALL KOMET-001
		Acute Myeloid Leukemia (AML) (Monotherapy)				Clinical study is being conducted in NA and EU as a global product Non-NPM1-mutant AML/Non-KMT2A-rearranged AML KOMET-001
						Adult Relapsed or Refractory AML with a NPM1 Mutation Preparation underway for Ph II clinical trial in JP
		Acute Myeloid Leukemia (AML) (Combination)				Clinical study is being conducted in NA as a global product NPM1-mutant AML/KMT2A-rearranged AML Combinations with venetoclax + azacitidine, and cytarabine + daunorubicin KOMET-007
						Clinical study is being conducted in NA as a global product FLT3/NPM1 co-mutated AML Combinations with cytarabine + daunorubicin, and quizartinib KOMET-007
						Clinical study is being conducted in NA and EU as a global product NPM1-mutant AML/KMT2A-rearranged AML Combinations with gilteritinib, FLAG-IDA, LDAC KOMET-008
					Clinical study is being conducted as a global product NPM1-mutant AML/KMT2A-rearranged AML Combinations with venetoclax + azacitidine, and cytarabine + daunorubicin KOMET-017	

※ For detailed information on ziftomenib(Product Name in US: KOMZIFTI)'s development status, please refer to Kura Oncology's website. <https://kuraoncology.com/>

 small molecule  antibody  HSC-GT

Glossary

Phase I Confirm safety including side effects on a small number of healthy people, etc. (patients, depending on the test) who gave their consent.

Phase II Confirm effective and safe dosage, administration methods, etc., on a small number of patients who gave their consent.

Phase III Confirm effectiveness and safety of a new drug by comparing it with existing drugs, etc., on a large number of patients who gave their consent.

Code Name Generic Name Formulation	Mechanism of Action	Indication	Stage			[In-House or Licensed] Remarks
			PhI	PhII	PhIII	
 KK2845	Anti-TIM-3 ADC	Acute Myeloid Leukemia (AML)				[In-House] Antibody-Drug Conjugate Clinical study is being conducted in JP as a global product
 OTL-203	Hematopoietic Stem Cell (HSC) Gene Therapy	MPS-IH (Hurler Syndrome)				[In-House] Rare Pediatric Disease (RPD) and Fast Track designations (FDA) Priority Medicines (PRIME) designation (EMA) Area of clinical study: NA and EU
 OTL-201	Hematopoietic Stem Cell (HSC) Gene Therapy	MPS-IIIA (Sanfilippo Syndrome type A)				[In-House] Rare Pediatric Disease (RPD) designation (FDA) Preparation underway for registrational study (equivalent to PhIII study)
 KHK4083/AMG 451 rocatinlimab Injection	Anti-OX40 Antibody	Moderate to Severe Atopic Dermatitis				[In-House] POTELLIGENT Human monoclonal antibody production technology Collaboration agreement with Amgen for the development of rocatinlimab in all the countries except for Japan Clinical study is being conducted in JP, NA, EU, UK, Middle East, Asia, Oceania, and other regions as a global product
		Prurigo Nodularis				Clinical study is being conducted in JP, NA, EU, Asia, and Oceania as a global product
		Moderate to Severe Asthma				Clinical study is being conducted in JP, NA, EU, Asia, and Oceania as a global product
 KHK4951 tivozanib Ophthalmic	VEGF Receptor Tyrosine Kinase Inhibitor	Diabetic Macular Edema				[In-House] Clinical study is being conducted in JP, NA, Asia, and Oceania as a global product
		Neovascular Age-Related Macular Degeneration				Clinical study is being conducted in JP, NA, Asia, and Oceania as a global product
 KK2260 Injection	EGFR-TfR1Bispecific Antibody	Advanced or Metastatic Solid Tumors				[In-House] REGULGENT Fully human antibody production technology Clinical study is being conducted in JP, and a clinical study is prepared under way for PhI in NA as a global product
 KK2269 Injection	EpCAM-CD40Bispecific Antibody	Advanced or Metastatic Solid Tumors				[In-House] REGULGENT Fully human antibody production technology Clinical study is being conducted in JP and NA as a global product
 KK4277 Injection	Anti-PTPRS Humanized Antibody	Systemic Lupus Erythematosus/Cutaneous Lupus Erythematosus				[SBI Biotech] POTELLIGENT Clinical study is being conducted in JP and Asia
 KK3910 Injection		Essential Hypertension				[In-House] Clinical study is being conducted in JP as a global product
 OTL-200 atidarsagene autotemcel	Hematopoietic Stem Cell (HSC) Gene Therapy	Early-onset Metachromatic Leukodystrophy (MLD)				[In-House] Orphan Regenerative Medicine Product Designation in JP Preparation underway for clinical trial in JP Product Name in US: Libmeldy Product Name in Europe: Lenmeldy

 small molecule  antibody  HSC-GT

Note: Our main progress from December 31, 2025 is as follows.

- On January 30, 2026, the Company announced that termination of the current KHK4083/AMG 451 (rocatinlimab) collaboration contract with Amgen and the Company would regain control of rocatinlimab development and commercialization program.

Major application approval information

Code Name, Generic Name, Product Name	Indication	Application/Under Review	Countries/Regions Received Approval in 2025
ziftomenib(Product name in the US: KOMZIFTI)	Adult Relapsed or Refractory (R/R) Acute Myeloid Leukemia (AML) with a Nucleophosmin1 (NPM1) Mutation	-	US

(2) Assets and profit and loss

(Billions of yen, unless otherwise noted)

International Financial Reporting Standards (IFRS)	100th fiscal year (from January 1, 2022, to December 31, 2022)	101st fiscal year (from January 1, 2023, to December 31, 2023)	102nd fiscal year (from January 1, 2024, to December 31, 2024)	103rd fiscal year (from January 1, 2025, to December 31, 2025)
Revenue	398.4	442.2	495.6	496.8
Core operating profit	86.7	96.8	95.4	103.1
Profit attributable to owners of parent	53.6	81.2	59.9	67.0
Basic earnings per share (Yen)	99.68	151.03	113.06	128.07
Total assets	939.9	1,025.9	1,067.4	1107.9
Total equity	762.8	836.4	850.8	893.3

(3) Capital investments

The Group’s capital investments made in the fiscal year under review totaled ¥35.0 billion. Major facilities completed during the fiscal year under review, and major facilities which were under construction or planned as at the end of the fiscal year under review are as follows.

(i) Major facilities completed during the fiscal year under review

Company and office name	Details of capital investments
Takasaki Plant, Kyowa Kirin Co., Ltd.	Construction of a new biopharmaceutical API manufacturing building
Takasaki Plant, Kyowa Kirin Co., Ltd.	Construction of a new warehouse building

(ii) Major facilities which were under construction or planned as at the end of the fiscal year under review

Company and office name	Details of capital investments
Kyowa Kirin North America North Carolina, LLC, Sanford Plant	Construction of a new biopharmaceutical API manufacturing plant

(4) Financing

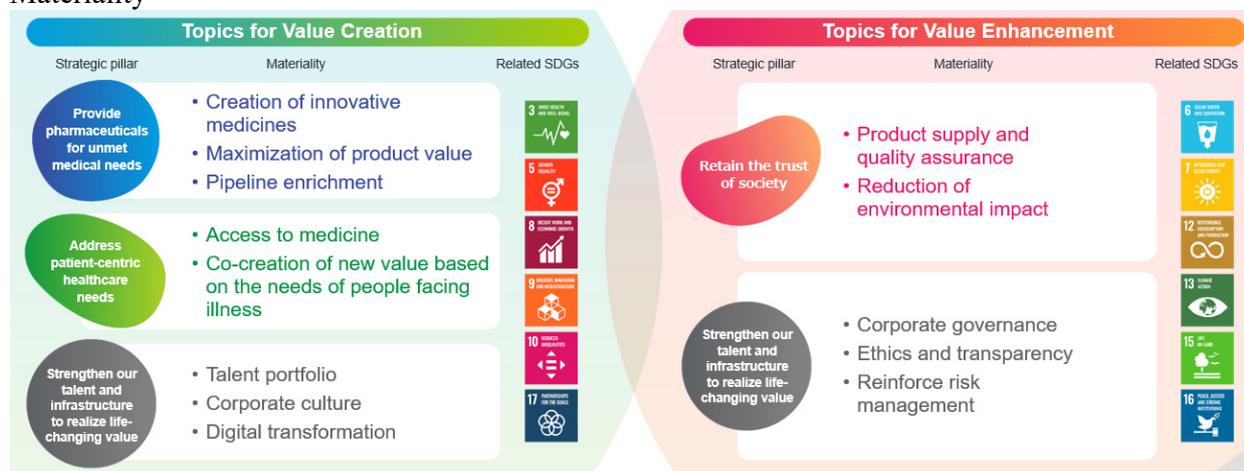
There was nothing to be reported on the financing of the Group in the fiscal year under review.

(5) Issues to be addressed

The Group has positioned materiality as a management challenge to realize the Vision 2030. Its identified materialities are categorized as “value creation topics” and “value enhancement topics,” which correspond to the strategic pillars to realize the Vision 2030: “Provide pharmaceutical products for unmet medical needs,” “Address patient-centric healthcare needs,” “Retain the trust of society,” and “Management infrastructure to realize Life-changing value.”

We believe that setting targets for our materialities and pursuing them strategically will help us realize our vision and achieve sustainability for both the Group and society.

Materiality



Having worked to achieve the Vision 2030 since 2021, we have come up with “Story for Vision 2030” as a strategy to secure the achievement of the Vision under the severe and substantial changes in the business environment for the pharmaceutical industry, including heightened pressure on controlling healthcare cost worldwide and development of new drugs becoming more difficult. This is a strategy to continuously create and provide Life-changing value that is the Group’s vision, more clearly setting out the focus disease field of the Company and modalities*¹. In addition to the above, we will work to strengthen open innovation, cooperation with partners, and venture capital/corporate venture capital fund activities, among others.

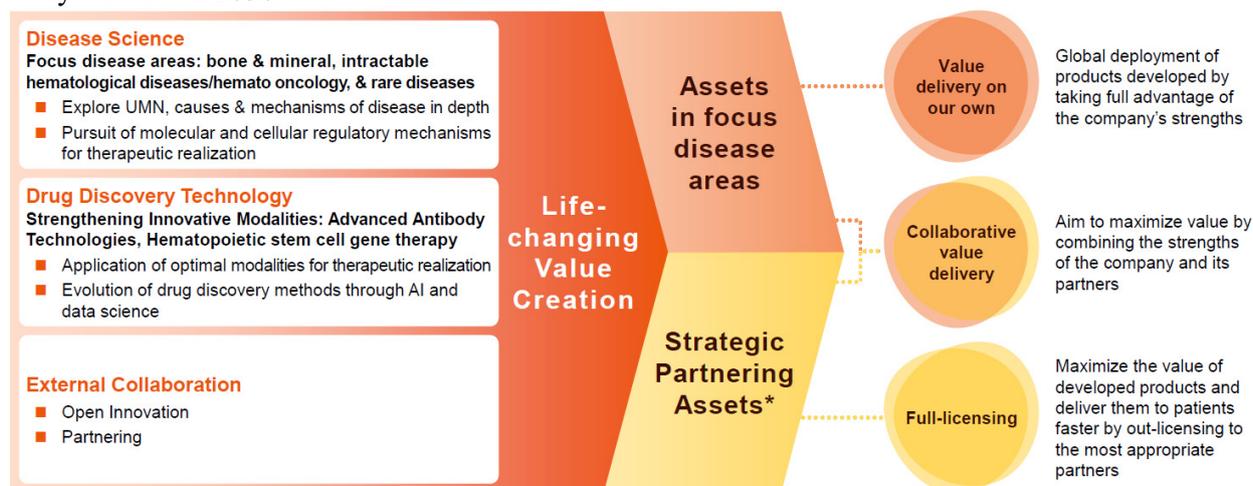
From a perspective to maximize “Life-changing value” created through these activities, we need to select business models appropriately. For assets in the focus disease field of the Company, it is important for the Group to increase our strength in the field by engaging consistently from development to sales by ourselves on a global basis, and delivering created value to patients while reflecting their opinions on our research and development. We will utilize external capability for strategic partnering assets. We expect to maximize the value, including the fastest delivery of the value to patients, by creating the best business model with appropriate partners.

Thus, the Group works to deliver created value to more patients as soon as possible by selecting appropriate business models.

*1 Modalities:

Classes of drug discovery technologies (methods and means) that facilitate the realization of the envisioned therapeutic concept.

Story for Vision 2030



* Assets outside of the disease areas of focus are designated as strategic partnering assets, and value maximization is achieved through collaboration with partners.

[Providing drugs that satisfy unmet medical needs and addressing patient-centric healthcare needs]
Assets in the focus disease fields of the Company

We will work to create and deliver value in the three fields set out below as the focus disease fields of the Company. For each disease field, we will continue to strive to penetrate markets by increasing the number of countries and regions where our products have been released and implementing disease awareness raising activities and patient support programs, etc.

Bone and mineral

With regard to Crysvida, we have started selling hypodermic syringes in Japan and Europe as an easier and safer dosage form of self-injection at home which was expected by patients and healthcare professionals. In Italy, Crysvida has become eligible for insurance reimbursement for treatment of tumor-induced osteomalacia. The development of KK8123*² and KK8398*² is steadily in progress.

Blood cancer and intractable blood diseases

ziftomenib (product name in U.S.: KOMZIFTI) has been approved as an oral menin inhibitor that can be taken once daily for relapsed or refractory acute myeloid leukemia (AML) by NPM 1-mutation in the U.S., for the first time in the world. We will promote partnership with Kura Oncology, aiming to provide new therapeutic options (combination therapies and early line treatment) for acute leukemia.

Regarding Poteligeo, we promote initiatives that use machine learning and AI technology to improve patient access to treatment.

In addition, we will steadily develop KK2845,^{*2} etc. which is our first antibody-drug conjugate (ADC).

Rare diseases (hematopoietic stem cell gene therapy)

Regarding OTL-200 (product name in Europe: Libmeldy, in the U.S.: Lenmeldy), we promote newborn screening for metachromatic leukodystrophy (MLD) in the U.S. and Europe. In Spain, it has become eligible for insurance reimbursement. Due to the recommendation by the U.S. Secretary of Health and Human Services that the federal government include MLD in newborn screening programs, the Company will continue its efforts to expand implementation across individual states. In Japan, it has been designated as an orphan regenerative medical product for early-onset metachromatic leukodystrophy. In Saudi Arabia, it has also been designated as an orphan drug and granted priority review designation. We will also steadily develop OTL-203^{*2} and OTL-201^{*2}.

Strategic partnering asset

We aim to maximize the value, including the fastest delivery of the value to patients, by creating the best business model with appropriate partners.

For the development of KHK4083^{*2} (generic name: rocatinlimab), we collaborate with Amgen Inc. to continue promoting multiple clinical studies. In January 2026, against the backdrop of Amgen's strategic portfolio review, we ended our development and commercialization collaboration agreement with Amgen and reacquired full rights to the global rocatinlimab program, including regulatory agency interactions and future commercialization. Moving forward, we will proceed with filing for regulatory approval in the United States under our leadership, and will subsequently expand into global markets, including Japan, in a manner appropriate for each country and region. In addition, regarding low-molecular KHK4951^{*2} (general name: tivozanib), KK2260^{*2} and KK2269^{*2} that adopt our proprietary bispecific antibody technology REGULGENT, POTELLIGENT antibody KK4277^{*2}, and KK3910^{*2} for which we started Phase I clinical trials in 2025 for essential hypertension, we will maximize their value, via ways including collaborating with partners going forward.

We provided Boehringer Ingelheim with a license for the preclinical development program aiming to develop a first-in-class small molecule therapeutic candidate for autoimmune diseases.

*2 For details of pipelines, please see pages 61 to 63.

[Retain the trust of society]

To ensure the delivery of Life-changing value created by the Company to patients, we will retain and enhance a stable supply system to gain the strong trust of society. In order to prepare for various risks threatening the quality of drugs and stable supply, including external factors such as disasters and changes in the international situation, as well as internal factors such as violation of GMP and production problems, we will provide a stable supply of reliable quality drugs by building a solid foundation for production and supply, strengthening production and quality technologies, and developing human resources in an integrated manner.

We have two key production bases, in Takasaki City, Gunma Prefecture, and Ube City, Yamaguchi Prefecture. In addition, we are currently constructing a drug substance manufacturing plant in North Carolina in the U.S. These efforts toward development and reinforcement of our production system enable flexible production even when risks arise.

In addition, under the Kyowa Kirin Group Basic Environmental Policy, we have decided to respond to climate changes as “important environmental activities to be implemented as the Kyowa Kirin Group” and will reduce greenhouse gas (GHG) emissions across the value chain.

[Reinforce human resources and structures that support the creation of life-changing value]

Under its management philosophy, the Kyowa Kirin Group has established the Kyowa Kirin Group Talent Management Basic Policy to strengthen the creation of people and organizations that will realize Vision 2030. In this policy, we position talent as the source of innovation. In Vision 2030, the Company aims to “realize the successful creation and delivery of life-changing value, driven by a diverse team of experts who share a passion for innovation.” In line with the strategic narrative “Story for Vision 2030,” we globally share the KABEGOE Principles as the expected behaviors of the people and organizations driving our business strategy to achieve Vision 2030. We are building teams with the capability to execute our strategy powerfully by strengthening our talent portfolio, which is essential for strategic execution and sustainable growth; transforming into an organization that can make and implement decisions quickly and effectively; and fostering a KABEGOE Culture by putting the KABEGOE Principles into practice. Through these initiatives in people, organization, and culture, we provide opportunities for diverse talent to maximize their abilities and take on new challenges.

Regarding digital transformation, we are implementing digital transformation initiatives aligned with the three pillars of our digital strategy to realize Digital Vision 2030^{*3}: “Digital for Operation: Achieving Operational Excellence,” “Digital for Innovation: Transformation to a Circular Value Chain of Data,” and “Foundation for Digital: Reinforcing our Digital Transformation Infrastructure.”

In April 2025, we appointed a Chief Digital Transformation Officer (CDXO) and established the ODX (Operational and Digital Transformation) Department to drive digital transformation across the Company. By accelerating business transformation centered on digital transformation, we will strengthen and develop specialists in digital transformation and AI, as well as transformational leaders. We are also advancing the development of our governance framework for IT and digital investments. We will aim to maximize the effect of company-wide DX through prioritized investments in line with the Company’s strategies and periodical review of strategic themes.

Subject to approval at the Ordinary General Meeting of Shareholders, the Group plans to transition to a company with an Audit & Supervisory Committee. We will strengthen the oversight function of the Board of Directors while promoting fast decision-making through the appropriate delegation of authority for business execution, thereby accelerating business growth and value creation under sound risk-taking.

*3 For details of Digital Vision 2030, please refer to our website:
https://www.kyowakirin.com/sustainability/human_resources_infrastructure/dx/index.html

<Vision 2030 and Beyond: Medium- to Long-Term Vision>

Amid major changes in our environment, we have formulated a Medium- to Long-Term Vision with three pillars to drive continued growth beyond Vision 2030: “Creating innovative life-changing value,” “Delivering life-changing value to patients,” and “Pursuing operational excellence with a Super Team.” The Medium- to Long-Term Vision sets out the goals we aim to achieve beyond 2030 and the growth path to reach them. It also serves as a compass to navigate future uncertainties. We will continue to take on the challenge of bringing smiles to people facing illness around the world, as a global specialty pharma company originating from Japan, with patient-centered value creation as our foundation.

Creating innovative life-changing value

- Leverage our strengths in advanced antibody technologies and hematopoietic stem cell gene therapy to accelerate R&D
- Pursue new pipelines and earnings opportunities through strategic investments

Delivering life-changing value to patients

- Further strengthen our proven global commercial platform
- Maintain close engagement with patients and patient organizations

Pursuing operational excellence with a Super Team

- Further evolve into a “Super Team” with strong strategy execution capabilities
- Transforming the operating model through AI and digital transformation
- Simplify processes, focus resources, and stay agile

(6) Principal lines of business (as of December 31, 2025)

Research, development, manufacturing, marketing, and import/export of pharmaceuticals, etc.

(7) Major offices and factories (as of December 31, 2025)

(i) The Company

Head Office	1-9-2 Otemachi, Chiyoda-ku, Tokyo
Sales offices	Sapporo Branch, Tohoku Branch (Sendai), Tokyo Branch/Shutoken Branch/Kita Kanto-Koshinetsu Branch (Tokyo), Nagoya Branch, Osaka Branch/Keiji-Hokuriku Branch (Osaka), Chugoku-Shikoku Branch (Hiroshima), Kyushu Branch (Fukuoka)
Production sites	Takasaki Plant, Ube Plant
Research laboratories	Bio Process Research and Development Laboratories (Takasaki), Tokyo Research Park, Fuji Research Park/CMC R&D Center (Nagaizumi, Suntou, Shizuoka)

Note: If the name of an office, site, etc., has a name of the city representing a location, the location is not presented.

(ii) Major subsidiaries (as of December 31, 2025)

1	Kyowa Kirin Frontier Co., Ltd.	Head office: Chiyoda-ku, Tokyo	8	Kyowa Kirin Canada, Inc.	Canada
2	Kyowa Kirin plus Co., Ltd.	Head office: Chiyoda-ku, Tokyo	9	Kyowa Kirin International plc	U.K.
3	Kyowa Kirin USA Holdings, Inc.	U.S.A.	10	Orchard Therapeutics (Europe) Limited	U.K.
4	Kyowa Kirin, Inc.	U.S.A.	11	Kyowa Kirin Australia Pty. Ltd.	Australia
5	BioWa, Inc.	U.S.A.	12	Kyowa Kirin Korea Co., Ltd.	Korea
6	Kyowa Kirin North America North Carolina, LLC	U.S.A.	13	Kyowa Kirin Taiwan Co., Ltd.	Taiwan
7	Kyowa Kirin Reinsurance, Inc.	U.S.A.			



(8) Significant parent company and subsidiaries

(i) Parent company

The Company's parent company is Kirin Holdings Company, Limited, which holds 288,819 thousand shares of the Company (shareholding ratio: 54.95%; shareholding ratio after deducting treasury shares: 55.17%).

(ii) Summary of significant contracts with the parent company

The Company entered into an "integration agreement" with Kirin Holdings Company, Limited, the parent company, on October 22, 2007. Under this agreement, the Company has agreed that, while observing core group management policies, it operates as an autonomous company with independence and flexibility, ensures management independence as a listed company, strives to maximize value for all shareholders, and achieves consistent growth of its corporate value.

(iii) Transactions with the parent company

◎ Loans of funds

- a. Particulars to be given due consideration not to harm the interests of the Company in conducting the transactions

Interest rates for loans receivable have been reasonably determined taking into account market rates of interest according to the length of time in accordance with the Company's own management policy.

- b. Judgment of the Company's Board of Directors on whether the transactions harm the Company's interests, and reasons therefor

The Company's Board of Directors has judged that the above transactions do not harm the Company's interests, as the Company has made a final decision, independent of the parent company, in accordance with the internal regulations.

- c. The opinion in the case where the judgment of the Board of Directors is different from the opinion of outside Directors of the Board

No applicable items.

(iv) Significant subsidiaries

Company name	Share capital	Shareholding ratio of the Company	Principal lines of business
Kyowa Kirin USA Holdings, Inc.	USD76,300 thousand	100%	Supervision and management of its subsidiaries
Kyowa Kirin, Inc.	USD0 thousand	100%	Research, development, and marketing of pharmaceuticals
Kyowa Kirin International plc	GBP13,849 thousand	100%	Supervision and management of its subsidiaries

- Note:
1. The shareholding ratio of the Company shows the shareholding ratio including indirect shareholding.
 2. There are no companies that fall under specified wholly owned subsidiaries.
 3. Kyowa Kirin Asia Pacific Pte. Ltd., which was listed as a significant subsidiary in the previous fiscal year, has entered liquidation proceedings and is therefore omitted due to its diminished significance.

(9) Employees (as of December 31, 2025)

Number of employees	Year-on-year change
5,161	Decrease of 508

- Note:
1. The Group has only one reportable segment: the "Pharmaceuticals business."

2. The number of employees represents individuals working within the Group (excluding employees seconded outside the Group from the Group, but including employees seconded to the Group from outside the Group). Executive Officers and temporary employees (employees rehired after retiring, contract employees and part-time employees) are excluded.

(10) Major creditors (as of December 31, 2025)

No applicable items.

(11) Other significant matters concerning the status of the Corporate Group

On January 30, 2026, the Company terminated the existing development and commercialization collaboration contract with Amgen pertaining to KHK4083 (general name: rocatinlimab), which is under development for atopic dermatitis and other conditions, and regained control of the rocatinlimab development and commercialization program.

2. Shares of the Company (as of December 31, 2025)

(1) Total number of authorized shares 987,900,000 shares

(2) Total number of issued shares 525,634,500 shares

(3) Number of shareholders 35,308 (Decrease of 3,145 from the end of the previous fiscal year)

(4) Major shareholders

Name of shareholder	Number of shares held (Thousand shares)	Shareholding ratio (%)
Kirin Holdings Company, Limited	288,819	55.17
The Master Trust Bank of Japan, Ltd. (Trust Account)	50,122	9.57
Custody Bank of Japan, Ltd. (Trust Account)	19,729	3.77
UBS AG LONDON A/C IPB SEGREGATED CLIENT ACCOUNT	9,847	1.88
BNYMSANV RE GCLB RE JP RD LMGC	9,638	1.84
BNY GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC)	5,015	0.96
MSIP CLIENT SECURITIES	4,944	0.94
SMBC Nikko Securities Inc.	4,007	0.77
JPMorgan Chase Bank 385781	3,498	0.67
JPMorgan Securities Co., Ltd.	3,174	0.61

Note: The shareholding ratio was calculated after deducting treasury shares (2,146,320 shares).

(5) Shares delivered to the Company's officers as a consideration for the performance of their duties during the fiscal year under review

Category	Number of delivered shares by type of share-based remuneration (shares)		Number of persons eligible for the granting (persons)
	Share-based remuneration with restriction on transfer	Performance-linked share-based remuneration	
Directors of the Board (excluding outside Directors of the Board)	35,597	5,423	3
Outside Directors of the Board	—	—	—
Audit & Supervisory Board Members	—	—	—

Notes: 1. The shares shown in the above table were delivered to Directors of the Board through disposal of treasury shares.

2. Other than the above, 76,609 shares as restricted shares based on the share-based remuneration with restriction on transfer plan, and 4,198 shares based on the performance-linked share-based remuneration plan were delivered to Executive Officers (excluding those who are Directors of the Board) through disposal of treasury shares.

(6) Other significant matters concerning shares

No applicable items.

3. Corporate Officers

(1) Names and other details of Directors of the Board and Audit & Supervisory Board Members (as of December 31, 2025)

	Position	Name	Responsibility in the Company and significant positions concurrently held at other organizations
*	Executive Director of the Board, Chairman CEO	Masashi Miyamoto	Member of Nomination & Remuneration Consultative Committee
*	Executive Director of the Board, President COO	Abdul Mullick	Member of Nomination & Remuneration Consultative Committee
*	Director of the Board Executive Vice President CMO	Takeyoshi Yamashita	In charge of Medical Affairs Department and Pharmacovigilance Division Member of Nomination & Remuneration Consultative Committee
	Director of the Board	Daisuke Fujiwara	Senior Executive Officer, President of R&D Division, Kirin Holdings Company, Limited
	Director of the Board	Takashi Oyamada	Chairperson of Nomination & Remuneration Consultative Committee Senior Advisor, MUFG Bank, Ltd. Outside Director, Mitsubishi Research Institute DCS Co., Ltd.
	Director of the Board	Yoshihisa Suzuki	Chairperson of the Board of Directors Member of Nomination & Remuneration Consultative Committee Advisory Member, ITOCHU Corporation Outside Director, OMRON Corporation Outside Director, JFE Holdings Inc.
	Director of the Board	Rumiko Nakata	Member of Nomination & Remuneration Consultative Committee Outside Director, Denka Company Limited
	Director of the Board	Hiroshi Kanno	Member of Nomination & Remuneration Consultative Committee Professor, Waseda Business School (Graduate School of Business and Finance) Outside Director, Laboro.AI Inc.
	Director of the Board	Yukiko Ito	Member of Nomination & Remuneration Consultative Committee Professor, Keio University Graduate School of Business and Commerce Director, Japan Community Healthcare Organization Director, Pfizer Health Research Foundation
	Full-time Audit & Supervisory Board Member	Hiroshi Komatsu	
	Full-time Audit & Supervisory Board Member	Hajime Kobayashi	
	Audit & Supervisory Board Member	Mayumi Tamura	Member of Nomination & Remuneration Consultative Committee Outside Director, SHIMIZU CORPORATION Outside Director, LIXIL Corporation

Position	Name	Responsibility in the Company and significant positions concurrently held at other organizations
Audit & Supervisory Board Member	Toru Ishikura	Full-time Audit & Supervisory Board Member, Kirin Holdings Company, Limited
Audit & Supervisory Board Member	Yoko Wachi	Member of Nomination & Remuneration Consultative Committee Partner, Kajitani Law Offices Outside Director, NICHIAS CORPORATION Outside Director, S.T. CORPORATION

- Note:
1. The Director of the Board above marked with an asterisk concurrently serves as Executive Officer.
 2. Of the members of Directors of the Board, Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki, Ms. Rumiko Nakata, Mr. Hiroshi Kanno, and Ms. Yukiko Ito are outside Directors of the Board.
 3. Director of the Board, Ms. Yukiko Ito's name in her family register is Yukiko Yasufuku.
 4. Full-time Audit & Supervisory Board Member, Mr. Hajime Kobayashi, and Audit & Supervisory Board Members, Mses. Mayumi Tamura and Yoko Wachi, are outside Audit & Supervisory Board Members.
 5. The Company has notified the Tokyo Stock Exchange of the status of Directors of the Board, Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki, Ms. Rumiko Nakata, Mr. Hiroshi Kanno, and Ms. Yukiko Ito and Audit & Supervisory Board Members, Mses. Mayumi Tamura and Yoko Wachi, as independent directors and audit & supervisory board members under Tokyo Stock Exchange regulations.
 6. Full-time Audit & Supervisory Board Members, Messrs. Hiroshi Komatsu and Hajime Kobayashi, and Audit & Supervisory Board Member, Ms. Mayumi Tamura, have experience in accounting and finance divisions of business corporations. Thus, each of them has considerable knowledge of accounting and finance.
 7. Directors of the Board and Audit & Supervisory Board Members who retired during the fiscal year under review are as follows.

Position in the Company	Name	Date of reasons for retirement
Executive Director of the Board, Executive Vice President and CCO	Yutaka Osawa	Retired from the position due to expiration of the term of office on March 19, 2025
Director of the Board	Shinjiro Akieda	Retired from the position due to expiration of the term of office on March 19, 2025
Director of the Board	Akira Morita	Retired from the position due to expiration of the term of office on March 19, 2025
Director of the Board	Yuko Haga	Retired from the position due to expiration of the term of office on March 19, 2025
Audit & Supervisory Board Member	Tomomi Yatsu	Retired from the position due to expiration of the term of office on March 19, 2025

(2) Summary of details of liability limitation agreements

Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company has entered into agreements with Directors of the Board, Mr. Daisuke Fujiwara, Mr. Takashi Oyamada, Mr. Yoshihisa Suzuki, Ms. Rumiko Nakata, Mr. Hiroshi Kanno, and Ms. Yukiko Ito, as well as full-time Audit & Supervisory Board Members, Mr. Hiroshi Komatsu and Mr. Hajime Kobayashi, and Audit & Supervisory Board Members, Ms. Mayumi Tamura, Mr. Toru Ishikura, and Ms. Yoko Wachi, to limit their liability for damages stipulated in Article 423, Paragraph (1) of the same Act. The maximum amount of liability for damages under such agreements shall be the higher of 5 million yen and the minimum liability amount stipulated in Article 425, Paragraph (1) of the same Act.

(3) Summary of details of a directors and officers liability insurance policy, etc.

The Company has taken out a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph (1) of the Companies Act with an insurance company, in which Directors of the Board, Audit & Supervisory Board Members, Executive Officers, and other officers of the Company and its subsidiaries are the insured persons. The Company and its subsidiaries bear all insurance premiums. This insurance contract covers compensation for damages, legal, and other such costs in the event that an insured person(s) is liable for damages arising from their conduct in the course of performing their duties. However, the contract has exceptions such as excluding damages caused by criminal or fraudulent acts, etc. committed by insured persons. In addition, there is a provision for a deductible amount, and damages that do not reach that deductible amount are not covered by this insurance contract.

(4) Remuneration, etc., of Directors of the Board and Audit & Supervisory Board Members

(i) Policy on determining the amount of officers' remuneration, etc.

At the Board of Directors meeting held on March 19, 2025, the Company resolved the policy on determining details of individual remuneration, etc., for Directors of the Board. This determination policy was approved based on a report of the Nomination & Remuneration Consultative Committee, following deliberation by the said committee.

In addition, the Nomination & Remuneration Consultative Committee confirmed and reported that individual remuneration, etc., for Directors of the Board for the fiscal year under review was in line with the determination policy. Respecting the report from the Nomination & Remuneration Consultative Committee, the Board of Directors concluded that the details of the remuneration, etc., were in line with the determination policy.

Individual remuneration, etc., for Audit & Supervisory Board Members for the fiscal year under review was determined in consultation with Audit & Supervisory Board Members with reference to deliberation of the Nomination & Remuneration Consultative Committee.

The determination policy for the details of remuneration, etc., for Directors of the Board and Audit & Supervisory Board Members, and the summary of remuneration, etc., are as follows:

a. Basic policy

Basically, the Company's remuneration for Directors of the Board and Audit & Supervisory Board Members is paid for the purposes of raising their awareness of contributing to the Company's sustainable growth and further increase in corporate value, securing human resources appropriate for a global specialty pharmaceutical company, and motivating them to contribute to the Company through execution of their duties; and remuneration should be determined through a transparent and appropriate process by adopting an objective viewpoint.

In order to realize this basic policy, investigations and deliberations on officers' remuneration are conducted by the Nomination & Remuneration Consultative Committee, which consists of a majority of outside officers, and is chaired by an outside Director of the Board.

b. Remuneration structure and payment eligibility, etc.

The Company's remuneration for executive Directors of the Board consists of basic remuneration, performance-linked remuneration, and non-monetary remuneration. Performance-linked remuneration consists of two parts: (1) performance-linked annual bonus as a short-term incentive, and (2) performance-linked share-based remuneration as a medium- to long-term incentive. Non-monetary remuneration is in the form of share-based remuneration with restriction on transfer as a medium- to long-term incentive. Remuneration for non-executive Directors of the Board and Audit & Supervisory Board Members is only basic remuneration in a fixed amount or no remuneration, in order to ensure they fully perform their oversight functions from an objective and independent standpoint.

A rough indication for the ratio of each type of remuneration is shown in the table below. The ratio of each type of remuneration is deliberated by the Nomination & Remuneration Consultative Committee in light of each Director of the Board's position and determined by the Board of Directors by taking into account the company size, and by using data from an officers' remuneration survey obtained from an external research institution to conduct an objective comparison/examination of remuneration levels and remuneration structures of other companies in industry sectors relevant to the Company.

Type of remuneration, etc.		Summary	Remuneration structure for executive Directors of the Board (with basic remuneration being 100)
Basic remuneration		<ul style="list-style-type: none"> Remuneration in a fixed amount based on each officer's position or job responsibility An annual amount to be paid in 12 equal installments 	100
Performance-linked remuneration	Performance-linked annual bonus	<ul style="list-style-type: none"> Performance-linked monetary compensation for the purpose of providing incentives to become more motivated to contribute to improving business performance in each fiscal year (short-term incentive) Pay rates vary, ranging from 0% to 200% according to the degree of achievement of performance targets, with payment amounts when the targets set based on each officer's position or job responsibility are achieved (reference value) being 100% Paid in a lump sum after the closure of a fiscal year (usually in April) 	60 to 100
	Performance-linked share-based remuneration	<ul style="list-style-type: none"> Performance-linked remuneration that provides incentives for sustainable growth of corporate value (medium- to long-term incentive) Share-based remuneration for the purpose of providing incentives to become more motivated to contribute to an increase in share price and corporate value over the medium to long term Payment amounts vary, ranging from 0% to 150% according to the degree of achievement of performance targets, with the number of shares to be delivered when the targets set based on each officer's position or job responsibility are achieved being 100% To be delivered and paid after the end of the third fiscal year (usually in April) 	25 to 65
Non-monetary remuneration	Share-based remuneration with restriction on transfer	<ul style="list-style-type: none"> Share-based remuneration for the purpose of providing incentives to become more motivated to contribute to an increase in share price and corporate value over the medium to long term (medium- to long-term incentive) To be allotted at a certain point of time (usually in April) every year, with the transfer restriction period of three years 	35

- Notes:
- Although, among remuneration, etc., above, performance-linked share-based remuneration falls under both performance-linked and non-monetary remuneration, it is categorized and shown as performance-linked remuneration for this purpose.
 - The composition ratio for performance-linked remuneration shown is a figure when performance targets are fully achieved.

c. Summary of each type of remuneration

i) Basic remuneration

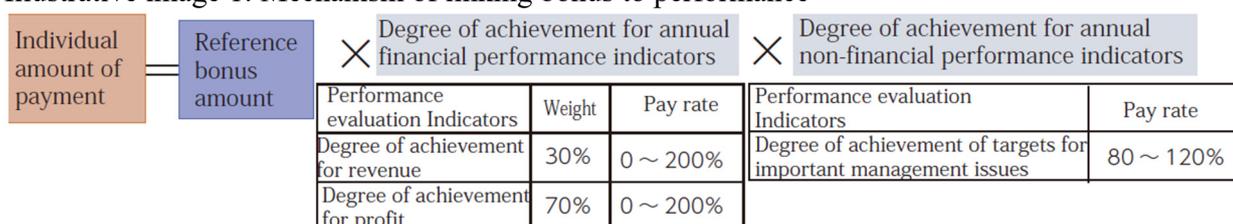
Basic remuneration is paid monthly in a fixed amount based on each officer's position or job responsibility. Amounts are determined upon considering the company size, using officers' remuneration data from an external research institution, and conducting an objective comparison/examination of compensation levels and compensation structures of other companies in industry sectors relevant to the Company, and after deliberations of the Nomination & Remuneration Consultative Committee. Remuneration for Audit & Supervisory Board Members is determined in consultation with Audit & Supervisory Board Members taking reference from deliberation of the Nomination & Remuneration Consultative Committee, which uses data from an officers' remuneration survey obtained from an external research institution.

ii) Performance-linked annual bonus

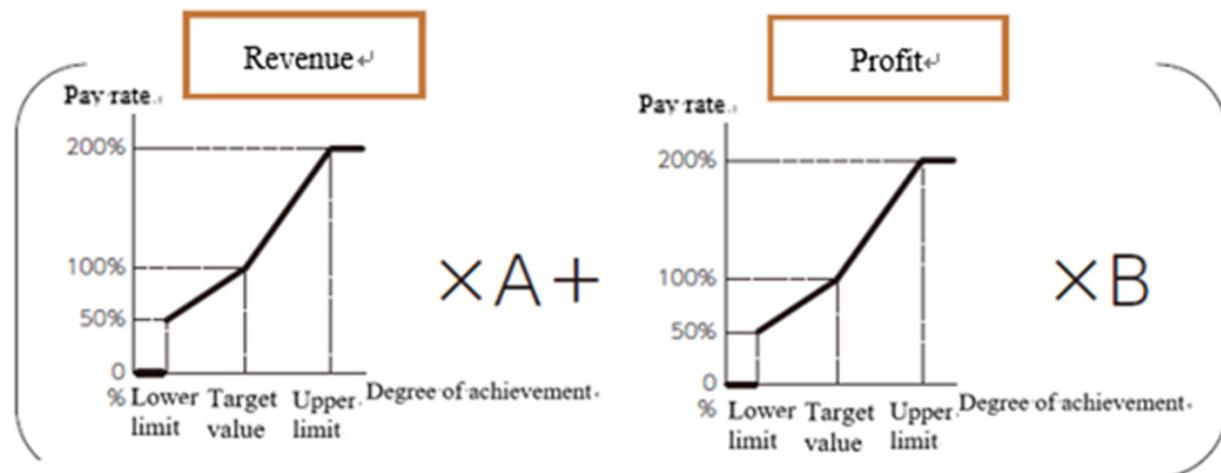
Performance-linked annual bonus is monetary compensation, where amounts change according to business performance for the purpose of providing executive Directors of the Board with incentives to contribute to improving business performance in each fiscal year. The amounts are calculated according to the degree of achievement of performance evaluation indicators against targets which were set for the applicable fiscal year, and paid to executive Directors of the Board at a certain point of time (usually in April) every year. For performance evaluation indicators, both financial and non-financial performance indicators are adopted. Amounts of performance-linked annual bonus, which are calculated according to performance indicators, targets, and the degree of achieving the targets, are determined after deliberations of the Nomination & Remuneration Consultative Committee.

For financial performance indicators, we have adopted revenue from the perspective of growth potential and profit from the perspective of profitability, and for targets, business forecasts at the time of announcement of the financial results, respectively, in order to share value with our shareholders and sustainably increase corporate value of the Company. For non-financial performance indicators, we have set targets for important management issues set for each fiscal year to realize Vision 2030. Pay rate (0% to 200%) is determined according to the degree of achievement for these performance evaluation indicators.

Illustrative image 1: Mechanism of linking bonus to performance



[Degree of achievement for annual financial performance indicators]



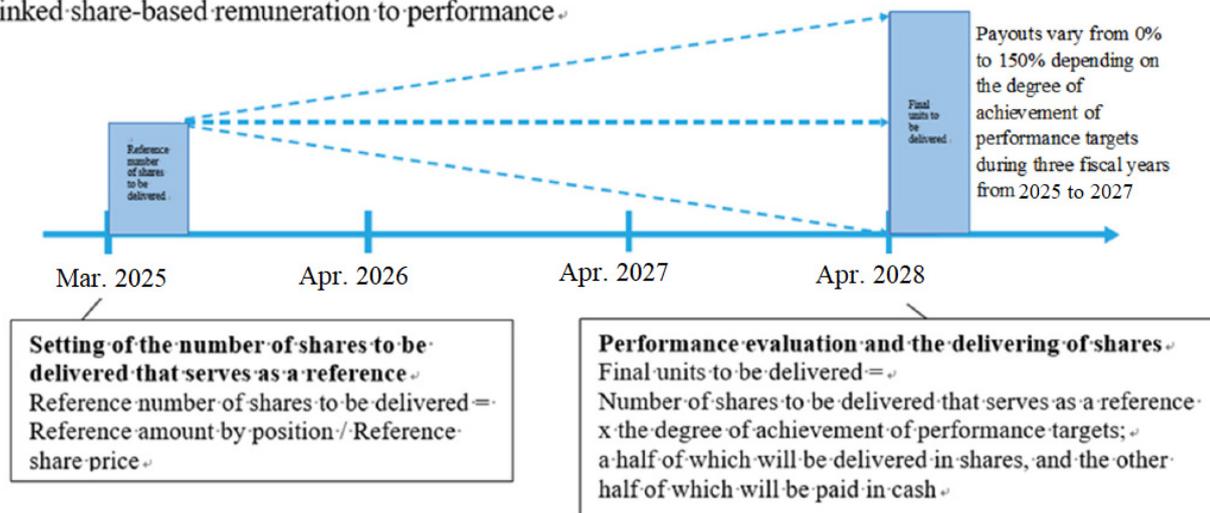
*The weights for executive Directors of the Board in FY2025 are A to B = 3 to 7.

iii) Performance-linked share-based remuneration (Performance Share Unit)

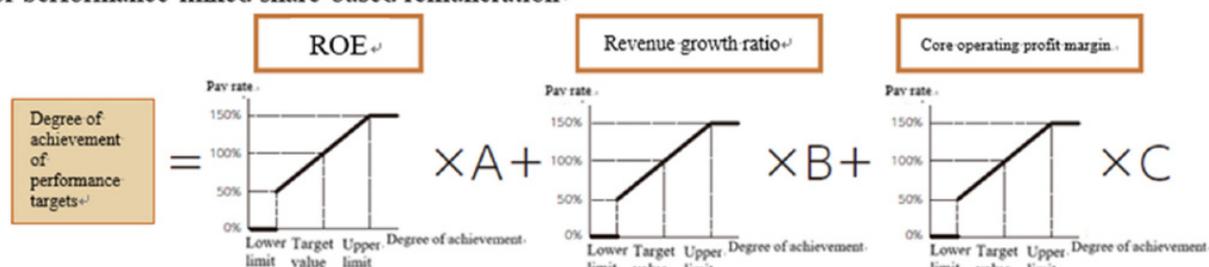
Performance-linked share-based remuneration plan (Performance Share Unit) is intended to clarify the linkage between executive Directors of the Board’s compensation and the Company’s business performance and share price, and thereby provide them with incentives for sustainable growth of corporate value, as well as to facilitate their sense of sharing value with shareholders. The performance evaluation period is three consecutive fiscal years, and pay rates vary depending on the achievement of performance targets. The “reference number of shares to be delivered” is determined by a resolution of the Board of Directors at the beginning of each performance evaluation period. After the end of the performance evaluation period for three fiscal years, the compensation is calculated by multiplying the “reference number of shares to be delivered” by the degree of achievement of performance targets ranging from 0% to 150%; and one-half of the compensation is provided in the form of shares and the remaining half is paid in cash to executive Directors of the Board at a point of time (usually in April) every year. Performance indicators are ROE, average annual growth rate of revenue and core operating profit margin, which are the indicators used in the Medium-Term Business Plan, and others. The degree of achievement of performance targets is calculated in accordance with the degree of achieving each target.

FY2021-2025 Medium-Term Business Plan financial performance indicators (numerical guidance) (extract)	
ROE	10% or higher (achieve target early / increase over the medium- to long-term)
Revenue growth ratio	CAGR: 10% or higher (Average annual growth rate over five years with FY2020 as base year)
Core operating profit margin	25% or higher (FY2025)

Illustrative image 2: Mechanism of linking performance-linked share-based remuneration to performance



Illustrative image 3: Mechanism of calculating the degree of achievement of performance targets for performance-linked share-based remuneration



*The weights for executive Directors of the Board in FY2025 are A to B to C = 1 to 1 to 1.

iv) Share-based remuneration with restriction on transfer

The share-based remuneration with restriction on transfer is intended for executive Directors of the Board to share benefits and risks of stock price fluctuations with shareholders, and to provide more motivation to contribute to an increase in share price and corporate value. It allots the number of shares in accordance with the reference values that are to be determined based on basic remuneration and share price to an executive Director of the Board at a certain time (usually in April) each year, by a resolution of the Board of Directors. The shares to be delivered are subject to transfer restriction for three years.

d. Procedure for determining remuneration, and activities carried out by the Nomination & Remuneration Consultative Committee and the Board of Directors

With respect to the remuneration table showing basic remuneration and performance-linked annual bonus for Directors of the Board by job rank and other related matters, the Board of Directors makes decisions, based on deliberations and recommendation of the Nomination & Remuneration Consultative Committee, which is composed of a majority of outside officers and chaired by an outside Director of the Board Takashi Oyamada. Then, the Board of Directors left a decision on amounts of basic remuneration and performance-linked annual bonus for individual Directors of the Board to the discretion of Abdul Mullick, Executive Director of the Board, President and COO, to improve the Board's efficiency. He makes decisions in accordance with deliberations of the Nomination & Remuneration Consultative Committee and within the maximum limit of remuneration determined by the resolution of the General Meeting of Shareholders. With respect to the allocation and granting of share-based remuneration for individuals, based on deliberations and recommendation of the

Nomination & Remuneration Consultative Committee, the Board of Directors makes decisions. As for remuneration for executive Directors of the Board, the Company has established a clawback provision, whereby in case there is any illegal conduct or violation of law, upon deliberations of the Nomination & Remuneration Consultative Committee, the company shall be able to demand the return of remuneration.

Individual remuneration, etc., for Audit & Supervisory Board Members is determined in consultation with Audit & Supervisory Board Members within the remuneration limit resolved at the General Meeting of Shareholders, taking reference from deliberation of the Nomination & Remuneration Consultative Committee, which uses data from an officers' remuneration survey obtained from an external research institution.

As at the end of the fiscal year under review, the Nomination & Remuneration Consultative Committee consisted of three internal Directors of the Board and seven independent outside officers. During the fiscal year under review, a total of 14 Nomination & Remuneration Consultative Committee meetings were held to examine the remuneration levels for Directors of the Board, executive officers, and major global positions as well as deliberating on target values, etc., for performance-linked bonus and performance-linked share-based remuneration.

(ii) Details of resolutions for remuneration, etc., at the General Meeting of Shareholders

It was approved at the 102nd Ordinary General Meeting of Shareholders held on March 19, 2025 that the total amount of monetary remuneration including basic remuneration and performance-linked annual bonus for Directors of the Board shall be within 1 billion yen per year (part of which is allotted to outside Directors of the Board within 150 million yen). As of the conclusion of this Ordinary General Meeting of Shareholders, the number of eligible Directors was eight (including five outside Directors of the Board). Furthermore, in addition to the foregoing, it was approved at the 97th Ordinary General Meeting of Shareholders held on March 19, 2020, that the total amount of monetary remuneration receivables provided as remuneration, etc. linked to restricted shares shall be within ¥155 million per year, and the total number of the Company's restricted shares allotted per each applicable fiscal year shall be no more than 200,000, and at the 98th Ordinary General Meeting of Shareholders held on March 24, 2021, that the amount of remuneration under performance-linked share-based remuneration plan (Performance Share Unit) shall be no more than ¥300 million per each applicable period, and the total number of the Company's shares allotted per each applicable period shall be no more than 200,000 shares. As of the conclusion of the 97th and 98th Ordinary General Meetings of Shareholders, the number of eligible Directors was three (all were executive directors) each.

It was approved at the Extraordinary General Meeting of Shareholders held on February 29, 2008, that the upper limit of remuneration for Audit & Supervisory Board Members shall be 9 million yen per month. As of the conclusion of this Extraordinary General Meeting of Shareholders, the number of eligible Audit & Supervisory Board Members was four.

(iii) Results of remuneration, etc., for the fiscal year under review

a. Total amount of remuneration, etc., for the fiscal year under review

i) Total amount of remuneration, etc., by category of Directors of the Board and Audit & Supervisory Board Members, total amount by type of remuneration, etc., and number of eligible officers

Category	Total amount of remuneration, etc. (Millions of yen)	Total amount of remuneration, etc., by type (Millions of yen)					Number of eligible officers (people)
		Fixed remuneration	Variable remuneration			Other remuneration	
			Performance-linked remuneration		Non-monetary remuneration		
		Basic remuneration	Performance-linked annual bonus (Note 2)	Performance-linked share-based remuneration (Note 2)	Share-based remuneration with restriction on transfer (Note 2)		
Directors of the Board (excluding outside Directors of the Board)	593	211	132	70	74	107	4
Audit & Supervisory Board Members (excluding outside Audit & Supervisory Board Members)	32	32	—	—	—	—	1
Outside Directors of the Board	96	96	—	—	—	—	7
Outside Audit & Supervisory Board Members	68	68	—	—	—	—	4

- Notes:
1. The above figures include one Director, two Outside Directors, and one outside Audit & Supervisory Board Member, all of whom retired at the conclusion of the Ordinary General Meeting of Shareholders in the previous fiscal year. Further, they do not include two Directors of the Board and one Audit & Supervisory Board Member to whom no remuneration was paid.
 2. All the amounts of performance-linked annual bonus, share-based remuneration with restriction on transfer, and performance-linked share-based remuneration are the amounts recorded as expenses during the fiscal year under review. The amount of performance-linked share-based remuneration is the sum of the amounts recorded as expenses during FY2025 for each of performance-linked share-based remuneration with the performance evaluation period starting in FY2024 and FY2025 in accordance with the expected degree of achievement of the targets as of the end of the fiscal year. Performance-linked share-based remuneration is paid and delivered in the form of monetary and non-monetary compensation after the elapse of the performance evaluation period.
 3. During the fiscal year under review, the Company delivered 35,597 restricted shares and 5,423 performance-linked shares to executive Directors of the Board (in both cases, the paid-in amount per share was 2,184 yen, the closing price on March 18, 2025).

4. “Other remuneration” is ancillary remuneration for workers from abroad to stay in Japan, which is resolved at a Board of Directors meeting after deliberations of the Nomination & Remuneration Consultative Committee. It includes company housing expenses, home leave allowance, and tax adjustments for such benefits.

ii) Targets and results of evaluation indicators related to performance-linked remuneration for Directors of the Board

Targets and results of evaluation indicators related to performance-linked remuneration that were finalized during the fiscal year under review are as follows:

i Performance-linked annual bonus

Targets and results of performance indicators related to performance-linked annual bonus		
Performance indicators	Targets (announced on February 6, 2025)	Results
Revenue	¥478.0 billion	¥496.8 billion
Profit	¥57.0 billion	¥67.0 billion
Degree of achievement of targets for important management issues	<ul style="list-style-type: none"> • Provide drugs that satisfy UMN • Address patient-centric healthcare needs • Reinforce human resources and structures that support the creation of life-changing value • Retain the trust of society Non-financial targets determined in the annual management plan including improved access to pharmaceuticals	Generally achieved as a whole

ii Performance-linked share-based remuneration (PSU) (performance-linked share-based remuneration with the performance evaluation period of FY2023–FY2025)

Performance targets and results related to performance-linked share-based remuneration		
Financial performance indicators	Targets under the Medium Term Business Plan	Results
ROE	10%	7.7%
Revenue growth ratio	10%	9.0%
Core operating profit margin	25%	20.7%

Note: For the revenue growth ratio, the target under the Medium-Term Business Plan is based on an average growth rate over five years with fiscal 2020 being the base year, and the result is an average growth rate over three years with the fiscal year immediately preceding the start year of the performance evaluation period being the base year.

b. Total amount of consolidated remuneration, etc., by officer

Name (Category)	Total amount of remuneration, etc., by type (Millions of yen)					Total amount of consolidated remuneration, etc. (Millions of yen)
	Fixed remuneration	Variable remuneration			Other remuneration	
		Performance-linked remuneration		Non- monetary remuneration		
Basic remuneration	Performance- linked annual bonus	Performance- linked share- based remuneration	Share-based remuneration with restriction on transfer			
Masashi Miyamoto (Executive Director of the Board, Chairman)	85	56	31	30	–	201
Abdul Mullick (Executive Director of the Board, President)	67	41	25	23	107	263

- Notes: 1. The amount of each remuneration is the same as in (Notes 2, 3, and 4) in a. (i) “Total amount of remuneration, etc., by category of Directors of the Board and Audit & Supervisory Board Members, total amount by type of remuneration, etc., and number of eligible officers” in the above.
2. Only the person for whom the total amount of consolidated remuneration, etc., is 100 million yen or more is shown.

(5) Matters concerning outside officers

(i) Relationships between significant organizations where concurrent positions are held and the Company

Category	Name	Organizations where concurrent positions are held	Title
Outside Director of the Board	Takashi Oyamada	MUFG Bank, Ltd.	Senior Advisor
Outside Director of the Board	Yoshihisa Suzuki	Mitsubishi Research Institute DCS Co., Ltd. ITOCHU Corporation OMRON Corporation JFE Holdings Inc.	Outside Director of the Board Advisory Member Outside Director of the Board Outside Directors of the Board
Outside Director of the Board	Rumiko Nakata	Denka Company Limited	Outside Director of the Board
Outside Director of the Board	Hiroshi Kanno	Waseda Business School (Graduate School of Business and Finance)	Professor
Outside Director of the Board	Yukiko Ito	Laboro.AI Inc. Keio University Graduate School of Business and Commerce	Outside Director of the Board Professor
Outside Audit & Supervisory Board Member	Mayumi Tamura	Japan Community Healthcare Organization Pfizer Health Research Foundation SHIMIZU CORPORATION LIXIL Corporation	Director Director Outside Director of the Board Outside Director of the Board
Outside Audit & Supervisory Board Member	Yoko Wachi	Kajitani Law Offices NICHIAS CORPORATION S.T. CORPORATION	Partner Outside Director of the Board Outside Director of the Board

There is no special relationship between each of the above significant organizations where concurrent positions are held and the Company.

(ii) Major activities during the fiscal year under review

a. Outside Directors of the Board

Name	Attendance, expression of opinions, and outline of duties performed in association with expected roles
Takashi Oyamada	<p>He attended all 14 Board of Directors meetings held during the fiscal year under review. He has fully carried out his expected roles and responsibilities such as management supervision and giving advice for overall business management based on not only his expertise in the financial industry but also his experience as a corporate manager. He attended all 14 meetings of the Nomination & Remuneration Consultative Committee held during the fiscal year under review, has been involved as chair in deliberations on personnel matters and remuneration of officers, etc. from an objective and neutral perspective, and has greatly contributed to an improvement in the Company's corporate governance.</p>
Yoshihisa Suzuki	<p>He attended all 14 Board of Directors meetings held during the fiscal year under review. He has fully carried out his expected roles and responsibilities such as management supervision and giving advice for overall business management based on not only his expertise in trading firms and the business community but also his extensive experience as a corporate manager including president of a manufacturing company and an overseas subsidiary. He attended all 14 meetings of the Nomination & Remuneration Consultative Committee held during the fiscal year under review, and has been involved in deliberations on personnel matters and remuneration of officers, etc., from an objective and neutral perspective. In addition, he has communicated directly with investors as an outside Director of the Company, and has greatly contributed to an improvement in the Company's corporate governance.</p>
Rumiko Nakata	<p>She attended all 14 Board of Directors meetings held during the fiscal year under review. She has fully carried out her expected roles and responsibilities such as management supervision and giving advice for overall business management by leveraging her wide-ranging knowledge and insight regarding management, in addition to her experience in promoting various personnel measures such as diversity promotion and work style reform. She attended 13 out of 14 meetings of the Nomination & Remuneration Consultative Committee held during the fiscal year under review, has been involved in deliberations on personnel matters and remuneration of officers, etc., from an objective and neutral perspective, and has greatly contributed to an improvement in the Company's corporate governance.</p>
Hiroshi Kanno	<p>He attended all 10 Board of Directors meetings held after his appointment on March 19, 2025. He has fully carried out his expected roles and responsibilities such as management supervision and giving advice for overall business management based on his considerable knowledge on management in addition to abundant experience and professional knowledge as a management consultant as well as a researcher on management strategy. He attended all 9 meetings of the Nomination & Remuneration Consultative Committee held after his appointment on March 19, 2025, has been involved in deliberations on personnel matters and remuneration of officers, etc., from an objective and neutral perspective, and has greatly contributed to an improvement in the Company's corporate governance.</p>

Name	Attendance, expression of opinions, and outline of duties performed in association with expected roles
Yukiko Ito	<p>She attended all 10 Board of Directors meetings held after her appointment on March 19, 2025. She has fully carried out her expected roles and responsibilities such as management supervision and giving advice for overall business management by utilizing her academic experience and extensive knowledge as a researcher in the field of health economics and international economics as well as her abundant experience as a member of policy councils, etc.</p> <p>She attended all 9 meetings of the Nomination & Remuneration Consultative Committee held after her appointment on March 19, 2025, has been involved in deliberations on personnel matters and remuneration of officers, etc. from an objective and neutral perspective, and has greatly contributed to an improvement in the Company's corporate governance.</p>

b. Outside Audit & Supervisory Board Members

Name	Attendance and expression of opinions
Hajime Kobayashi	He attended all 14 Board of Directors meetings and all 14 Audit & Supervisory Board meetings held during the fiscal year under review. He has fully carried out roles and responsibilities expected of an outside Audit & Supervisory Board Member, such as management supervision and giving advice for overall business management, giving advice and guidance to divisions related to finance/accounting and internal audits, and consultation and exchange of opinions with the Accounting Auditor based on his extensive experience in internal audit division, accounting and finance, corporate planning, personnel affairs and overseas subsidiaries.
Mayumi Tamura	She attended all 14 Board of Directors meetings and all 14 Audit & Supervisory Board meetings held during the fiscal year under review. She has fully carried out roles and responsibilities expected of an outside Audit & Supervisory Board Member, such as management supervision and giving advice for overall business management, giving advice and guidance to divisions related to finance/accounting and internal audits, and consultation and exchange of opinions with the Accounting Auditor based on her abundant experience and expertise in being in charge of finance/accounting and corporate planning at global companies and engaging in support for diversity and inclusion at an incorporated NPO. She attended all 14 meetings of the Nomination & Remuneration Consultative Committee held during the fiscal year under review, has been involved in deliberations on personnel matters and remuneration of officers, etc., from an objective and neutral perspective, and has greatly contributed to an improvement in the Company's corporate governance.
Yoko Wachi	She attended all 10 Board of Directors meetings and all 10 Audit & Supervisory Board meetings held after her appointment on March 19, 2025. She has fully carried out roles and responsibilities expected of an outside Audit & Supervisory Board Member, such as management supervision and giving advice for overall business management, giving advice and guidance to divisions related to finance/accounting and internal audits, and consultation and exchange of opinions with the Accounting Auditor based on her abundant experience and advanced knowledge on corporate legal affairs as well as professional knowledge and insight in laws as an attorney at law. She attended all 9 meetings of the Nomination & Remuneration Consultative Committee held after her appointment on March 19, 2025, has been involved in deliberations on personnel matters and remuneration of officers, etc. from an objective and neutral perspective, and has greatly contributed to an improvement in the Company's corporate governance.

(iii) Total amount of remuneration, etc., for outside officers

The total amount of remuneration, etc., for 11 outside officers for the fiscal year under review is 164 million yen.

Note: The above figure includes two outside Directors and one Audit & Supervisory Board Member who retired at the conclusion of the Ordinary General Meeting of Shareholders in the previous fiscal year.

Consolidated Financial Statements

Consolidated Statement of Financial Position (As of December 31, 2025)

(Millions of yen)

Account	Amount	Account	Amount
Assets		Equity	
Non-current assets		Share capital	26,745
Property, plant and equipment	141,225	Capital surplus	427,733
Goodwill	183,497	Treasury shares	(5,585)
Intangible assets	201,415	Retained earnings	406,321
Investments accounted for using equity method	9,244	Other components of equity	38,117
Other financial assets	16,566	Total equity attributable to owners of parent	893,332
Retirement benefit asset	21,164	Total equity	893,332
Deferred tax assets	32,052	Liabilities	
Other non-current assets	9,349	Non-current liabilities	
Total non-current assets	614,512	Liabilities from application of equity method	2,190
Current assets		Retirement benefit liability	280
Inventories	67,440	Provisions	4,414
Trade and other receivables	181,205	Deferred tax liabilities	387
Other financial assets	1,054	Other financial liabilities	22,283
Other current assets	24,880	Other non-current liabilities	3,896
Cash and cash equivalents	218,769	Total non-current liabilities	33,450
Total current assets	493,348	Current liabilities	
		Trade and other payables	125,041
		Provisions	3,938
		Other financial liabilities	8,836
		Income taxes payable	9,668
		Other current liabilities	33,595
		Total current liabilities	181,078
		Total liabilities	214,528
Total assets	1,107,860	Total equity and liabilities	1,107,860

Consolidated Statement of Profit or Loss (From January 1, 2025, to December 31, 2025)

(Millions of yen)

Account	Amount
Revenue	496,826
Cost of sales	(127,934)
Gross profit	368,892
Selling, general and administrative expenses	(165,434)
Research and development expenses	(101,183)
Share of profit (loss) of investments accounted for using equity method	787
Other income	1,086
Other expenses	(17,994)
Finance income	4,711
Finance costs	(3,644)
Profit before tax	87,221
Income tax expense	(20,182)
Profit	67,040
Profit attributable to	
Owners of parent	67,040