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Securities Code: 4553

June 8, 2021

To our shareholders:

Itsuro Yoshida
President and Representative Director
TOWA PHARMACEUTICAL CO., LTD.
2-11, Shinbashi-cho, Kadoma, Osaka, JAPAN

NOTICE OF THE 65TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 65th Ordinary General Meeting of Shareholders of TOWA PHARMACEUTICAL CO., LTD. (the “Company”), which will be held as described below.

To prevent the spread of the novel coronavirus disease (COVID-19), we recommend that you exercise your voting rights in advance via the internet or in writing. If you attend the meeting in person, please give careful consideration to your state of health and physical condition, and do not compromise safety.

If you exercise your voting rights via the internet or in writing, please review the appended Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:40 p.m. on Thursday, June 24, 2021 (Japan Standard Time).

1. Date and Time: Friday, June 25, 2021 at 10:00 a.m. (Japan Standard Time)

2. Venue: Headquarters of the Company
Meeting room on the 2nd floor
2-11, Shinbashi-cho, Kadoma, Osaka, JAPAN
The number of seats normally available will be reduced to provide appropriate distance between each chair to prevent the spread of infection. Therefore, even if you decided to attend on the day, you may be turned away. Thank you for your kind understanding.

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 65th Term (from April 1, 2020 to March 31, 2021), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 65th Term (from April 1, 2020 to March 31, 2021)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of three (3) Directors who are Audit and Supervisory Committee Members

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The Company has a basic policy of paying dividends in accordance with earnings as we work to reinforce the foundations of our operations, and we consider it a major issue to continue to pay dividends in a stable manner to all shareholders.

Based on this policy, taking into consideration its earnings for the business year as well as the future development of the business, after a careful review, the Company proposes to pay year-end dividends for the current fiscal year as follows:

Matters related to year-end dividends

- (1) Type of dividend property
Cash

- (2) Allocation of dividend property and total amount thereof
22 yen per common share of the Company
Total amount of dividends: 1,082,719,550 yen
The Company paid an interim dividend of 22 yen per share, and thus the annual dividend for the fiscal year under review is 44 yen per share.

- (3) Effective date of distribution of dividends of surplus
June 28, 2021

Proposal 2: Election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of three (3) Directors.

As for this proposal, the Audit and Supervisory Committee of the Company has judged that all the candidates for Director are eligible.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Itsuro Yoshida (April 27, 1951) Reelection	<p>May 1979 Joined the Company</p> <p>Oct. 1983 General Manager of Finance & Accounting Department</p> <p>Dec. 1983 Director / General Manager of Finance & Accounting Department</p> <p>Aug. 1986 Director / General Manager of General Affairs Department</p> <p>Apr. 1990 Director / General Manager of President Office</p> <p>June 1990 Senior Managing Director / General Manager of President Office</p> <p>June 1991 Senior Managing Director / Division Manager, Production Division / General Manager of President Office</p> <p>Nov. 1991 Senior Managing Director / General Manager of President Office</p> <p>June 1996 President and Representative Director (to present)</p> <p>(significant concurrent positions outside the Company)</p> <p>Chairman and Representative Director, J-DOLPH PHARMACEUTICAL CO., LTD.</p> <p>Chairman and Representative Director, DAICHI KASEI CO., LTD.</p>	1,455,309
<p>[Reasons for nomination as candidate for Director]</p> <p>Itsuro Yoshida has been involved in businesses, management and administration across the entire Group. He has extensive experience and knowledge regarding business management, administration and operations, which the Company expects to strengthen the decision-making function of the Board of Directors, for which reason it has again nominated him as candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Kazuhiko Konno (October 8, 1954) Reelection	Nov. 1998 Joined the Company / Deputy General Manager of Quality Assurance Department, Yamagata Plant, Production Division Apr. 2005 General Manager of Quality Assurance Department, Yamagata Plant, Production Division Apr. 2007 General Manager of Quality Assurance Department, Pharmacovigilance & Quality Assurance Division Oct. 2009 Plant Manager, Osaka Plant, Production Division June 2013 Director / Deputy Division Manager, Production Division Apr. 2014 Director / Division Manager, Production Division June 2017 Managing Director / Director in charge of Production Division, Research & Development Division, Pharmaceutical Research & Technology Division and API Business Division Apr. 2019 Managing Director / Director in charge of Pharmacovigilance & Quality Assurance Division, Production Division and Pharmaceutical Research & Technology Division June 2020 Senior Managing Director (to present) (significant concurrent positions outside the Company) Chairman and Representative Director, Greencaps Pharmaceutical Co., Ltd.	10,430
[Reasons for nomination as candidate for Director] Within the Company, Kazuhiko Konno has been involved mostly in the production and quality assurance divisions. He has extensive experience and knowledge regarding business management, administration and operations, which the Company expects to strengthen the decision-making function of the Board of Directors, for which reason it has again nominated him as candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Masao Tanaka (July 4, 1954) Reelection	Apr. 2009 Joined the Company / Deputy-General Manager, Internal Audit Office	4,375
		Apr. 2011 Manager of Internal Audit Office Oct. 2016 General Manager of Public Relations and Investor Relations Office / General Manager of Human Resources Department June 2017 Director / Division Manager, Administration Division Apr. 2019 Director / Director in charge of Administration Division June 2020 Director (to present) (significant concurrent positions outside the Company) Chairman and Representative Director, Protosera Inc.	
[Reasons for nomination as candidate for Director] Masao Tanaka has been involved in the administration divisions. He has extensive experience and knowledge regarding business management, administration and operations, which the Company expects to strengthen the decision-making function of the Board of Directors, for which reason it has again nominated him as candidate for Director.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The Company has entered into a directors and officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability. Each of the candidates will become an insured under the policy. When the directors and officers liability insurance policy is renewed, the Company plans to renew the policy with the same terms and conditions.

Proposal 3: Election of three (3) Directors who are Audit and Supervisory Committee Members

The terms of office of Directors who are Audit and Supervisory Committee Members Toshio Shirakawa, Norikazu Eiki and Hidehito Nemoto will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members.

This proposal has been agreed to by the Audit and Supervisory Committee.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Toshio Shirakawa (October 12, 1952) Reelection	Oct. 2006 Joined the Company / General Manager of Development Strategy Department, Research & Development Division Apr. 2008 General Manager of Product Portfolio Management Department, Corporate Planning Division June 2015 Managing Director / Director in charge of Business Development Office and International Business Development Department / General Manager of Product Strategy Management Department Apr. 2017 Managing Director / Director in charge of Product Strategy Division, International Business Division and Development Planning Office Apr. 2019 Managing Director June 2019 Director (Full-time Audit and Supervisory Committee Member) (to present) (significant concurrent positions outside the Company) None	11,339
[Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member] Within the Company, Toshio Shirakawa has been involved mostly in the strategy and planning divisions. The Company expects that he will be able to enhance the supervisory function of the Board of Directors, as he has extensive experience and knowledge regarding business management, administration and operations. For this reason, it has again nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p style="text-align: center;">Norikazu Eiki (April 17, 1948)</p> <p style="text-align: center;">Outside Reelection</p>	<p>Aug. 1979 Joined Ciba-Geigy Japan Limited</p> <p>Jan. 1994 Joined Bayer Yakuhin, Ltd.</p> <p>Mar. 1997 Director / Plant Manager of Shiga Plant, Bayer Yakuhin, Ltd.</p> <p>July 2002 President and Representative Director, Bayer Yakuhin, Ltd.</p> <p>Jan. 2007 Chairman and Representative Director, Bayer Yakuhin, Ltd.</p> <p>Apr. 2010 Chairman and Director, Bayer Yakuhin, Ltd.</p> <p>May 2014 Outside Director of AnGes MG, Inc. (currently AnGes, Inc.) (to present)</p> <p>Apr. 2015 Director of the Board, FunPep Co., Ltd. (to present)</p> <p>June 2015 Outside Director of the Company</p> <p>Apr. 2016 Outside Director of Solasia Pharma K.K. (to present)</p> <p>June 2018 Outside Director of the Board, Gene Techno Science Co., Ltd. (to present)</p> <p>June 2019 Outside Director (Audit and Supervisory Committee Member) of the Company (to present)</p> <p>(significant concurrent positions outside the Company)</p> <p>Outside Director of AnGes, Inc.</p> <p>Director of the Board, FunPep Co., Ltd.</p> <p>Outside Director of Solasia Pharma K.K.</p> <p>Outside Director of the Board, Gene Techno Science Co., Ltd.</p>	—
<p>[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of the role expected]</p> <p>Norikazu Eiki has wide-ranging insights and extensive experience at a global company, and the Company expects that his advice and opinions will promote sound, efficient and objective management, for which reason it has again nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member. In addition, if he is elected, the Company plans to request his objective and neutral involvement in the appointment of candidates for officer and the determination of officer's remuneration, etc., as a member of the Nominating and Compensation Committee.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Kenryo Goto (February 18, 1958) Outside New election	Sept. 1981 Joined Asahi & Co. (currently KPMG AZSA LLC) Mar. 1984 Registered as a certified public accountant May 2005 Partner, KPMG AZSA & Co. (currently KPMG AZSA LLC) July 2010 Board member, Head of Division 3, Osaka Office, KPMG AZSA LLC July 2013 Senior Executive Board member, KPMG AZSA LLC July 2015 Osaka Office Managing Partner, KPMG AZSA LLC July 2020 Established Kenryo Goto Certified Public Accountant Office (to present) (significant concurrent positions outside the Company) Certified public accountant (Kenryo Goto Certified Public Accountant Office)	—
<p>[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of the role expected]</p> <p>The Company expects Kenryo Goto to utilize his professional knowledge in the field of finance, accounting, etc., as a certified public accountant, and extensive experience as a manager of audit firm to provide advice and opinions that will enhance the transparency and objectivity of management, for which reason it has nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Norikazu Eiki and Kenryo Goto are candidates for Outside Director. The Company has submitted notification to the Tokyo Stock Exchange Inc. that Norikazu Eiki has been designated as an independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his appointment as an independent officer to continue. Furthermore, Kenryo Goto satisfies requirements for an independent officer as provided for by the Tokyo Stock Exchange Inc. If his election is approved, the Company plans to designate him as an independent officer.
 3. Norikazu Eiki is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company. At the conclusion of this meeting, his tenure as an Outside Director will have been six (6) years (including two (2) years as an Audit and Supervisory Committee member).
 4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Norikazu Eiki to limit his liability for damages under Article 423, Paragraph 1 of the same Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his reelection is approved, the Company plans to continue the said agreement with him. If the election of Kenryo Goto is approved, the Company plans to enter into the same limited liability agreement with him.
 5. The Company has entered into a directors and officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability. Each of the candidates will become an insured under the policy. When the directors and officers liability insurance policy is renewed, the Company plans to renew the policy with the same terms and conditions.