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Securities code: 4547

June 3, 2025

(Start date of measures for electronic provision: June 2, 2025)

To Shareholders with Voting Rights:

Mutsuo Kanzawa
Chairman & CEO
KISSEI PHARMACEUTICAL CO., LTD.
19-48, Yoshino, Matsumoto City, Nagano, Japan

**NOTICE OF CONVOCAION OF
THE 80th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 80th Annual General Meeting of Shareholders of KISSEI PHARMACEUTICAL CO., LTD. (the “Company”) will be held as described in the following page. In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision and posted the matters to be provided electronically on the Company’s website on the Internet with the title “Notice of Convocation of the 80th Annual General Meeting of Shareholders” (the full version is in Japanese only). Please access and check the Company’s website below to confirm the available information.

◆ Company’s Website:

<https://www.kissei.co.jp/investor/stock/meeting/>

In addition, the matters to be provided electronically have been posted (the full version is in Japanese only) on the Tokyo Stock Exchange (TSE)’s website and can be viewed by accessing the TSE website (Listed Company Search) below, entering and searching for “Kissei Pharmaceutical” in the “Issue name (company name)” field or “4547,” the securities code of the Company, in the “Code” field, and selecting “Basic information” and then “Documents for public inspection/PR information.”

◆ TSE Website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

You can exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders contained in the matters to be provided electronically and exercise your voting rights with either of the methods below.

[Exercising Voting Rights via the Internet]

Please review the “Guide to Exercising Voting Rights via the Internet” on page 4 of the Japanese original version (in Japanese only), and exercise your vote by 5:20 p.m. on Monday, June 23, 2025, Japan time.

[Exercising Voting Rights in Writing (by Mail)]

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it arrives by 5:20 p.m. on Monday, June 23, 2025, Japan time.

- 1. Date and Time:** Tuesday, June 24, 2025 at 10:00 a.m., Japan time
- 2. Place:** Meeting Room of the Company's Head Office located at
19-48, Yoshino, Matsumoto City, Nagano, Japan
(Please refer to the Guide Map to the Venue of the Annual General Meeting of the Shareholders at the end of the Japanese original version (in Japanese only).)
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 80th Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 80th Fiscal Year (April 1, 2024 - March 31, 2025)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Bonus Payments to Members of the Board
- Proposal 3:** Revision of the Amount of Compensation, etc. for Members of the Board
- Proposal 4:** Introduction of a Restricted Stock Compensation System for Members of the Board (Excluding Outside Directors) of the Company
- Proposal 5:** Revision of the Amount of Compensation, etc. for Audit & Supervisory Board Members

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. If you require assistance, such as wheelchair support or written communication at reception, please notify the onsite staff.

If revisions are made to the matters to be provided electronically, a statement to that effect and the matters before and after the revision will be posted both on the Company's website and the TSE website.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

1. Year-end dividend

The Company's basic policy is to continue to pay stable dividends while securing a solid management base in the future.

The Company proposes the year-end dividend for the fiscal year under review as described below. Combined with the interim dividend of ¥45 per share, the total amount of the dividends for the fiscal year under review will be ¥100 per share.

(1) Type of dividend property

Cash

(2) Matters concerning allotment of dividend property and the total amount thereof

¥55 per share of the Company's common stock

Total amount of dividends: ¥2,354,278,795

(3) Effective date of dividends of surplus

June 25, 2025

2. Other matters related to the appropriation of surplus

There are no applicable matters.

Proposal 2: Bonus Payments to Members of the Board

The Company, taking into consideration the business results of the fiscal year under review, proposes that bonus payments to Members of the Board in the aggregated amount of ¥9,550,000 to be paid for eight (8) Members of the Board (excluding Outside Directors) at the end of the fiscal year under review.

The Company has deemed that bonus payments to Members of the Board are in accordance with the Company's policy regarding decisions concerning the details of individual compensation, etc. for Members of the Board and, therefore, appropriate.

The Company proposes that the amount to be paid for the qualified Members of the Board be left to the discretion of the Board of Directors.

Proposal 3: Revision of the Amount of Compensation, etc. for Members of the Board

The current maximum compensation, etc. for Members of the Board of the Company was approved at the 63rd Annual General Meeting of Shareholders held on June 26, 2008 to be ¥50 million per month (however, not including employee salaries) and has remained unchanged to this day.

The Company has decided to revise its compensation system for Members of the Board in order to enhance awareness of contributing to the Company's further sustainable growth and increase in medium- to long-term corporate value as an R&D-oriented pharmaceutical company. Specifically, the Company proposes to structure the monetary compensation for Members of the Board to comprise (i) base salary as fixed compensation and (ii) performance-linked bonus as a short-term incentive (however, compensation for Outside Directors will consist only of (i) above), along with the introduction of a (iii) restricted stock compensation system, which is being presented as Proposal 4 "Introduction of a Restricted Stock Compensation System for Members of the Board (Excluding Outside Directors) of the Company." The overview of (i) base salary as fixed compensation and (ii) performance-linked bonus as a short-term incentive is as follows:

(i) Base Salary (Fixed Compensation)

Base salary is fixed monetary compensation determined by the Company's Board of Directors, taking into consideration the experience of each Member of the Board, the balance of compensation, etc. among positions, and Company performance.

(ii) Performance-linked Bonus (Short-term Incentive)

Performance-linked bonus is a type of performance-based compensation that, in principle, uses consolidated operating profit targets as an indicator, and provides monetary compensation based on the achievement rate of such targets during the period from April 1 to March 31 of the following year (hereinafter "evaluation period"; the initial evaluation period will be the fiscal year from April 1, 2025, to March 31, 2026). Accordingly, monetary compensation is provided based on the achievement of numerical performance targets, etc. and at present, whether such compensation will be paid to each Member of the Board and the amount thereof has not been determined, but it will be provided within the maximum limit described below.

This Proposal seeks your approval concerning the maximum limit of the total compensation, etc., for Members of the Board, combining monetary compensation ((i) base salary as fixed compensation and (ii) performance-linked bonus as a short-term incentive) and (iii) restricted stock compensation.

In accordance with the above, the Company requests your approval that the total amount of compensation, etc. for Members of the Board will be changed from a monthly to an annual basis, to a maximum of ¥0.6 billion per year (equivalent to 12 times the current monthly maximum of ¥50 million) (of which, a maximum of ¥50 million per year for Outside Directors). Within this amount, the monetary compensation framework will now comprise (i) base salary, (ii) performance-linked bonus with a maximum of ¥0.5 billion per year (of which, for Outside Directors, (i) above will be a maximum of ¥50 million per year).

The aforementioned amount of compensation, etc. for Members of the Board does not include the employee salary portion of the compensation for Members of the Board concurrently serving as

employees. Additionally, the Company will determine the amount of compensation, etc. for each Member of the Board through deliberation by the Nomination and Compensation Deliberation Committee, which consists of a majority of Outside Directors, followed by a resolution of the Board of Directors. Until now, we have sought approval for the amount of the bonus payments for Members of Board at each Annual General Meeting of Shareholders. However, with this revision of the compensation system, bonuses will now be determined by the Board of Directors after deliberation by the Nomination and Compensation Deliberation Committee, within the total amount of compensation, etc. mentioned above.

At the Board of Directors meeting to be held on June 24, 2025, the Company schedules to change the policy regarding the determination of individual compensation, etc. for Members of the Board as described below, subject to the approval of this Proposal and Proposal 4 at this General Meeting of Shareholders. We believe that the content of this Proposal is appropriate, considering that it is consistent with the policy after such change, and that it has been determined by the Board of Directors after deliberation by the Nomination and Compensation Deliberation Committee, which consists of a majority of Outside Directors.

The Company currently has twelve (12) Members of the Board (including four (4) Outside Directors), and there will be no change in the number of Members of the Board before and after this General Meeting of Shareholders.

Proposal 4: Introduction of a Restricted Stock Compensation System for Members of the Board (Excluding Outside Directors) of the Company

The Company proposes to provide restricted stocks as compensation to Members of the Board (excluding Outside Directors, hereinafter “Eligible Members of the Board”) in order to enhance awareness of contributing to the Company’s further sustainable growth and increase in medium- to long-term corporate value as an R&D-oriented pharmaceutical company. In accordance with the above, the Company requests your approval for the introduction of a restricted stock compensation system (hereinafter, the “System”) within the compensation framework for Members of the Board (¥0.6 billion per year) related to Proposal 3 “Revision of the Amount of Compensation, etc. for Members of the Board.”

The Company currently has eight (8) Eligible Members of the Board, and there will be no change in the number of Eligible Members of the Board before and after this General Meeting of Shareholders.

Eligible Members of the Board will, based on a resolution of the Company’s Board of Directors, either (i) receive an issuance or disposal of the Company’s common shares (restricted stock) without requiring monetary payment in exchange for the shares as compensation for the execution of their duties as Members of the Board (hereinafter “Free Grant Method”), or (ii) receive an issuance or disposal of the Company’s common shares (restricted stock) by contributing all of the monetary compensation claims provided by the Company as property contributed in kind (hereinafter “In-kind Contribution Method”).

The total number of common shares of the Company to be issued or disposed of through either the Free Grant Method or the In-kind Contribution Method to the Eligible Members of the Board shall be no more than 40,000 shares per year (however, after the date this Proposal is approved, in the event of a stock split, including gratis allotment of the Company’s common shares, or stock consolidation of the Company’s common shares or other circumstances where an adjustment of the number of shares to be issued or disposed of as restricted stock is necessary, said total number of shares may be reasonably adjusted).

The total amount of common shares of the Company to be issued or disposed of for granting restricted stock shall be, combining both the Free Grant Method and the In-kind Contribution Method, a maximum of ¥0.1 billion per year (in the case of (i) the Free Grant Method, although no monetary payment is required for the grant of restricted stock, the compensation amount for Eligible Members of the Board shall be calculated based on the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day preceding the date of each Board of Directors resolution concerning the restricted stock grant (if no trading occurs on that day, the closing price on the most recent trading day prior to that), and in the case of (ii) the In-kind Contribution Method, the payment amount per share shall be determined by the Board of Directors within a range that is not particularly favorable to the Eligible Members of the Board, based on the closing price of the Company’s common shares on the Tokyo Stock Exchange on the business day preceding the date of each Board of Directors resolution concerning the restricted stock grant (if no trading occurs on that day, the closing price on the most recent trading day prior to that)). The specific timing of payment and allocation to each Eligible Member of the Board shall

be determined by the Board of Directors after deliberation by the Nomination and Compensation Deliberation Committee.

Furthermore, when issuing or disposing of the Company's common shares by the methods described above, a restricted stock allocation agreement (hereinafter, the "Allocation Agreement") that includes, in outline, the following conditions, shall be concluded between the Company and the Eligible Members of the Board.

- (1) The Eligible Members of the Board shall not transfer, grant a security interest in, or otherwise dispose of the Company's common shares (hereinafter, the "Allocated Shares") allocated under the Allocation Agreement for a period (hereinafter, the "Transfer Restriction Period") from the date of grant of the restricted stock until the date when an Eligible Member of the Board loses the position as a Member of the Board of the Company or other position designated by the Company's Board of Directors (hereinafter, the "Transfer Restriction").
- (2) If an Eligible Member of the Board loses all positions specified in paragraph (1) above before the expiration of the period separately determined by the Company's Board of Directors (hereinafter, the "Service Provision Period"), the Company may automatically acquire the Allocated Shares without compensation unless the Company's Board of Directors acknowledges a justifiable reason.
- (3) The Company shall lift the Transfer Restriction on all of the Allocated Shares at the time of expiration of the Transfer Restriction Period, on the condition that the Eligible Member of the Board has continuously held the position as a Member of the Board of the Company or other position designated by the Company's Board of Directors during the Service Provision Period. However, if an Eligible Member of the Board loses all positions specified in paragraph (1) before the expiration of the Service Provision Period due to a justifiable reason acknowledged by the Company's Board of Directors as stipulated in paragraph (2), the number of Allocated Shares for which the Transfer Restriction is to be lifted and the timing of lifting the Transfer Restriction shall be reasonably adjusted as necessary.
- (4) The Company shall automatically acquire without compensation any Allocated Shares for which the Transfer Restriction has not been lifted pursuant to paragraph (3) above at the time of expiration of the Transfer Restriction Period.
- (5) The Company shall automatically acquire the Allocated Shares without compensation in the event of certain misconduct by an Eligible Member of the Board.
- (6) In the event that a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or any other matter related to reorganization, etc. is approved at the Company's General Meeting of Shareholders (or at the Company's Board of Directors in cases where approval by the Company's General Meeting of Shareholders is not required for such reorganization) during the Transfer Restriction Period, the Company may, by resolution of the Board of Directors, lift the Transfer Restriction on a reasonably determined number of Allocated Shares prior to the effective date of such reorganization.
- (7) In the case stipulated in paragraph (6) above, the Company shall automatically acquire without compensation any Allocated Shares for which the Transfer Restriction has not been lifted, even

immediately after the lifting of the Transfer Restriction pursuant to paragraph (6).

(8) The Allocation Agreement shall include methods for declarations of intent and notifications thereunder, the procedures for its amending, and other matters determined by the Board of Directors.

At the Board of Directors meeting to be held on June 24, 2025, the Company plans to change the policy regarding the determination of individual compensation, etc. for Members of the Board as described below, subject to the approval of Proposal 3 and this Proposal at this General Meeting of Shareholders.

We believe that the content of this Proposal is appropriate, considering that it is consistent with the policy after such change, and that it has been determined by the Board of Directors after deliberation by the Nomination and Compensation Deliberation Committee, which consists of a majority of Outside Directors.

(Reference)

Subject to the approval of this Proposal, the Company plans to grant restricted stock similar to the restricted stock described above to the Company's Corporate Officers for the same purpose as a welfare benefit.

Proposal 5: Revision of the Amount of Compensation, etc. for Audit & Supervisory Board Members

The amount of compensation, etc. for the Company's Audit & Supervisory Board Members was approved at the 50th Annual General Meeting of Shareholders held on June 29, 1995, as a maximum of ¥8 million per month and has remained unchanged to this day.

If Proposal 3 "Revision of the Amount of Compensation, etc. for Members of the Board" is approved as proposed, the amount of compensation, etc. for Members of the Board will be changed from a monthly to an annual basis. In consideration of this, we also propose to change the amount of compensation, etc. for Audit & Supervisory Board Members from a monthly to an annual basis as well.

Accordingly, the Company requests your approval to change the amount of compensation, etc. for Audit & Supervisory Board Members from a maximum of ¥8 million per month to a maximum of ¥96 million per year (equivalent to 12 times the current monthly maximum of ¥8 million).

The compensation, etc. for Audit & Supervisory Board Members, who are responsible for management supervision and auditing functions and do not have positions in business execution, will continue to consist only of base salary as fixed compensation. The Company currently has four (4) Audit & Supervisory Board Members, and there will be no change in the number of Audit & Supervisory Board Members before and after this General Meeting of Shareholders.

[Policy for Determining the Details of Individual Compensation, etc. for Members of the Board]

(Revised on June 24, 2025)

(1) Basic Policy

Compensation for the Company's Members of the Board shall be within the amount of compensation framework resolved at the General Meeting of Shareholders, function sufficiently as an incentive to contribute to the sustainable enhancement of corporate value, be fair and highly rational in content to fulfill accountability to shareholders and employees, and be at an appropriate level based on each Member of the Board's responsibilities. Specifically, compensation for Members of the Board (excluding Outside Directors) shall consist of base salary (hereinafter "Base Salary"), which is monetary compensation (fixed compensation) paid in a fixed amount, performance-linked bonus (short-term incentive) (hereinafter "Performance-linked Bonus"), which is monetary compensation determined according to the results of each fiscal year, and non-monetary compensation as a medium-to long-term incentive (hereinafter "Stock Compensation"). Outside Directors shall only receive Base Salary in order to ensure that their supervisory function operates sufficiently.

(2) Policy for Determining the Amount of Base Salary, etc. for Each Member of the Board (Including the Policy for Determining the Timing or Conditions for Providing Compensation, etc.)

The Base Salary for the Company's Members of the Board shall be paid monthly, and a standard compensation amount shall be set according to each position (rank) based on responsibilities, with adjustments made based on factors such as experience as a Member of the Board. When establishing this amount, consideration shall also be given to the balance of compensation amounts between positions (ranks) and company performance.

(3) Policy for Determining the Content and Method of Calculating the Amount or Number of

Performance-linked Bonus and Stock Compensation (Including the Policy for Determining the Timing or Conditions for Providing Compensation, etc.)

Performance-linked Bonus is monetary compensation that reflects performance indicators to raise awareness of improving business performance each fiscal year. A standard compensation amount shall be set according to each position (rank) based on responsibilities, and the amount to be paid shall be determined by multiplying the standard compensation amount for each Member of the Board (excluding Outside Directors) by a coefficient calculated according to the achievement rate of consolidated operating profit for each fiscal year. This amount shall be paid at a certain time every year. Individual performance may be considered separately. The performance indicators used for calculation shall be reviewed as appropriate in response to changes in the environment, based on the recommendation of the Nomination and Compensation Deliberation Committee.

Stock Compensation shall be in the form of restricted stock compensation and shall be granted at a certain time every year within the maximum amount and maximum number of shares approved at the General Meeting of Shareholders. The number of restricted shares to be granted to each Member of the Board (excluding Outside Directors) shall be determined taking into consideration their position (rank), responsibilities, term of office, etc. When granting Stock Compensation, a restricted stock allocation agreement shall be concluded with each Member of the Board (excluding Outside Directors), stipulating that the shares may not be transferred, be subject to a security interest, or otherwise be disposed of during the period from the date of grant until the date when the Member of the Board loses the position as Member of the Board of the Company or other position determined by the Board of Directors, and that the Company shall automatically acquire the shares without compensation in the event of certain misconduct.

(4) Policy for Determining the Ratio of Compensation Components

The ratio of compensation components for Members of the Board (excluding Outside Directors) shall be determined after deliberation by the Nomination and Compensation Deliberation Committee, taking into consideration the Company's business characteristics, management challenges at the time, and business environment, while emphasizing the level and stability of Base Salary based on the belief that it is important to engage in management from a medium- to long-term perspective, and ensuring that it functions sufficiently as an incentive to contribute to the sustainable enhancement of corporate value. Compensation for Outside Directors shall consist only of Base Salary in order to ensure that their supervisory function operates sufficiently.

(5) Matters Concerning the Determination of the Details of Individual Compensation, etc. for Members of the Board

The amount and content of individual compensation, etc. for Members of the Board shall be determined by the Board of Directors after deliberation by the Nomination and Compensation Deliberation Committee within the compensation framework resolved at the General Meeting of Shareholders.

End