

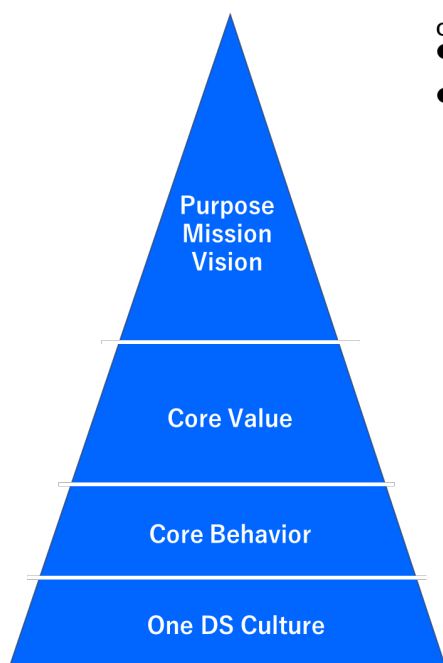
**CONVOCATION NOTICE OF THE 19TH ORDINARY
GENERAL SHAREHOLDERS MEETING**

For the Fiscal Year Ended March 31, 2024

Daiichi Sankyo Company, Limited

*Note: This translation does not include pictures, charts etc. originally issued in the Japanese version.

● Our Mission and Vision



Our Mission

● Purpose

Contribute to the enrichment of quality of life around the world

● Mission

Create innovative pharmaceuticals addressing diverse medical needs

2030 Vision

Innovative global healthcare company contributing to the sustainable development of society.

To realize our "Purpose," we aim to address the social issues that we are expected by society to solve through our business activities, such as the creation of innovative pharmaceuticals and efforts for achieving the SDGs. We challenge ourselves to continuously provide innovative solutions based on our strength: Science & Technology.

Core Value

● Innovation

The introduction of new ideas, methods, or inventions

● Integrity

The quality of being honest and of always having high moral principles

● Accountability

Being responsible for the effects of your actions and being willing to explain or be criticized for them

Core Behavior

Be Inclusive & Embrace Diversity

Collaborate & Trust

Develop & Grow

One DS Culture

Aggregate of Purpose, Mission, Vision, Core Value, and Core Behavior

To Our Shareholders

I would like to thank all of your support and cooperation.

Daiichi Sankyo Group's "Purpose" is to "contribute to the enrichment of quality of life around the world." To realize our Purpose, we established our 2030 Vision of being an "Innovative Global Healthcare Company Contributing to the Sustainable Development of Society." All our business activities for realizing this vision are centered on our commitment to support patients. We aim to strengthen our competitive advantages by promoting patient centric activities that always keep patients in mind, and by leveraging our strengths in Science & Technology to improve the value that we provide to patients. Through this approach, we aim to continuously increase our corporate value and contribute to the sustainable development of society.

Three years have passed since we started our 5-year business plan (FY2021-FY2025), the plan to realize our 2030 Vision, and we have made various progress, mainly for the value maximization of our DXd ADC products. ENHERTU, the biggest growth driver during the current 5-year business plan period, is meeting the expectations of patients and medical practices around the world at a speed that exceeds the expectations at the time when we formulated the plan. Applications for approval of Dato-DXd and HER3-DXd have been accepted, and we expect to provide new treatment options to patients in FY2024. Furthermore, in FY2023, we decided and started a strategic collaboration with Merck & Co., Inc., Rahway, NJ, USA. to co-develop and co-promote HER3-DXd, I-DXd and DS-6000 (R-DXd). Through the collaboration, we will maximize the value of three products by accelerating its development, and swiftly and flexibly allocate resources to the growth drivers that will follow DXd ADC products. By implementing these initiatives, we will continue to take on the challenge to deliver our innovative pharmaceutical products to more patients more quickly.

I would like to ask for your continued support and cooperation.



Hiroyuki Okuzawa
Representative Director, President and COO

Start date of electronic provision measure: May 20,2024
Sending date of paper-based documents: May 28,2024

To Our Shareholders

Hiroyuki Okuzawa
Representative Director, President and COO
Daiichi Sankyo Company, Limited
3-5-1, Nihonbashi Honcho, Chuo-ku, Tokyo, Japan

CONVOCATION NOTICE OF THE 19TH ORDINARY GENERAL SHAREHOLDERS MEETING

Daiichi Sankyo Company, Limited (“the Company”) is pleased to announce that its 19th Ordinary General Shareholders Meeting will be held as described below.

The Company takes the electronic provision measure when convening the meeting in accordance with the provisions of the Companies Act, and posts the information that constitutes the content of Reference Documents for the General Shareholders Meeting, etc. (matters for which the electronic provision measure for information is to be taken) on the website shown below.

■ The Company’s Website:

<https://www.daiichisankyo.com/investors/shareholders/meetings/>

■ Tokyo Stock Exchange (“TSE”) website (Listed Company Search):

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

* After accessing the website, enter “Daiichi Sankyo Company, Limited” in the issue name or “4568” in the code, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information” to confirm the information.

If you are unable to attend on the day, you can exercise your voting rights online or in writing. Please check the Reference Documents for the 19th Ordinary General Shareholders Meeting, refer to page 5, and exercise your voting rights by 5:30 p.m. June 14, 2024 (Friday).

1. Date and Time: June 17, 2024, Monday at 10 a.m. (Japan Time) (Reception starts at 9 a.m.)
2. Place: Royal Hall, Royal Park Hotel 3F
1-1, Nihonbashi-Kakigaracho 2-chome, Chuo-ku, Tokyo, Japan
3. Purpose of the Meeting:
Matters to be Reported:
 1. Reports on the Business Report, the Consolidated Financial Statements for the 19th Fiscal Year (from April 1, 2023 to March 31, 2024); and Audit Reports of the Consolidated Financial Statements by the Accounting Auditors and Audit & Supervisory Board
 2. Reports on the Non-consolidated Financial Statements for the 19th Fiscal Year (from April 1, 2023 to March 31, 2024)

Proposals to be Resolved:

First Proposal: Appropriation of Surplus
Second Proposal: Election of Ten (10) Directors

- If you are unable to attend the Meeting in person, you may choose one shareholder holding voting rights of the Company as a proxy to attend the Meeting. However, in this case, submission of a document evidencing the proxy’s power of representation is required.
- If neither approval nor disapproval for the proposals is indicated on the voting form, the Company will deem that you indicated your approval for the Company’s proposals.
- The following items are not included in the paper-based documents delivered to shareholders who have requested it, in accordance with laws and ordinances, and Article 16-2 of the Company’s Articles of Incorporation.
 - < Business Report >
 - Status of Subscription Rights to Shares
 - Internal Control System

- Matters regarding Accounting Auditors
- Basic Policy regarding Moves toward Large-Scale Acquisition of Company's Share

<Consolidated Financial Statements>

- Consolidated Statement of Changes in Equity
- Notes to Consolidated Financial Statements

<Non-consolidated Financial Statements>

- Non-consolidated Statement of Changes in Net Assets
- Notes to Non-consolidated Financial Statements

Accordingly, the document that is delivered to shareholders is part of the documents included in the scope of audits by Audit & Supervisory Board Members and Accounting Auditors when they prepare their respective audit reports.

- If revisions to the matters subject to the electronic provision measure arise, the details of the revisions will be posted on the respective websites where the matters are posted.

Flow of General Shareholders Meeting

● Before the Meeting

Information on exercising voting rights:

Please exercise your voting rights by no later than 5:30 p.m. on June 14, 2024, Friday (Japan Time).

Exercise of voting rights by mail:

Please indicate your approval or disapproval for the proposals on the enclosed voting form and send the form back to the Company, so that we receive it by the deadline above.

Points to Note

- ✓ If your voting rights are exercised both by mail and via the internet, we will consider the exercise via the Internet to be valid.
 - ✓ If your voting rights are exercised more than once via the Internet, we will consider the latest vote to be valid.
 - ✓ All costs associated with the access to the voting website (<https://evote.tr.mufg.jp/>) (cost of dial-up connections, telephone tolls, etc.) need to be borne by the shareholder.
 - ✓ Please note that shareholders cannot exercise the rights on the website between 2:30 a.m. and 4:30 a.m. (Japan Time) each day due to maintenance and inspection. Please complete the entry of your voting by the deadline above.
- To institutional investors:
The Company participates in the electronic voting platform for institutional investors operated by ICJ, Inc.

For further assistance regarding the system, please contact:
Transfer Agent Department (Help Desk)
Mitsubishi UFJ Trust and Banking Corporation
Phone: 0120-173-027 (9:00 to 21:00 (Japan Time), toll free (Japan only))

● On the day of the Meeting

If you are visiting to attend the Meeting

Place: Royal Hall, Royal Park Hotel 3F

1-1, Nihonbashi-Kakigaracho 2-chome, Chuo-ku, Tokyo, Japan

Date and Time: June 17, 2024, Monday at 10 a.m. (Japan Time) (Reception starts at 9 a.m.)

Shareholders visiting to attend the Meeting should submit their voting rights exercise form.
Please submit it at the reception desk of the Meeting.

If you are watching live distribution

Delivery date and time: From 10:00 am on June 17, 2024, Monday to the close of the Meeting
(The distribution page is scheduled to open around 9:30 am.)

● After the Meeting

- ✓ You can watch video on-demand distribution.
It will be published on the Company's website after the Meeting.
- ✓ You can check the results of the resolution.
The final tally of voting rights will also be disclosed.

Information on live distribution of the Ordinary General Shareholders Meeting and accepting queries in advance:

We will broadcast live on the website only for the shareholders, “Engagement Portal,” so that you can see the state of the Ordinary General Shareholders Meeting from your home. Shareholders may submit prior questions regarding the purpose of the Meeting via the website. Please utilize it as well.

the site only for the Shareholders “Engagement Portal”	https://engagement-portal.tr.mufg.jp/
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- Login to the page of the Company’s General Shareholders Meeting
Please enter the ID and the password stated in voting rights exercise form.

Precautions:

- Even if the password has been changed when exercising your voting rights, please enter the temporary password stated in the voting form as is to log in to Engagement Portal.
- Please read the Terms of Use, check the “I agree to the Terms of Use” checkbox, and press the login button.
- Communication charges for viewing will be borne by each shareholder.
- Internet Explorer is not available. For the recommended environment for this website, please refer to the end of the list of questions & answers about “Engagement Portal.”
(The list of questions & answers about “Engagement Portal” of Mitsubishi UFJ Trust and Banking Corporation: <https://www.tr.mufg.jp/daikou/pdf/faq.pdf>)

Assistance regarding how to login to the site only for the Shareholders:

Mitsubishi UFJ Trust and Banking Corporation 0120-676-808 (9:00 to 17:00 excluding weekends and holidays (Japan Time), toll free (Japan only))

Information on acceptance of advance queries:

Prior to the Meeting, we are accepting queries from shareholders.

Deadline for submitting advance queries: 5:30pm on June 10, 2024, Monday

Points to Note

- Your queries are limited to those related to the purpose of the Meeting.
- Among the queries we received in advance, we plan to answer those that we believe will be of interest to many shareholders on the day of the Meeting.
- Please understand that we may not be able to answer all of your queries.

Information on live distribution of the Ordinary General Shareholders Meeting:

Delivery date and time: From 10:00 am on June 17, 2024, Monday to the close of the Ordinary General Shareholders Meeting
(The distribution page is scheduled to open around 9:30 am, 30 minutes before the start time.)

Precautions:

- ✓ Delivery will be in Japanese only.
- ✓ Due to unavoidable circumstances, live distribution may not be possible.
- ✓ Since live distribution viewing is not permitted as the attendance of the ordinary General Shareholders Meeting under the Companies Act of Japan (the “Companies Act”), it is not possible to participate in the resolution of the day, ask questions, exercise voting rights or make motions that are permitted to shareholders at the venue of the Ordinary General Shareholders Meeting. Please exercise your voting rights in advance by using the method shown on page 5.
- ✓ Internet participation of the Meeting is limited to the Shareholders only.
- ✓ Shooting / recording of live distribution and publication on SNS etc. are strictly prohibited.
- ✓ Communication charges for viewing will be borne by each shareholder.

Reference Documents for the 19th Ordinary General Shareholders Meeting

First Proposal: Appropriation of Surplus

The Company regards the distribution of profits to all shareholders as a key management issue. Its basic policy is to pay a stable dividend.

During the fiscal year ended March 31, 2024 (fiscal 2023), the Company paid an interim dividend of JPY20 per share on December 8, 2023. A year-end dividend of JPY30 is also planned, bringing total dividend payments for fiscal 2023 to JPY50 per share.

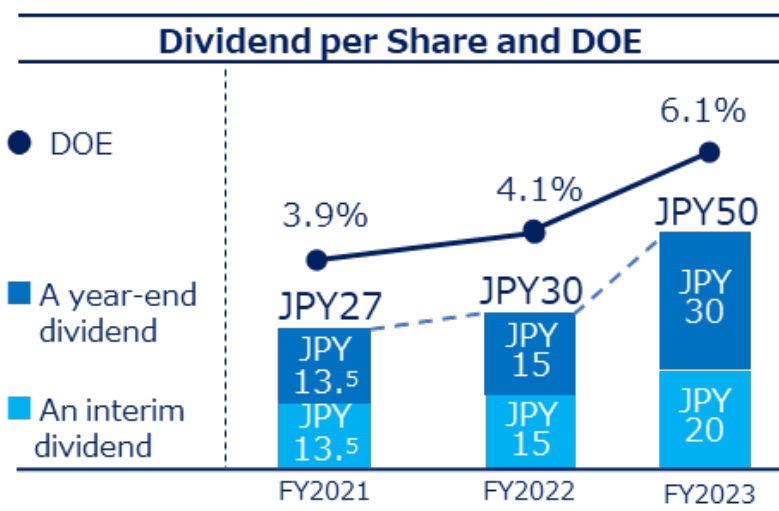
Accordingly, for this fiscal year, the Company proposes to pay year-end dividends as follows.

Matters regarding year-end dividends

- 1) Type of dividend property
Cash
- 2) Matters regarding the assignment of the dividend property to shareholders and the total amount
JPY30 per ordinary share of the Company Total amount: JPY57,525,080,700
- 3) Date on which such distribution of dividends from surplus takes effect
June 18, 2024, Tuesday

(Reference) Shareholder Return Policy in the 5-Year Business Plan (fiscal 2021-2025)

- ✓ Stable returns to shareholders by adopting dividend on equity (DOE) * based on shareholders' equity
- *DOE: Dividend on equity = Total dividend amount / Equity attributable to owners of the Company
- ✓ Target of DOE for fiscal 2025: 8% or more, exceeding the cost of shareholders' equity




Second Proposal: Election of Ten (10) Directors

The terms of office of all nine (9) current Directors will expire at the close of this Ordinary General Shareholders Meeting.

Accordingly, the Company requests approval for the election of ten (10) Directors. Each nominee is voted separately. Candidates for Directors are as follows:


Candidate Number	Name (Age)	Tenure	Number of Board of Directors' meetings attended
1	Sunao Manabe (69) Reelection	10 years	16/16 (100%)
2	Hiroyuki Okuzawa (61) Reelection	3 years	16/16 (100%)
3	Shoji Hirashima (63) Reelection	4 years	16/16 (100%)
4	Takashi Fukuoka (63) Reelection	2 years	16/16 (100%)
5	Kazuaki Kama (75) Reelection Independent Director Outside Director	5 years	16/16 (100%)
6	Sawako Nohara (66) Reelection Independent Director Outside Director	5 years	16/16 (100%)
7	Yasuhiro Komatsu (66) Reelection Independent Director Outside Director	2 years	16/16 (100%)
8	Takaaki Nishii (64) Reelection Independent Director Outside Director	1 year	13/13 (100%)
9	Takashi Matsumoto (60) New election	—	—
10	Yo Honma (68) New election Independent Director Outside Director	—	—

Candidate No. 1		
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 14, 2024)	
 <p>Sunao Manabe (Aug. 5, 1954 (69)) Candidate for Director Reelection</p>	<p>Apr. 1978 Joined Sankyo Company, Limited (“Sankyo”) Jul. 2005 Vice President, Medicinal Safety Research Laboratories of Sankyo Apr. 2007 Vice President, Medicinal Safety Research Laboratories of the Company Apr. 2009 Corporate Officer, Vice President of Global Project Management Department, R&D Division of the Company Apr. 2011 Corporate Officer, Head of Group HR & CSR of the Company Apr. 2012 Corporate Officer, Vice President of Corporate Strategy Department, Corporate Strategy Division of the Company Apr. 2014 Executive Officer, President of Japan Company and Head of Business Intelligence Division of the Company Jun. 2014 Director, Executive Officer, President of Japan Company and Head of Business Intelligence Division of the Company Apr. 2015 Director, Senior Executive Officer, In Charge of Global Sales & Marketing of the Company Apr. 2016 Director, Executive Vice President, Head of General Affairs & Human Resources Division, and Medical Affairs Division of the Company¹⁾ Jun. 2016 Representative Director, Executive Vice President, Head of General Affairs & Human Resources Division, and Medical Affairs Division of the Company¹⁾ Apr. 2017 Representative Director, President and COO of the Company Jun. 2019 Representative Director, President and CEO of the Company Apr. 2023 Representative Director, Executive Chairperson and CEO of the Company (to present)</p>	
	<p>1) Appointed also as the Head of General Affairs & Human Resources Unit in the Global Management Structure of Daiichi Sankyo Group</p>	
	Number of Shares of the Company Held	160,812
	Number of years as a Director	Ten (10) years at the close of this Ordinary General Shareholders Meeting
	Rate of attendance in the Board meeting	16/16 meetings (100%)
	Reason for nomination as a candidate for Director	
	<p>Sunao Manabe has been involved in research, development, international business, general affairs & human resources, corporate strategy, global sales & marketing and medical affairs in the Company, and served as a Director since 2014, Representative Director, President and COO since 2017, Representative Director, President and CEO since 2019 and Representative Director, Executive Chairperson and CEO since 2023.</p> <p>At the Board, he has appropriately fulfilled the role of decision making and supervision of business execution by making useful remarks and proposals, based on the above experience, professional expertise, and representative position of the Company.</p> <p>Also, he has appropriately made proposals and responded to inquiries at both the Nomination Committee and the Compensation Committee from the standpoint of representing the business execution, based on the policies of both committees, and has contributed to strengthen management oversight function of both committees.</p> <p>The Company has again nominated him as a candidate of Director, expecting him to continue to fulfill the above roles.</p>	
	Note	
	<p>1. There is no special interest between Sunao Manabe and the Company. 2. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company.</p>	

The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.

The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas.


If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2024.

Candidate No. 2	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 14, 2024)
 <p>Hiroyuki Okuzawa (Oct. 31, 1962 (61)) Candidate for Director Reelection</p>	Apr. 1986 Joined Sankyo Company, Limited
	Apr. 2017 Vice President of Business Planning Department, ASCA Company of the Company
	Apr. 2018 Corporate Officer, President of ASCA Company of the Company ¹⁾
	Apr. 2021 Executive Officer, Head of Corporate Planning & Management Division and CFO of the Company ²⁾
	Jun. 2021 Director, Executive Officer, Head of Corporate Planning & Management Division and CFO of the Company ²⁾
	Apr. 2022 Director, Senior Executive Officer, Head of Corporate Planning & Management Division and CFO of the Company ²⁾
	Apr. 2023 Representative Director, President and COO of the Company (to present)
	<p>1) Appointed also as the President of ASCA Company in the Global Management Structure of Daiichi Sankyo Group</p> <p>2) Appointed also as the Head of Corporate Planning & Management Unit in the Global Management Structure of Daiichi Sankyo Group</p>
Number of Shares of the Company Held	45,706
Number of years as a Director	Three (3) years at the close of this Ordinary General Shareholders Meeting
Rate of attendance in the Board meeting	16/16 meetings (100%)
Reason for nomination as a candidate for Director	<p>Hiroyuki Okuzawa has been involved in international business, corporate strategy, human resources, corporate planning & management in the Company, and has served as a Corporate Officer since 2018, Director and CFO since 2021 and Representative Director, President and COO since 2023.</p> <p>At the Board, he has appropriately fulfilled the role of decision making and supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and the viewpoint of the entire business as CFO and COO of the Company.</p> <p>Also, he has appropriately made proposals and responded to inquiries at both the Nomination Committee and the Compensation Committee from the standpoint of representing the business execution, based on the policies of both committees, and has contributed to strengthen management oversight function of both committees.</p> <p>The Company has again nominated him as a candidate of Director, expecting him to continue to fulfill the above roles.</p>
Note	<p>1. There is no special interest between Hiroyuki Okuzawa and the Company.</p> <p>2. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by</p>


the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.

The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas.

If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2024.

Candidate No. 3	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 14, 2024)
 <p>Shoji Hirashima (Mar. 6, 1961 (63))</p> <p>Candidate for Director</p> <p>Reelection</p>	<p>Apr. 1988 Joined Daiichi Pharmaceutical Company, Limited</p> <p>Apr. 2010 CEO, U3 Pharma GmbH</p> <p>Apr. 2015 Vice President, Corporate Strategy Department, Corporate Strategy Division of the Company</p> <p>Apr. 2016 Vice President of Corporate Strategy Department and Senior Director of Oncology Business Group, Corporate Strategy Division of the Company</p> <p>Apr. 2017 Corporate Officer, Vice President of Corporate Business Management Department, Corporate Strategy and Management Division</p> <p>Apr. 2019 Executive Officer, Head of Global Brand Strategy Division of the Company¹⁾</p> <p>Apr. 2020 Senior Executive Officer, Head of Global Brand Strategy Division of the Company¹⁾</p> <p>Jun. 2020 Director, Senior Executive Officer, Head of Global Brand Strategy Division of the Company¹⁾</p> <p>Apr. 2021 Director, Senior Executive Officer, Head of Corporate Strategy Division of the Company²⁾</p> <p>Apr. 2022 Director, Senior Executive Officer, Head of Japan Business Unit of the Company³⁾</p> <p>Jun. 2022 Representative Director, Senior Executive Officer, Head of Japan Business Unit of the Company³⁾ (to present)</p>
	<p>1) Appointed also as the Head of Global Brand Strategy Unit in the Global Management Structure of Daiichi Sankyo Group</p> <p>2) Appointed also as the Head of Corporate Strategy Unit in the Global Management Structure of Daiichi Sankyo Group</p> <p>3) Appointed also as the Head of Japan Business Unit in the Global Management Structure of Daiichi Sankyo Group</p>
	<p>Number of Shares of the Company Held 72,930</p>
	<p>Number of years as a Director Four (4) years at the close of this Ordinary General Shareholders Meeting</p> <p>Rate of attendance in the Board meeting 16/16 meetings (100%)</p>
	<p>Reason for nomination as a candidate for Director</p> <p>Shoji Hirashima has been involved in research and development, international business, corporate strategy, brand strategy and oncology business, and served as a Corporate Officer since 2017, Director since 2020 and Representative Director since 2022.</p> <p>At the Board, he has appropriately fulfilled the role of decision making and supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and the viewpoint of the entire business of the Company.</p> <p>The Company has again nominated him as a candidate of Director, expecting him to continue to fulfill the above roles.</p>


<p>Note</p> <ol style="list-style-type: none"> 1. There is no special interest between Shoji Hirashima and the Company. 2. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2024.
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Candidate No. 4	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 14, 2024)
 <p>Takashi Fukuoka (Apr. 27, 1961 (63)) Candidate for Director Reelection</p>	Apr. 1987 Joined Sankyo Company, Limited
	Apr. 2013 Vice President of Venture Science Laboratories, R&D Division of the Company
	Apr. 2019 Corporate Officer, Executive Vice President, R&D Affairs, Daiichi Sankyo, Inc.
	Apr. 2022 Executive Officer, Head of Corporate Strategy Division of the Company ¹⁾
	Jun. 2022 Director, Executive Officer, Head of Corporate Strategy Division of the Company ¹⁾
Apr. 2023 Director, Senior Executive Officer, Head of Global Corporate Strategy of the Company ²⁾ (to present)	<p>1) Appointed also as the Head of Corporate Strategy Unit in the Global Management Structure of Daiichi Sankyo Group</p> <p>2) Appointed also as the Head of Global Corporate Strategy and CStO (Chief Strategy Officer) in the Global Management Structure of Daiichi Sankyo Group</p>
Number of Shares of the Company Held	17,666
Number of years as a Director	Two (2) years at the close of this Ordinary General Shareholders Meeting
Rate of attendance in the Board meeting	16/16 meetings (100%)
Reason for nomination as a candidate for Director	
<p>Takashi Fukuoka has been involved in research and development, international business, and corporate strategy in the Company, and has served as a Corporate Officer since 2019, Director since 2022 and CStO (Chief Strategy Officer) of Daiichi Sankyo Group since 2023.</p> <p>At the Board, he has appropriately fulfilled the role of decision making and supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and the viewpoint of the entire business of the Company.</p> <p>The Company has again nominated him as a candidate of Director, expecting him to continue to fulfill the above roles.</p>	
Note	
<ol style="list-style-type: none"> 1. There is no special interest between Takashi Fukuoka and the Company. 2. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors 	

and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.


The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas.

If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2024.

Candidate No. 5		
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 14, 2024)	
 <p>Kazuaki Kama (Dec. 26, 1948 (75))</p> <p>Candidate for Outside Director</p> <p>Independent Director</p> <p>Reelection</p>	<p>Jul. 1971 Joined Ishikawajima-Harima Heavy Industries Co., Ltd. (currently, IHI Corporation)</p> <p>Jun. 1987 Executive Vice President of IHI INC. (New York)</p> <p>Jul. 2002 Associate Director and Deputy General Manager of Finance and Accounting Division of Ishikawajima-Harima Heavy Industries Co., Ltd.</p> <p>Jun. 2004 Executive Officer and General Manager of Finance and Accounting Division of Ishikawajima-Harima Heavy Industries Co., Ltd.</p> <p>Apr. 2005 Managing Executive Officer, General Manager of Finance and Accounting Division of Ishikawajima-Harima Heavy Industries Co., Ltd.</p> <p>Jun. 2005 Board Director, Managing Executive Officer, General Manager of Finance and Accounting Division of Ishikawajima-Harima Heavy Industries Co., Ltd.</p> <p>Apr. 2007 President and Chief Executive Officer of Ishikawajima-Harima Heavy Industries Co., Ltd.</p> <p>Apr. 2012 Chairperson of the Board of IHI Corporation</p> <p>Apr. 2016 Board Director of IHI Corporation</p> <p>Jun. 2016 Executive Corporate Advisor of IHI Corporation</p> <p>Jun. 2019 Outside Director of the Company (to present)</p> <p>Apr. 2020 Senior Advisor of IHI Corporation (to present)</p> <p>Jun 2023 Chairperson of the Board of the Company (to present)</p>	
	Number of Shares of the Company Held	4,900
	Number of years as a Director	Five (5) years at the close of this Ordinary General Shareholders Meeting
	Rate of attendance in the Board meeting	16/16 meetings (100%)
	Material concurrent positions	Senior Advisor of IHI Corporation Outside Director of Japan Exchange Group, Inc.
	Reason for nomination as a candidate for Outside Director	<p>Kazuaki Kama has a wealth of experience and a wide range of knowledge in corporate management and financial accounting, from his experience as a company manager at a heavy industry manufacturer.</p> <p>He has chaired and managed the Board of Directors since Jun. 2023 as the Chairperson of the Board. At the Board, he has appropriately fulfilled the role of supervision of business execution, having contributed to the separation of execution and supervision by making useful remarks and recommendations, based on the above experience, professional expertise, and objective standpoint.</p> <p>In addition, as a member of the Nomination Committee and the Compensation committee, he has made statements actively from an outside perspective, having contributed to strengthen management oversight function of both committees.</p> <p>The Company has again nominated him as a candidate of Outside Director, expecting him to continue to fulfill the above roles.</p>

Note

1. There is no special interest between Kazuaki Kama and the Company.
2. The Tokyo Stock Exchange, Inc. (hereinafter referred to as the “TSE”), for which Kazuaki Kama serves as an outside auditor, had a failure in the stock trading system in October 2020 and all transactions on the TSE were suspended all day. In response to this, in November 2020, the Financial Services Agency imposed an improvement order to TSE, having recognized that there was a defect in the setting of the automatic switching function of the device in which the failure occurred and that the TSE rules regarding the resumption of trading were not sufficient. Since before the occurrence of the event, Kazuaki Kama has made appropriate proposals for stable and reliable market management at the Board meeting of TSE. After the event happening, based on the investigation report by the “Investigation Committee by Independent Outside Directors Concerning System Failures” established by Japan Exchange Group Inc., which is the parent company of TSE, Kazuaki Kama made appropriate recommendations regarding matters such as recurrence prevention measures, and has fulfilled his responsibilities.
3. Kazuaki Kama satisfies the requirements for Independent Directors/Corporate Auditors as provided for by the Tokyo Stock Exchange and criteria for independence as Outside Directors provided by the Company, and the Company has filed him as an Independent Director with the aforementioned stock exchange. If the election of Kazuaki Kama is approved at the Meeting, he will continue to be designated as an Independent Director.
4. With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Kazuaki Kama to limit his liability in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreement), and the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances. If the election of Kazuaki Kama is approved at the Meeting, we will continue the Liability Limitation Agreement on the same terms and conditions.
5. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.
The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2024.


Candidate No. 6	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 14, 2024)
 <p>Sawako Nohara (Jan. 16, 1958 (66))</p> <p>Candidate for Outside Director</p> <p>Independent Director</p> <p>Reelection</p>	<p>Apr. 1980 Joined Mitsubishi Petrochemical Co., Ltd. (currently, Mitsubishi Chemical Corporation)</p> <p>Dec. 1988 Joined Life Science Institute Co., Ltd.</p> <p>Jul. 1995 Joined InfoCom Research, Inc.</p> <p>Jul. 1998 Head of the E-Commerce Business Development Group of InfoCom Research, Inc.</p> <p>Dec. 2001 President of IPSe Marketing, Inc. (to present)</p> <p>Jun. 2006 Outside Director of the Board of NEC Corporation</p> <p>Oct. 2009 Project Professor of the Graduate School of Media and Governance, Keio University</p> <p>Jun. 2012 Audit & Supervisory Board Member of Sompo Japan Insurance Inc.</p> <p>Jun. 2013 Outside Director of the Board of NKSJ Holdings, Inc. (currently, Sompo Holdings, Inc.)</p> <p>Jun. 2014 Outside Director of the Board of Nissha Printing Co., Ltd. (currently, Nissha Co., Ltd.)</p> <p>Jun. 2014 Outside Director of the Board of JAPAN POST BANK Co., Ltd.</p> <p>Jun. 2018 Outside Audit & Supervisory Board Member of Tokyo Gas Co., Ltd.</p> <p>Jun. 2019 Outside Director of the Company (to present)</p> <p>Apr. 2020 Project Professor of the Graduate School of Media and Governance, Keio University</p> <p>Jun. 2021 Outside Director of Tokyo Gas Co., Ltd.</p> <p>Jun. 2021 Outside Director of Keikyu Corporation (to present)</p>

	Jun.	2022	Outside Director of Resona Holdings, Inc. (to present)
Number of Shares of the Company Held		1,700	
Number of years as a Director Five (5) years at the close of this Ordinary General Shareholders Meeting			
Rate of attendance in the Board meeting 16/16 meetings (100%)			
Material concurrent positions President of IPSe Marketing, Inc. Outside Director of Keikyu Corporation Outside Director of Resona Holdings, Inc.			
Reason for nomination as a candidate for Outside Director			
<p>Sawako Nohara has a wealth of experience and a wide range of knowledge in corporate management, IT, business, and marketing strategy, from her experience as a company founder and manager related to the internet and digital business.</p> <p>At the Board, she has appropriately fulfilled the role of supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and objective standpoint.</p> <p>In addition, she has appropriately chaired and managed the Compensation Committee as the chair (since June 2022), and as a member of the Nomination Committee, she has made beneficial statements and has contributed to strengthen management oversight function of both committees.</p> <p>The Company has again nominated her as a candidate of Outside Director, expecting her to continue to fulfill the above roles.</p>			
Note			
<ol style="list-style-type: none"> There is no special interest between Sawako Nohara and the Company. Sompo Japan Insurance Co., Ltd., a consolidated subsidiary of Sompo Holdings Co., Ltd., where Sawako Nohara served as an outside director until June 2021, received business improvement orders from the Financial Services Agency on December 26, 2023 due to actions that were considered to be in violation of the Antimonopoly Act, actions that were inappropriate in light of the purpose of the law, and problems with the system behind these actions, and on January 15, 2024 due to matters that raised doubts about the appropriateness of Big Motor Co., Ltd.'s response and others regarding inappropriate insurance claims based on fraudulent acts by it and its subsidiaries. Based on the provisions of the Insurance Business Act, Sompo Holdings, Inc. has received a business improvement order from the Financial Services Agency regarding the management of Sompo Japan Insurance Co., Ltd. Although she was not aware of any of these facts during her term as an outside director of the company, she regularly provided opinions and recommendations from the perspective of legal compliance. Sawako Nohara satisfies the requirements for Independent Directors/Corporate Auditors as provided for by the Tokyo Stock Exchange and criteria for independence as Outside Directors provided by the Company, and the Company has filed her as an Independent Director with the aforementioned stock exchange. If the election of Sawako Nohara is approved at the Meeting, she will continue to be designated as an Independent Director. With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Sawako Nohara to limit her liability in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreement), and the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances. If the election of Sawako Nohara is approved at the Meeting, we will continue the Liability Limitation Agreement on the same terms and conditions. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality. The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If her election is approved at the Meeting, the Company plans to include her as an insured under the insurance policy and renew the said policy in July 2024. 			

Candidate No. 7		
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 14, 2024)	
 <p>Yasuhiro Komatsu (Oct 25, 1957 (66))</p> <p>Candidate for Outside Director</p> <p>Independent Director</p> <p>Reelection</p>	<p>Aug. 1998 Chief, Department of nephrology, St. Luke's International Hospital</p> <p>Nov. 2007 Director, Kidney center. St. Luke's International Hospital</p> <p>Jan. 2011 Vice President, Chief Quality and Safety Officer, St. Luke's International Hospital</p> <p>Nov. 2017 Chairman and Professor, Department of Healthcare Quality and Safety, Graduate School of Medicine, Gunma University</p> <p>Nov. 2017 Director, Department of Healthcare Quality and Safety, Gunma University Hospital</p> <p>Apr. 2018 Vice president (in charge of hospital function evaluation certification), Gunma University Hospital</p> <p>Jun. 2022 Outside Director of the Company (to present)</p> <p>Apr. 2023 Professor Emeritus and Professor (Specially appointed for Quality & Safety Science) at Gunma University (to present)</p> <p>Apr. 2023 Advisory Board Member, Gunma University Hospital (to present)</p> <p>Apr. 2023 Vice president, Itabashi Chuo Medical Center (to present)</p>	
	Number of Shares of the Company Held 0	
	<p>Number of years as a Director Two (2) years at the close of this Ordinary General Shareholders Meeting</p> <p>Rate of attendance in the Board meeting 16/16 meetings (100%)</p> <p>Material concurrent positions Professor Emeritus and Professor (Specially appointed for Quality & Safety Science) at Gunma University Vice president of Itabashi Chuo Medical Center Advisory Board Member of Gunma University Hospital</p>	
	<p>Reason for nomination as a candidate for Outside Director</p> <p>Yasuhiro Komatsu has a wealth of experience and a wide range of knowledge in medical care, clinical governance, public health, drug safety and risk management, from his experience as a medical doctor.</p> <p>At the Board, he has appropriately fulfilled the role of supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and objective standpoint.</p> <p>In addition, as a member of the Nomination Committee and the Compensation Committee, he has made statements actively from an outside perspective, having contributed to strengthen management oversight function of both committees.</p> <p>The Company has again nominated him as a candidate of Outside Director, expecting him to continue to fulfill the above roles.</p>	
	<p>Note</p> <ol style="list-style-type: none"> There is no special interest between Yasuhiro Komatsu and the Company. Yasuhiro Komatsu satisfies the requirements for Independent Directors/Corporate Auditors as provided for by the Tokyo Stock Exchange and criteria for independence as Outside Directors/Corporate Auditors provided by the Company, and the Company has filed him as an Independent Director with the aforementioned stock exchange. If the election of Yasuhiro Komatsu is approved at the Meeting, he will continue to be designated as an Independent Director. With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Yasuhiro Komatsu to limit his liability in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreement), and the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances. If the election of Yasuhiro Komatsu is approved at the Meeting, we will continue the Liability Limitation Agreement on the same terms and conditions. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The 	


insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.

The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2024.


Candidate No. 8	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 14, 2024)
 <p>Takaaki Nishii (Dec 27, 1959 (64))</p> <p>Candidate for Outside Director</p> <p>Independent Director</p> <p>Reelection</p>	<p>Apr. 1982 Joined Ajinomoto Co., Inc.</p> <p>Jul. 2004 Member of the Board, Ajinomoto Frozen Foods Co., Inc.</p> <p>Jun. 2007 Corporate Vice President, Ajinomoto Frozen Foods Co., Inc.</p> <p>Jun. 2011 Corporate Executive Officer, Ajinomoto Co., Inc.</p> <p>Jun. 2013 Member of the Board & Corporate Vice President, Ajinomoto Co., Inc.</p> <p>Aug. 2013 President, Ajinomoto do Brasil Indústria e Comércio de Alimentos Ltda.</p> <p>Jun. 2015 Representative Director, President & Chief Executive Officer, Ajinomoto Co., Inc.</p> <p>Jun. 2021 Director, Representative Executive Officer, President & CEO, Ajinomoto Co., Inc.</p> <p>Apr. 2022 Director, Executive Officer, Ajinomoto Co., Inc.</p> <p>Jun. 2022 Senior Corporate Advisor, Ajinomoto Co., Inc. (to present)</p> <p>Jun. 2023 Outside Director of the Company (to present)</p>
	Number of Shares of the Company Held 1,900
	<p>Number of years as a Director One (1) year at the close of this Ordinary General Shareholders Meeting</p> <p>Rate of attendance in the Board meeting 13/13 meetings (100%) (after his assumption of office in June 2023)</p> <p>Material concurrent positions Senior Corporate Advisor of Ajinomoto Co., Inc. Outside Director of Kao Corporation</p>
	<p>Reason for nomination as a candidate for Outside Director</p> <p>Takaaki Nishii has a wealth of experience and a wide range of knowledge in corporate management, global business, and human resources from his experience as a company manager at a food and amino acids material manufacturer.</p> <p>At the Board, he has appropriately fulfilled the role of supervision of business execution by making useful remarks and recommendations, based on the above experience, professional expertise, and objective standpoint.</p> <p>In addition, he has appropriately chaired and managed the Nomination Committee as the chair (since June 2023), and as a member of the Compensation Committee, he has made beneficial statements and has contributed to strengthen management oversight function of both committees.</p> <p>The Company has again nominated him as a candidate of Outside Director, expecting him to continue to fulfill the above roles.</p>

Note

1. There is no special interest between Takaaki Nishii and the Company.
2. Takaaki Nishii satisfies the requirements for Independent Directors/Corporate Auditors as provided for by the Tokyo Stock Exchange and criteria for independence as Outside Directors provided by the Company, and the Company has filed him as an Independent Director with the aforementioned stock exchange. If the election of Takaaki Nishii is approved at the Meeting, he will continue to be designated as an Independent Director.
3. With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Takaaki Nishii to limit his liability in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreement), and the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances. If the election of Takaaki Nishii is approved at the Meeting, we will continue the Liability Limitation Agreement on the same terms and conditions.
4. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.
The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas. If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2024.

Candidate No. 9	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 14, 2024)
 Takashi Matsumoto (Feb. 6, 1964 (60)) Candidate for Director New election	Apr. 1987 Joined Daiichi Pharmaceutical Company, Limited Apr. 2019 Vice President of Human Resources Department, General Affairs Division of the Company Apr. 2021 Corporate Officer, In charge of Human Resources, General Affairs of the Company. Apr. 2023 Executive Officer, Head of Global HR of the Company ¹⁾ (to present) 1) Appointed also as the Head of Global HR and CHRO (Chief Human Resources Officer) in the Global Management Structure of Daiichi Sankyo Group
Number of Shares of the Company Held 42,835	
Reason for nomination as a candidate for Director Takashi Matsumoto has been involved in human resources, business administration, international business in the Company, and has served as a Corporate Officer since 2021 and as CHRO since 2023. The Company has nominated him as a candidate for Director, expecting him to ensure and enhance the effectiveness of the decision making and supervision of Board of Directors by leveraging a wealth of experience and a wide range of knowledge.	
Note <ol style="list-style-type: none"> 1. There is no special interest between Takashi Matsumoto and the Company. 2. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc. is not impaired by establishing certain reasons for coverage exclusion, such as damages arising 	

from performance of an illegal act with full knowledge of its illegality.
The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas.
If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2024.

Candidate No. 10	
Name (Date of Birth (Age))	Career Summary, Positions, Assignments, and Material Concurrent Positions (as of May 14, 2024)
 <p>Yo Honma (May 8, 1956 (68))</p> <p>Candidate for Outside Director</p> <p>Independent Director</p> <p>New election</p>	<p>Apr. 1980 Joined Nippon Telegraph and Telephone Public Corporation (known as NTT)</p> <p>Jun. 2014 Director, Executive Vice President, and Company President, Enterprise IT Services Company of NTT DATA Corporation</p> <p>Jul. 2015 Executive Vice President of NTT DATA Corporation</p> <p>Jun. 2016 Representative Director and Senior Executive Vice President of NTT DATA Corporation</p> <p>Jun. 2018 President and Chief Executive Officer, Representative Director of NTT DATA Corporation</p> <p>Jul. 2023 President and Chief Executive Officer, Representative Director of NTT DATA Group Corporation (to present)</p>
	Number of Shares of the Company Held 0
	<p>Material concurrent positions</p> <p>President and Chief Executive Officer, Representative Director of NTT DATA Group Corporation (Scheduled to retire in June 2024)</p> <p>Chief Corporate Advisor of NTT DATA Group Corporation (Scheduled to take office in July 2024)</p>
	<p>Reason for nomination as a candidate for Outside Director</p> <p>Yo Honma has a wealth of experience and a wide range of knowledge in corporate management and IT / digital technology, from his experience as a company manager in the information and communication field.</p> <p>The Company has nominated him as a candidate for Director, expecting him to ensure and enhance the effectiveness of the decision making and supervision of the Board by leveraging a wealth of experience and a wide range of knowledge.</p>
	<p>Note</p> <ol style="list-style-type: none"> There is no special interest between Yo Honma and the Company. Yo Honma satisfies the requirements for Independent Directors/Corporate Auditors as provided for by the Tokyo Stock Exchange and criteria for independence as Outside Directors provided by the Company, and the Company has filed him as an Independent Director with the aforementioned stock exchange. If the election of Yo Honma is approved at the Meeting, he will be designated as an Independent Director. With regard to liability for damages under Article 423, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Yo Honma to limit his liability in accordance with the Articles of Incorporation in cases falling under the requirements defined in laws and ordinances (Liability Limitation Agreement), and the maximum amount of liabilities under such agreement is the minimum liability amount as provided by applicable laws and ordinances. If the election of Yo Honma is approved at the Meeting, we will continue the Liability Limitation Agreement on the same terms and conditions. The Company has entered into a directors and officers, etc. liability insurance policy with an insurance company. The insurance policy covers damages such as compensation for damages and litigation expenses to be borne by the insured in cases where an insured receives a claim for damages from a shareholder, a third party, etc. However, the Company has taken measures to ensure that the appropriateness of execution of duties by directors and officers, etc.

is not impaired by establishing certain reasons for coverage exclusion, such as damages arising from performance of an illegal act with full knowledge of its illegality.

The full amount of the insurance premiums is borne by the Company and Group companies in Japan and overseas.

If his election is approved at the Meeting, the Company plans to include him as an insured under the insurance policy and renew the said policy in July 2024.

(Reference)

Skill Matrix of the Board

The Company has identified the skills (knowledge, experience, and abilities) that the Board should possess to properly fulfill its decision-making and management oversight functions, and has set up Skill Matrix that organizes the possession status of such skills by Directors and Audit & Supervisory Board Members.

In light of our Purpose, Mission, medium- to long-term management direction and business strategy, the Company has identified the nine (9) skills given the functions the Board should have to fulfill, aiming to realize the 2030 Vision “Innovative Global Healthcare Company Contributing to the Sustainable Development of Society” as shown in the 5-year business plan.

The following table shows the composition of the Board when Proposal 2 is approved as originally proposed at this Ordinary General Shareholders Meeting, and the skills possessed by each Director and Audit & Supervisory Board Member.

When appointing Directors, we consider the diversity and balance of these skills.

Audit & Supervisory Board Members are appointed based on the requirements for candidates separately set by Audit & Supervisory Board.

	Name	I	Skill									Qualification
			a	b	c	d	e	f	g	h	i	
Director	Sunao Manabe		✓		✓	✓	✓	✓		✓		Veterinarian
	Hiroyuki Okuzawa		✓	✓		✓	✓	✓				
	Shoji Hirashima		✓	✓	✓	✓	✓		✓			
	Takashi Fukuoka		✓		✓		✓			✓		Veterinarian
	Takashi Matsumoto						✓	✓		✓		
	Kazuaki Kama (Chairperson of the Board)	✓	✓	✓			✓	✓	✓	✓		
	Sawako Nohara	✓	✓		✓	✓				✓	✓	
	Yasuhiro Komatsu	✓			✓			✓	✓			Doctor
	Takaaki Nishii	✓	✓			✓	✓	✓		✓		
	Yo Honma	✓	✓			✓	✓	✓		✓	✓	
Audit & Supervisory Board Member	Kenji Sato				✓			✓	✓			
	Miyuki Arai				✓				✓			Pharmacist
	Yukiko Imazu	✓						✓	✓			Lawyer
	Masako Watanabe	✓		✓					✓			Certified public accountant
	Mitsuhiro Matsumoto	✓						✓	✓			

I: Independent Directors/Corporate Auditors as provided for by the Tokyo Stock Exchange and Outside Directors provided by the Company

- a: Corporate Management/ Management Strategy
- b: Finance/Accounting
- c: Science & Technology
- d: Business Strategy/Marketing
- e: Global Business
- f: Human Resources/Human Resources Development
- g: Legal/Risk Management
- h: Sustainability/ESG
- i: DX/IT

● Board evaluation for fiscal 2023

The Company utilizes the Board evaluation for the Board and Directors themselves to assess their current status and identify issues to be addressed, continuously making efforts to improve the functions and effectiveness of its Board.

The Company has conducted the Board evaluation every fiscal year and addressed the issues identified for improvement through the Board evaluation. In the subsequent Board evaluation, the Company assesses the latest status and confirms the status of improvement from the previous fiscal year.

Implementation method	The Company determines, as the contents and items for evaluation relating to the effectiveness of the Board as a whole, the Board evaluation items including the items to be evaluated by the Directors themselves in addition to the Board evaluation as a whole with reference to the principle and supplementary principle associated with the general principle 4, “Roles and Responsibilities of the Board,” of Japan’s Corporate Governance Code. All Directors and Audit & Supervisory Board Members self-evaluate the above matters by selecting grades and answering free descriptions, and the analysis results and the details are reported to the Board.
Results of the evaluation for fiscal 2023	The result of the Board evaluation for fiscal 2023, concluded that in terms of its roles, responsibilities, operation and composition, The Board of the Company, as well as the Nomination Committee and the Compensation Committee, which are advisory bodies to the Board, are functioning appropriately, and that the effectiveness of the Board as a whole has been ensured. In addition, the Company confirmed that improvements are being made in the items identified as improvement issues in the evaluation of fiscal 2022, with the efforts in fiscal 2023.
Priority measures for fiscal 2024	Drawing on the evaluations of fiscal 2023, the Company endeavors to ensure and improve the functions and effectiveness of its Board. To such end, the Company will continue to implement the following priority measures in fiscal 2024: (1) Enhancement of discussion on key matters for further strengthening the oversight functions of the Board (long-term strategy, medium-term management plan, globalization, etc.) (2) Enhancement in terms of operation for further strengthening of the decision-making functions and oversight functions of the Board (3) Further considerations for optimizing the Board composition

In fiscal 2021, the Company conducted the Board evaluation by a third-party organization. Going forward, the Company plans to conduct the Board evaluation every fiscal year and conduct evaluations by a third-party organization on a regular basis.

● Audit & Supervisory Board evaluation for fiscal 2023

Audit & Supervisory Board evaluation is conducted every fiscal year to heighten its effectiveness of Audit & Supervisory Board.

For fiscal 2023 evaluation, Audit & Supervisory Board established a wide range of evaluation items associated with Audit & Supervisory Board effectiveness. Each Audit & Supervisory Board Member conducted a self-evaluation of Audit & Supervisory Board then discussed those matters.

The results show that it was confirmed that Audit & Supervisory Board largely carries out its activities appropriately and that its effectiveness has been ensured.

In the next fiscal year, Audit & Supervisory Board will pay particular attention to the status of further strengthening corporate functions in the midst of global business expansion, as well as monitoring the progress of building a data-driven management platform..

Regarding the details of the Board evaluation for fiscal 2023, the status of audit by Audit & Supervisory Board Members for fiscal 2023 and the criteria for independence as Outside Directors/Audit & Supervisory Board Members, please refer to the page of our corporate governance in the Company’s website.

https://www.daiichisankyo.com/about_us/governance/

(Reference) Matters related to Corporate Governance

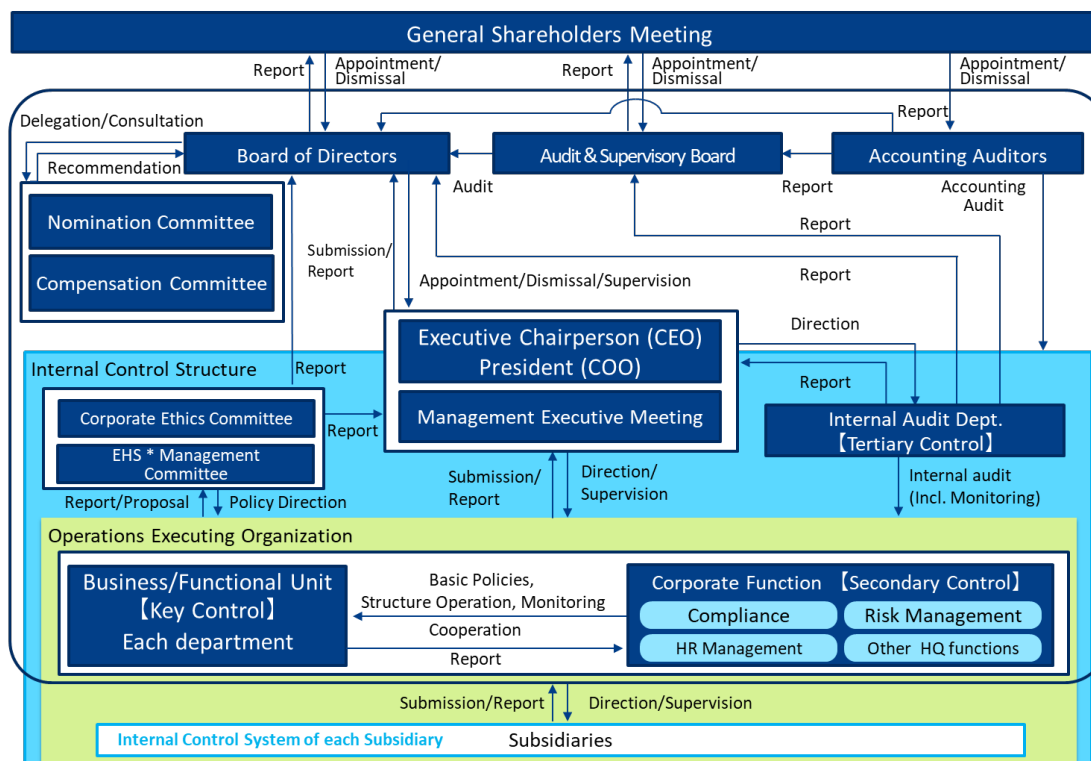
(1) The System regarding Corporate Governance

- In addition to creating a management structure that can respond speedily and flexibly to changes in the business environment, the Daiichi Sankyo is working to secure legal compliance and management transparency and to strengthen oversight of management and the conduct of operations. We place great importance on building up a corporate governance structure that is responsive to the trust of our stakeholders, especially our shareholders.

1) Corporate Governance Structure

- a. To clarify Directors management responsibility and reinforce their oversight of management and the conduct of operations, their terms of office are set at one year, and four out of our nine Directors are Outside Directors. Since June 2020, an Outside director has been appointed chairman of the Board of Directors (the Board).
- b. To ensure management transparency, the Company has established two voluntary committees as advisory bodies to the Board: the Nomination Committee and the Compensation Committee. Both committees respectively deliberate on selections or dismissals of CEO and COO, the succession plan of CEO, selections of Director and Audit & Supervisory Board Member candidates, the compensation policy for Directors, the individual amounts of compensation of Directors, and other matters.
- c. It is comprised by four Outside Directors and one Outside Audit & Supervisory Board Member participates as the observer in each committee.
- d. For audits of legal compliance and soundness of management, the Company has adopted an Audit & Supervisory Board system and established the Audit & Supervisory Board comprising five Audit & Supervisory Board Members, including three Outside Audit & Supervisory Board Members.
- e. The Company prescribes specific criteria on the judgment of independence of Outside Directors and Outside Audit & Supervisory Board Members and basic matters regarding execution of duties by Directors and Audit & Supervisory Board Members.
- f. Under the global management structure, the Management Executive Meeting with CxOs, Unit Heads, and Heads of Global Corporate Functions as members is held as appropriate to deliberate on important matters related to the strategy, policy, and execution of group management, and to contribute to management decision-making.
- g. The Company employs a Corporate Officer System which contributes to appropriate and swift management decision-making and the conduct of operations.
- h. With the aims of ensuring effectiveness and efficiency of operations, ensuring reliability of financial reporting, complying with applicable laws and regulations relevant to business activities, and safeguarding assets, the Company structures its internal control system to consist of self-monitoring carried out by respective organizations which execute its functions (primary controls), policy development and monitoring for respective organizations carried out by the corporate organization (secondary controls), and internal auditing encompassing monitoring carried out by the Internal Audit Department (tertiary controls).

Overview of the Corporate Governance Structure



*EHS: Environment, Health, Safety Management Committee

(2) Policies and Procedures for Appointment/Selection of Directors, Audit & Supervisory Board Members, and CEO

- Directors shall meet the requirement of being personnel of excellent character and insight who contribute to maximizing the corporate value of the Group.
- Directors shall meet the requirements of being appropriate persons with respect to term of office and age, and of being suitably competent of performing timely and accurate judgment, looking at the changes in the business environment while giving importance to the continuance of management policies, etc.
- Directors shall meet the requirements that they are the individuals with expertise, experience, and insight in one or more of the following fields: corporate management and management strategy, finance and accounting, science and technology, business strategy and marketing, global business, human resources and HR development, legal and risk management, sustainability and ESG, and/or DX and IT.
- Directors shall meet the requirements that there shall always be Outside Directors included to strengthen the decision-making functions based on various perspectives and to strengthen the function of supervising conduct of operations.
- In principle, it is a requirement that Outside Directors have no more than three concurrent positions as officers of listed companies, excluding the Company.
- The Company recognizes that ensuring the diversity of Directors particularly in terms of gender, nationality, race, etc. as well as incorporating diverse opinions into management are important for strengthening the decision-making functions and the supervisory function of the Board. The Company will continue to discuss the selection of candidates for Directors with such aspects in mind.
- When selecting the candidates for Directors, the Board shall select the candidates after they have been sufficiently deliberated by the Nomination Committee, of which Outside Directors form a majority.

- Directors should attend Board of Directors meetings and maintain an attendance rate of at least 75% or more unless there are unavoidable circumstances.
- Audit & Supervisory Board Members shall meet the requirement of whether they can fulfil their duties and ensure their independence from the representative directors, Directors, and corporate officers.
- When selecting the candidates for Audit & Supervisory Board Members, the Board shall select the candidates after they have been deliberated by the Nomination Committee, and agreed by the Audit & Supervisory Board.
- Outside Directors and Outside Audit & Supervisory Board Members shall be confirmed to have no problems according to specific criteria on the judgment of independence.
- When selecting the candidates for Directors and Audit & Supervisory Board Members, the General Meeting of Shareholders shall select them after the relevant proposal.
- Candidates for CEO shall be selected based on the successor plan and defined eligibility requirements, etc. that have been repeatedly discussed at the Nomination Committee.
- Selection of CEO and COO (including reelection) shall be determined by resolution of the Board over a recommendation from the Nomination Committee that the Committee submits after sufficient deliberation.

(3) Policies and Procedures for Dismissal of Directors and CEO

- If any Director is found not meeting eligibility requirements or requirements for execution of duties defined in the Companies Act or the Directors Regulations, following deliberation at the Nomination Committee and the Board, the General Meeting of Shareholders shall deem that it meets criteria for dismissal of Directors, and resolve dismissal of such Director after the relevant proposal.
- Dismissal of CEO and COO shall be called into account in light of the Companies Act, defined CEO eligibility requirements or requirements for execution of duties, and determined in the same manner as appointment, by resolution of the Board over a recommendation from the Nomination Committee that the Committee submits after sufficient deliberation.

(4) Activities of the Board, etc.

a. The Board

Chairperson: Outside Director, Kazuaki Kama

- As a general rule, the Board meeting is held once a month. A total of 16 meetings were held in fiscal 2023, and all Directors and Audit & Supervisory Board Members attended all of the meetings.
 - * Of the Board meetings held in fiscal 2023, Takaaki Nishii and Miyuki Arai attended only those held after their appointment on June 19, 2023.

Specific Consideration Items by the Board

- Long-term strategies / Business strategies
- Annual business plan and budget
- Financial results and forecast
- Execution status of business investments
- ESG / Materiality KPI
- Risk management
- Internal audit plans and results
- Selection of candidates for Directors and Audit & Supervisory Board Members
- Selection of Representative Directors and Executive Directors
- Revision of Global Management structure and organizations
- Selection of CxO, unit heads, and head of global corporate function in Global Management structure

- Selection of Corporate Officers
 - Selection of candidate representatives of major Group companies
 - Board evaluation
 - Payment of annual performance-based bonuses to Directors and Corporate Officers
 - Compensation amounts for individual Directors and Corporate Officers
 - Evaluation coefficients for Medium-term performance-based share compensation
 - Payment of monetary compensation receivables for restricted shares and disposal of own shares
 - Daiichi Sankyo Group Monthly Business Report
- b. Audit & Supervisory Board
Chairperson: Audit & Supervisory Board Member, Kenji Sato

- As a general rule, an Audit & Supervisory Board meeting is held once a month. A total of 14 meetings were held in fiscal 2023, and all Audit & Supervisory Board Members attended all of the meetings.
 - * Of Audit & Supervisory Board meetings held in fiscal 2023, Miyuki Arai attended only those held after her appointment on June 19, 2023.

Specific Consideration Items by Audit & Supervisory Board

- Audit policy, audit plans, and division of duties
- Audit Report by Audit & Supervisory Board
- Consent for the Proposal in General Shareholders Meeting “Election of Audit & Supervisory Board Members”
- Evaluation and appointment/ reappointment of Accounting Auditors
- Consent for Remuneration of Accounting Auditors
- Evaluation of the effectiveness of Audit & Supervisory Board
- Internal audit plans and results
- Non-assurance services by provided Accounting Auditors
- Status report on audit by Audit & Supervisory Board Members of domestic Group companies
- Monthly execution status of duties by Audit & Supervisory Board Members

c. Nomination Committee

Chairperson: Outside Director, Takaaki Nishii

Members: Outside Directors, Kazuaki Kama, Sawako Nohara, and Yasuhiro Komatsu

Observer: Outside Audit & Supervisory Board Member, Mitsuhiro Matsumoto

- It has been established to deliberate matters required for selection and dismissal of the CEO/COO, successor plan of the CEO, and selection of candidates for Directors, at the request of the Board, and contribute to the enhancement of management transparency and oversight functions.
- A total of 9 meetings were held in fiscal 2023, and all committee members and observer attended all meetings.
 - * Of the Nomination Committee meetings held in fiscal 2023, Takaaki Nishii attended only those held after his appointment on June 19, 2023.

Specific Consideration Items by the Nomination Committee

- Selection, dismissal, and reelection of CEO/COO
- Selection of candidates for Directors and Audit & Supervisory Board Members
- Selection of CxO, unit heads, and head of global corporate function in Global Management structure
- Selection of Corporate Officers
- Selection of candidate representatives of major Group companies
- Deliberation and reporting items for the Nomination Committee
- Skill Matrix of the Board

d. Compensation Committee

Chairperson: Outside Director, Sawako Nohara

Members: Outside Directors, Kazuaki Kama, Yasuhiro Komatsu, and Takaaki Nishii

Observer: Outside Audit & Supervisory Board Member, Yukiko Imazu

- It has been established to deliberate matters required for a policy on compensation of Directors as well as the individual amounts of compensation at the request of the Board and contribute to the enhancement of management transparency and oversight functions.
- A total of 11 meetings were held in fiscal 2023, and all committee members and observer attended all meetings.

* Of the Compensation Committee meetings held in fiscal 2023, Takaaki Nishii attended only those held after his appointment on June 19, 2023.

Specific Consideration Items by the Compensation Committee

- Individual compensation amounts, bonus payment amounts, and calculation criteria for Directors
- Individual compensation amounts, bonus payment amounts, and calculation criteria for Corporate Officers
- Fiscal 2022 evaluation coefficients for Medium-term performance-based share compensation
- Allocation of restricted shares
- Deliberation and reporting items for the Compensation Committee
- Decision Policy regarding the Content of Individual Compensations of Directors
- Verification of the compensation level for Directors and other officers
- Issues regarding the compensation system

* In September and March, in addition to the usual deliberations, the Nomination Committee and the Compensation Committee held joint meetings to discuss the setting of goals for the CEO and COO and evaluation of both.

Regarding the details, please refer to the page of our corporate governance in the Company's website.

https://www.daichisankyo.com/about_us/governance/

(Reference) Fiscal 2023 performance highlights

	Year ended March 31, 2024	YoY change
Revenue	JPY1,601.7billion	25.3% up
Core operating profit* ¹	JPY195.3billion	59.3% up
Operating profit	JPY211.6billion	75.5% up
Profit attributable to owners of the Company	JPY200.7billion	83.8% up
ROE	12.8%	5.0point up
DOE* ²	6.1%	2.0point up

*¹ Daiichi Sankyo Group discloses core operating profit, which excludes temporary income and expenses from operating profit, as an indicator of ordinary profitability. Temporary income and expenses include gains/losses on sale of non-current assets, gains/losses associated with business restructuring (excluding gains/losses on sales of developed products and products on the market), impairment losses on property, plant and equipment, intangible assets, and goodwill, compensation for damages or settlement, and non-recurring and large gains/losses.

*² Dividend on equity = Total dividend amount / Equity attributable to owners of the Company

●5-Year Business Plan (Fiscal 2021 to Fiscal 2025) Estimate for FY2025 KPIs

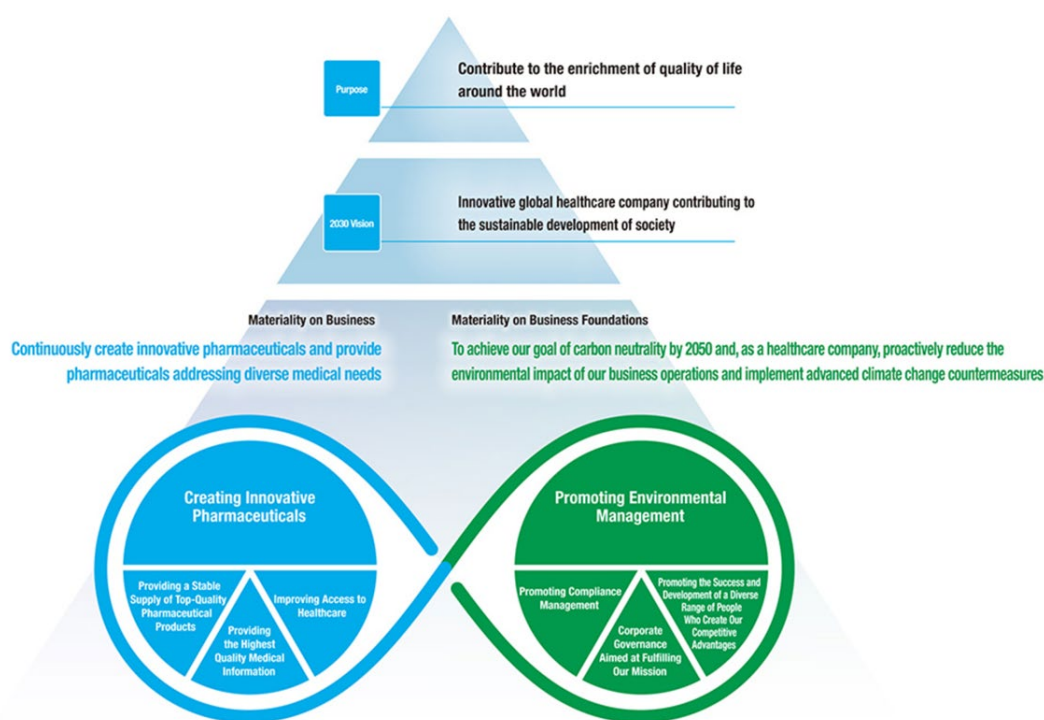
	5YBP Target (Apr. 2021)	Estimate as of Apr. 2024
Revenue	1,600 Bn JPY	2.1 Tr JPY
Revenue in Oncology	> 600 Bn JPY	> 1.0 Tr JPY
Core Operating Profit ratio before R&D expense	40%	40%
ROE	> 16%	> 16%
DOE	> 8%	> 8.5%
Currency rate assumptions	1 USD=105 JPY, 1 EUR=120 JPY	1 USD=145 JPY, 1 EUR=155 JPY

Regarding the details, please refer to the page of our performance highlights in the Company's website.

https://www.daiichisankyo.com/investors/library/quarterly_result/

(Reference) Approach to Sustainability

The Group defines ESG management as “management based on a long-term perspective that enhances both financial and non-financial value by reflecting ESG elements in business strategies,” and we are implementing this management. We define principles to be practiced in all of the Company's activities in order to fulfill its corporate mission and work together with our business to address sustainability issues. At the same time, we are identifying important issues (materiality) for sustainable growth and promoting ESG management.



Regarding the details, please refer to the page of our sustainability in the Company’s website.

<https://www.daiichisankyo.com/sustainability/>

- We do not prepare souvenirs for your commemorative visit.
- In principle, those other than shareholders with voting rights are not allowed to enter the venue.
However, if you need an attendant to enter the venue, please contact us in advance. (03-6225-1111)

Business Report and other information are not included in this paper with the accommodation of a system for providing informational materials for the General Shareholders Meeting in electronic format under the amended Companies Act, whereby, in principle, those materials are viewed on the website.

For shareholders wishing to receive the paper copy from the next meeting onward, please contact the securities company you deal with or Mitsubishi UFJ Trust and Banking Corporation (shareholder registry administrator) shown on the right by the record date of the General Shareholders Meeting (March 31 in the case of the ordinary General Shareholders Meeting).

Shareholders who have already taken steps to request that a paper copy be sent do not need to take steps each time unless otherwise separately informed by the Company.