

This document is an unofficial translation and summary of the Notice of the 73rd General Meeting of Shareholders and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.

Securities code: 9987
June 4, 2019

To our shareholders:

Hiromi Miyata
President and CEO
SUZUKEN CO., LTD.
8 Higashikataha-machi Higashi-ku, Nagoya

NOTICE OF THE 73rd GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 73rd General Meeting of Shareholders of SUZUKEN CO., LTD. (the “Company”) on June 26, 2019, which will be held as described hereunder.

Meeting Details

1. Date and Time: Wednesday, June 26, 2019 at 10:00 a.m. (Japan Standard Time)

2. Venue: 8 Higashikataha-machi Higashi-ku, Nagoya
SUZUKEN Head Office, 2F Hall

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 73rd Fiscal Year (from April 1, 2018 to March 31, 2019) and Reports of Audit on the Consolidated Financial Statements by Financial Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 73rd Fiscal Year (from April 1, 2018 to March 31, 2019)

Items to be resolved:

Proposal 1: Election of Nine (9) Directors

Proposal 2: Election of One (1) Audit & Supervisory Board Member

If any changes have been made to items in the Reference Document for the General Meeting of Shareholders, such changes will be posted on the Company’s website.

SUZUKEN website: <https://www.suzuken.co.jp>

Reference Document for the General Meeting of Shareholders Proposals and Reference Information

Proposal 1: Election of Nine (9) Directors

The terms of office of all nine (9) members of the Board will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect nine (9) members of the Board of Directors.

The candidates are as follows:

No.	Name	Current positions and areas of responsibility in the Company	Attribute
1	Yoshiki Bessho	Chairman of the Board	Re-elected
2	Hiroki Miyata	President and Chief Executive Officer	Re-elected
3	Shigeru Asano	Executive Vice President, Senior General Manager of Corporate Management Headquarters, In charge of Risk Management and Pharmaceutical Affairs	Re-elected
4	Masao Saito	Executive Managing Director, Senior General Manager of Sales Headquarters	Re-elected
5	Yoshimichi Izawa	Managing Director, Senior General Manager of Healthcare Business Headquarters and General Manager of Pharmacy Business Dept.	Re-elected
6	Hisashi Tamura	Managing Director, Deputy Senior General Manager of Sales Headquarters and General Manager of Sales Promotion Dept.	Re-elected
7	Keisuke Ueda	Outside Director	Re-elected Independent officer
8	Toshiaki Iwatani	Outside Director	Re-elected Independent officer
9	Yasunori Usui	Outside Director	Re-elected Independent officer

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
1	(Re-elected) Yoshiki Bessho (May 27, 1943)	<p>Apr. 1966 Joined The Tokai Bank, Limited (current MUFG Bank, Ltd.)</p> <p>Mar. 1970 Joined the Company</p> <p>Aug. 1970 Director of the Company</p> <p>Jan. 1973 Managing Director of the Company</p> <p>Dec. 1973 Senior Director of the Company</p> <p>Apr. 1975 Representative Senior Director of the Company</p> <p>Jun. 1983 President of the Company</p> <p>Jun. 2004 President and Chief Executive Officer of the Company</p> <p>Apr. 2007 Chairman of the Board of the Company (current post)</p> <p>[Reason for nomination as a candidate for Director] Mr. Yoshiki Bessho has a wealth of knowledge and experience in overall corporate management with his service as Representative Director of the Company since April 1975. Since April 2007, he has served as Chairman of the Board of the Company. He has fully performed his duties concerning deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Director.</p>	1,868,003	24/24

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
2	(Re-elected) Hiromi Miyata (Apr. 24, 1960)	<p>Apr. 1984 Joined the Company</p> <p>Jun. 2006 General Manager of Logistics Dept. of the Company</p> <p>Jun. 2008 Executive Officer of the Company</p> <p>Apr. 2009 Executive Officer, General Manager of Corporate Planning Dept. of the Company</p> <p>Apr. 2011 Managing Executive Officer of the Company</p> <p>Apr. 2012 Senior Executive Officer of the Company</p> <p>Jun. 2012 Executive Managing Director of the Company</p> <p>Apr. 2013 Executive Managing Director, Senior General Manager of Corporate Planning Headquarters, General Manager of Corporate Planning Dept. of the Company</p> <p>Apr. 2014 Executive Managing Director, Senior General Manager of Corporate Planning Headquarters of the Company</p> <p>Apr. 2015 Executive Vice President of the Company</p> <p>Apr. 2016 President and Chief Executive Officer of the Company (current post)</p> <p>[Reason for nomination as a candidate for Director] Mr. Hiromi Miyata has a wealth of knowledge and experience in business of the Company with many years of his service in sales, logistics and planning departments. Since April 2016, he has served as President and Chief Executive Officer of the Company. He has fully performed his duties concerning deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Director.</p>	20,487	24/24

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
3	(Re-elected) Shigeru Asano (Aug. 4, 1966)	<p>Apr. 1990 Joined the Company</p> <p>Mar. 2005 Representative Director and President of Collabo-Create Co., Ltd. (current S.D. Collabo Co., Ltd.)</p> <p>Jun. 2009 Executive Officer of the Company</p> <p>Jul. 2010 Executive Officer, Senior General Manager of SCM Headquarters of the Company</p> <p>Apr. 2012 Managing Executive Officer of the Company</p> <p>Apr. 2015 Senior Executive Officer, Senior General Manager of Corporate Planning Headquarters, In charge of Pharmaceutical Regulatory Affairs Dept., and CSR Promotion Office of the Company</p> <p>Jun. 2015 Executive Managing Director of the Company</p> <p>Apr. 2017 Executive Managing Director, Senior General Manager of Corporate Management Headquarters and General Manager of Corporate Planning Dept., In charge of Risk Management Dept. of the Company</p> <p>Apr. 2019 Executive Vice President, Senior General Manager of Corporate Management Headquarters, In charge of Risk Management and Pharmaceutical Affairs of the Company (current post)</p>	8,618	24/24
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Shigeru Asano has a wealth of knowledge and experience in business of the Company with many years of his service in logistics and planning departments.</p> <p>Since April 2019, he has served as Executive Vice President, Senior General Manager of Corporate Management Headquarters and in charge of Risk Management and Pharmaceutical Affairs of the Company.</p> <p>He has fully performed his duties concerning deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Director.</p>				

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
4	(Re-elected) Masao Saito (Feb. 28, 1956)	<p>Apr. 1979 Joined the Company</p> <p>Nov. 2010 General Manager of Tokyo Hospital Marketing Dept. of the Company</p> <p>Apr. 2012 Executive Officer of the Company</p> <p>Apr. 2014 Executive Officer, General Manager of Sales Promotion Dept. of the Company</p> <p>Apr. 2015 Managing Executive Officer of the Company</p> <p>Apr. 2016 Senior Executive Officer, Senior General Manager of Sales Headquarters of the Company</p> <p>Jun. 2016 Executive Managing Director, Senior General Manager of Sales Headquarters of the Company (current post)</p> <p>[Reason for nomination as a candidate for Director] Mr. Masao Saito has a wealth of knowledge and experience in business of the Company with many years of his service in sales department. Since June 2016, he has served as Executive Managing Director, Senior General Manager of Sales Headquarters of the Company. He has fully performed his duties concerning deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Director.</p>	6,985	23/24

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
5	(Re-elected) Yoshimichi Izawa (Mar. 29, 1956)	<p>Apr. 1979 Joined the Company</p> <p>Jun. 2001 General Manager of Consulting Dept. of the Company</p> <p>Jun. 2003 General Manager of Customer Support Dept. of the Company</p> <p>Apr. 2007 General Manager of Pharmacy Marketing Dept. of the Company</p> <p>Jun. 2009 Executive Officer of the Company</p> <p>Oct. 2009 Executive Officer, General Manager of Pharmacy Planning Dept. of the Company</p> <p>Mar. 2011 Executive Officer, General Manager of Pharmacy Supervisor Dept. of the Company</p> <p>Apr. 2013 Executive Officer, General Manager of Pharmacy Business Management Dept. of the Company</p> <p>Apr. 2015 Managing Executive Officer of the Company</p> <p>Jun. 2016 Managing Director of the Company (current post)</p> <p>Apr. 2017 Senior General Manager of Healthcare Business Headquarters and General Manager of Pharmacy Business Dept. of the Company</p> <p>Apr. 2018 Senior General Manager of Healthcare Business Headquarters of the Company</p> <p>Oct. 2018 Senior General Manager of Healthcare Business Headquarters and General Manager of Pharmacy Business Dept. of the Company (current post)</p>	18,987	24/24
<p>[Reason for nomination as a candidate for Director] Mr. Yoshimichi Izawa has a wealth of knowledge and experience in business of the Company with many years of his service in sales department. Since October 2018, he has served as Managing Director, Senior General Manager of Healthcare Business Headquarters and General Manager of Pharmacy Business Dept. of the Company. He has fully performed his duties concerning deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Director.</p>				

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
6	(Re-elected) Hisashi Tamura (Oct. 26, 1960)	<p>Apr. 1984 Joined the Company</p> <p>Jul. 2010 Sales Manager of Mie Sales Dept. of the Company</p> <p>Apr. 2012 Executive Officer of the Company</p> <p>Apr. 2014 Executive Officer, Sales Manager of Nagoya Sales Dept. of the Company</p> <p>Apr. 2015 Managing Executive Officer of the Company</p> <p>Apr. 2016 Managing Executive Officer, General Manager of Sales Promotion Dept. of the Company</p> <p>Jun. 2016 Managing Director of the Company (current post)</p> <p>Apr. 2017 Deputy Senior General Manager of Sales Headquarters and General Manager of Sales Promotion Dept. of the Company (current post)</p>	6,787	24/24
		<p>[Reason for nomination as a candidate for Director] Mr. Hisashi Tamura has a wealth of knowledge and experience in business of the Company with many years of his service in sales department. Since April 2017, he has served as Managing Director, Deputy Senior General Manager of Sales Headquarters and General Manager of Sales Promotion Dept. of the Company. He has fully performed his duties concerning deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Director.</p>		

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
7	<p>(Re-elected)</p> <p>(Independent officer)</p> <p>(Outside Director)</p> <p>Keisuke Ueda (Jan. 18, 1942)</p>	<p>Oct. 1962 Joined Goryoda Motoo Certified Public Accountant Office</p> <p>Apr. 1966 Registered as a Certified Public Accountant</p> <p>Dec. 1968 Joined Marunouchi & Co. (current Deloitte Touche Tohmatsu LLC)</p> <p>Dec. 1972 Representative Partner of Marunouchi & Co.</p> <p>Apr. 1998 Auditor-Secretary of the Hibi Science & Technology Foundation (current post)</p> <p>Apr. 2000 Auditor-Secretary of Koshiyama Science and Technology Foundation (current post)</p> <p>May 2001 Chairman of Management Meetings of Headquarters Office of Tohmatsu & Co. (current Deloitte Touche Tohmatsu LLC)</p> <p>Oct. 2001 Inspector of Public Interest Incorporated Foundation Sanko Museum (current post)</p> <p>Apr. 2006 Opened Ueda Keisuke Certified Public Accountant Office (current)</p> <p>Sep. 2006 Regional Advisor of Deloitte Touche Tohmatsu</p> <p>Jan. 2012 Retired from the Regional Advisor of Deloitte Touche Tohmatsu LLC</p> <p>Jun. 2012 Outside Director of the Company (current post)</p> <p>[Important Concurrent Positions] Certified Public Accountant</p> <p>[Reason for nomination as a candidate for Outside Director] Mr. Keisuke Ueda has high level of expertise and insights as a certified public accountant. Since June 2012, he has fully performed his duties by objectively engaging in deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties from his independent and neutral position as Outside Director of the Company. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Outside Director. For this reason, the Company believes that he can suitably perform the duties of the position although he has not been involved in the management of a company except as an outside officer.</p>	0	24/24

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
8	<p>(Re-elected) (Independent officer) (Outside Director)</p> <p>Toshiaki Iwatani (Jan. 20, 1962)</p>	<p>Apr. 1992 Registered as an Attorney Joined Ushida/Shirahase Law Office</p> <p>Jun. 1994 Outside Audit & Supervisory Board Member of the Company</p> <p>Oct. 2000 Founded Aska Law Offices (current post)</p> <p>Sep. 2001 Registered as a Patent Attorney</p> <p>Apr. 2009 Professor, Konan University Law School (current post)</p> <p>Apr. 2013 Visiting Professor, Osaka University Law School (current post)</p> <p>May 2013 Specially Appointed Professor, Intellectual Property Center (current Intellectual Property and Legal Practice Center), Osaka University (current post)</p> <p>Jun. 2015 Outside Director of the Company (current post)</p> <p>[Important Concurrent Positions] Attorney Patent Attorney</p> <p>[Reason for nomination as a candidate for Outside Director] Mr. Toshiaki Iwatani has high level of expertise and insight as an attorney and a patent attorney. Since June 2015, he has fully performed his duties by objectively engaging in deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties from his independent and neutral position as Outside Director of the Company. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Outside Director. For this reason, the Company believes that he can suitably perform the duties of the position although he has not been involved in the management of a company except as an outside officer.</p>	0	24/24

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	Attendance at meetings of the Board of Directors
9	(Re-elected) (Independent officer) (Outside Director) Yasunori Usui (Nov. 3, 1953)	<p>Apr. 1976 Joined Ministry of Health and Welfare (current Ministry of Health, Labor and Welfare)</p> <p>Sep. 2006 Director-General for Policy Planning and Evaluation (for Social Security) of Ministry of Health, Labor and Welfare</p> <p>Jul. 2008 Director-General of General Affairs Department of Social Insurance Agency Director-General of Japan Pension Service Preparatory Office</p> <p>Jan. 2010 Executive Vice President of Japan Pension Service</p> <p>Dec. 2013 Retired from Ministry of Health, Labor and Welfare</p> <p>Dec. 2015 Retired from Executive Vice President of Japan Pension Service</p> <p>Jun. 2016 Outside Director of the Company (current post)</p>	0	24/24
<p>[Reason for nomination as a candidate for Outside Director] Mr. Yasunori Usui has a wealth of knowledge and experience of his service in administration of health, labor and welfare for many years. Since June 2016, he has fully performed his duties by objectively engaging in deliberation and decision-making over important matters at the Board of Directors as well as supervision of other Directors and Executive Officers in execution of their duties from his independent and neutral position as Outside Director of the Company. The Company believes he is fully qualified as Director in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Outside Director. For this reason, the Company believes that he can suitably perform the duties of the position although he has not been involved in the management of a company except as an outside officer.</p>				

- Notes:
1. There are no special conflicts of interests between the Company and any of the candidates.
 2. The number of the Company's shares held by each candidate does not include the number of shares owned through the Suzuken Group Corporate Officers Stock Ownership Association.
 3. Mr. Keisuke Ueda, Mr. Toshiaki Iwatani and Mr. Yasunori Usui are candidates for Outside Directors.
 4. The Company notified the Tokyo Stock Exchange, the Nagoya Stock Exchange and the Sapporo Stock Exchange that Mr. Keisuke Ueda, Mr. Toshiaki Iwatani and Mr. Yasunori Usui are independent officers as stipulated in each regulation of the said Exchanges. Provided they are re-elected as proposed, they will continue their service for the Company as independent officers.
 5. Mr. Keisuke Ueda, Mr. Toshiaki Iwatani, and Mr. Yasunori Usui currently serve as Outside Directors of the Company. As of the conclusion of this General Meeting of Shareholders, Mr. Keisuke Ueda will have served as an Outside Director for a period of seven (7) years, Mr. Toshiaki Iwatani will have served as an Outside Director for a period of four (4) years, and Mr. Yasunori Usui will have served as an Outside Director for a period of three (3) years.
 6. In accordance with Article 427, paragraph 1 of the Companies Act of Japan and the Article 28 of the Articles of Incorporation of the Company, the Company has entered into agreements with Mr. Keisuke Ueda, Mr. Toshiaki Iwatani and Mr. Yasunori Usui to limit their liabilities for damages under Article 423, paragraph 1 of the Companies Act. In this agreement, the maximum liability amount is the amount stipulated by Article 425, paragraph 1 of the Companies Act.
If the elections of Mr. Keisuke Ueda, Mr. Toshiaki Iwatani and Mr. Yasunori Usui are approved, the Company plans to continue the agreement limiting liability with them.
 7. Mr. Keisuke Ueda was Outside Statutory Auditor of TOKAN Co., Ltd., but he retired from his position on March 31, 2019.

Proposal 2: Election of One (1) Audit & Supervisory Board Member

The terms of office of one (1) Audit & Supervisory Board Member (Toru Muranaka) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect one (1) Audit & Supervisory Board Member.

The Audit & Supervisory Board has consented to this proposal.

The candidate is as follows:

Name (Date of birth)	Career summary, positions in the Company, and important concurrent positions	Number of the Company's shares held
(Re-elected) (Independent officer) (Outside Audit & Supervisory Board Member)	Apr. 1995 Registered as an Attorney Joined Daiichi Law Office (currently Daiichi Law Office, P.C.)	0
	Dec. 2007 Partner of Daiichi Law Office, P.C. (current post)	Attendance at meetings of the Board of Directors 22/24
	May 2014 External Audit & Supervisory Board Member of Furuno Electric Co., Ltd. (current post)	
	Jun. 2015 Outside Audit & Supervisory Board Member of the Company (current post)	
	Jun. 2016 External Director of CAPCOM CO., LTD. (current post)	Attendance at meetings of the Audit & Supervisory Board 14/15
Toru Muranaka (Jun. 3, 1965)	[Important Concurrent Positions] Attorney External Director of CAPCOM CO., LTD. External Audit & Supervisory Board Member of Furuno Electric Co., Ltd. [Reason for nomination as a candidate for Outside Audit & Supervisory Board Member] Mr. Toru Muranaka has high level of expertise and insight as an attorney. Since June 2015, he has fully performed his duties by objectively auditing Directors in execution of their duties from his independent and neutral position as Outside Audit & Supervisory Board Member of the Company, as well as engaging in the reporting of audit results to the Audit & Supervisory Board and the discussions of necessary matters. The Company believes he is fully qualified as Audit & Supervisory Board Member in the aspect of personality as well with his high ethical standards and fairness, and he will be able to continue appropriately performing his duties as Outside Audit & Supervisory Board Member. For this reason, the Company believes that he can suitably perform the duties of the position although he has not been involved in the management of a company except as an outside officer.	

- Notes:
1. There are no special conflicts of interests between the Company and the candidate.
 2. Mr. Toru Nakamura is a candidate for Outside Audit & Supervisory Board Member.
 3. The Company notified the Tokyo Stock Exchange, the Nagoya Stock Exchange and the Sapporo Stock Exchange that Mr. Toru Muranaka is an independent officer as stipulated in each regulation of the said Exchanges. Provided he is elected as proposed, he will continue his service for the Company as an independent officer.
 4. Mr. Toru Muranaka currently serves as an Outside Audit & Supervisory Board Member of the Company. As of the conclusion of this General Meeting of Shareholders, he will have served as an Outside Audit & Supervisory Board Member for a period of four (4) years
 5. In accordance with Article 427, paragraph 1 of the Companies Act of Japan and the Article 36 of the Articles of Incorporation of the Company, the Company has entered into an agreement with Mr. Toru Muranaka to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. In this agreement, the maximum liability amount is the amount stipulated by Article 425, paragraph 1 of the Companies Act.
If the election of Mr. Toru Muranaka is approved, the Company plans to continue the agreement limiting liability with him.