

*This document is an unofficial translation and summary of the Notice of the 74th 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 3, 2020

To our shareholders:

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

## **NOTICE OF THE 74th GENERAL MEETING OF SHAREHOLDERS**

You are hereby notified that the 74th General Meeting of Shareholders of SUZUKEN CO., LTD. (the “Company”) on June 25, 2020, will be held as described hereunder.

### **Meeting Details**

**1. Date and Time:** Thursday, June 25, 2020 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 74th Fiscal Year (from April 1, 2019 to March 31, 2020) and Reports of Audit on the Consolidated Financial Statements by Financial Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 74th Fiscal Year (from April 1, 2019 to March 31, 2020)

#### **Item to be resolved:**

**Proposal** Election of Ten (10) Directors

- 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 Proposal and Reference Information

### Proposal Election of Ten (10) 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 ten (10) members of the Board of Directors, increasing the number of members by one (1) to further strengthen the Company's management system and to promote diversity.

The candidates are as follows:

No.	Name	Current positions and areas of responsibility in the Company	Attribute
1	Yoshiki Bessho	Director and Supreme Advisor	Re-elected
2	Hiromi Miyata	President and Chief Executive Officer	Re-elected
3	Shigeru Asano	Director, Vice President and Executive Officer, Senior General Manager of Corporate Management Headquarters	Re-elected
4	Hisashi Tamura	Director, Senior Executive Officer, Senior General Manager of Wholesale Business Headquarters	Re-elected
5	Hirofumi Tanaka	Managing Executive Officer, Senior General Manager of Healthcare Business Headquarters	Newly elected
6	Akihiko Someya	Managing Executive Officer, Deputy Senior General Manager of Wholesale Business Headquarters, and General Manager of Product Strategy Management Dept.	Newly elected
7	Chie Takahashi	Executive Officer, In charge of Pharmaceutical Affairs, Internal Control, and Audit, and General Manager of Pharmaceutical Affairs Supervisory Office	Newly elected
8	Keisuke Ueda	Outside Director	Re-elected Independent officer
9	Toshiaki Iwatani	Outside Director	Re-elected Independent officer
10	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)	Apr. 1966    Joined The Tokai Bank, Limited (current MUFG Bank, Ltd.) Mar. 1970    Joined the Company Aug. 1970    Director of the Company Jan. 1973    Managing Director of the Company Dec. 1973    Senior Director of the Company Apr. 1975    Representative Senior Director of the Company Jun. 1983    President of the Company Jun. 2004    President and Chief Executive Officer of the Company Apr. 2007    Chairman of the Board of the Company Apr. 2020    Director and Supreme Advisor of the Company (current post)	1,870,223	23/23
[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 2020, he has served as Director and Supreme Advisor 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.				

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    Director of the Company</p> <p>Apr. 2013    Director, Senior Executive Officer, Senior General Manager of Corporate Planning Headquarters, General Manager of Corporate Planning Dept. of the Company</p> <p>Apr. 2014    Director, Senior Executive Officer, Senior General Manager of Corporate Planning Headquarters of the Company</p> <p>Apr. 2015    Vice President and Executive Officer of the Company</p> <p>Apr. 2016    President and Chief Executive Officer of the Company (current post)</p>	23,507	23/23
		<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>		

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    Director of the Company (current post)</p> <p>Apr. 2017    Senior Executive Officer, 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    Vice President and Executive Officer, Senior General Manager of Corporate Management Headquarters, In charge of Risk Management and Pharmaceutical Affairs of the Company</p> <p>Apr. 2020    Vice President and Executive Officer, Senior General Manager of Corporate Management Headquarters of the Company (current post)</p>	10,485	23/23
<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. Since April 2019, he has served as Director, Vice President and Executive Officer, Senior General Manager of Corporate Management Headquarters. 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)  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    Director of the Company (current post)</p> <p>Apr. 2017    Managing Executive Officer, Deputy Senior General Manager of Sales Headquarters and General Manager of Sales Promotion Dept. of the Company</p> <p>Apr. 2020    Senior Executive Officer, Senior General Manager of Wholesale Business Headquarters of the Company (current post)</p>	8,307	23/23
<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 2020, he has served as Director, Senior Executive Officer, Senior General Manager of Wholesale Business 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>				

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	(Newly elected) Hirofumi Tanaka (Jan. 31, 1963)	<p>Apr. 1985    Joined the Company</p> <p>Oct. 2008    Sales Manager of Kanazawa Sales Dept. of the Company</p> <p>Jul. 2010    General Manager of Area Logistics Dept. of the Company</p> <p>Mar. 2012    Representative Director and President of S.D. Next Co., Ltd. (current S.D. Collabo Co., Ltd.)</p> <p>Apr. 2014    Executive Officer of the Company</p> <p>Apr. 2015    Executive Officer, Senior General Manager of SCM Headquarters of the Company</p> <p>Apr. 2017    Executive Officer, Deputy Senior General Manager of Sales Headquarters and General Manager of Sales Planning Dept. of the Company</p> <p>Apr. 2018    Managing Executive Officer of the Company (current post)</p> <p>Apr. 2020    Senior General Manager of Healthcare Business Headquarters of the Company (current post)</p>	6,038	–
<p>[Reason for nomination as a candidate for Director] Mr. Hirofumi Tanaka has a wealth of knowledge and experience in business of the Company with many years of his service in the sales and logistics departments. Since April 2020, he has served as Managing Executive Officer and Senior General Manager of Healthcare Business Headquarters of the Company. The Company expects that he will fully perform 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 appropriately perform his duties as Director.</p>				
6	(Newly elected) Akihiko Someya (Sep. 12, 1961)	<p>Apr. 1984    Joined the Company</p> <p>Apr. 2010    Sales Manager of Shonan Sales Dept. of the Company</p> <p>Oct. 2014    Sales Manager of Saitama Sales Dept. of the Company</p> <p>Apr. 2015    Executive Officer of the Company</p> <p>Apr. 2016    Executive Officer, Sales Manager of Nagoya Sales Dept. of the Company</p> <p>Apr. 2019    Managing Executive Officer of the Company (current post)</p> <p>Apr. 2020    Deputy Senior General Manager of Wholesale Business Headquarters and General Manager of Product Strategy Management Dept. of the Company (current post)</p>	2,525	–
<p>[Reason for nomination as a candidate for Director] Mr. Akihiko Someya has a wealth of knowledge and experience in business of the Company with many years of his service in sales department. Since April 2020, he has served as Managing Executive Officer, Deputy Senior General Manager of Wholesale Business Headquarters and General Manager of Product Strategy Management Dept. of the Company. The Company expects that he will fully perform 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 appropriately perform 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	(Newly elected)  Chie Takahashi (Aug. 17, 1967)	<p>Apr. 2000    Joined the Company</p> <p>Apr. 2015    General Manager of Pharmaceutical Regulatory Affairs Dept. of the Company</p> <p>Feb. 2017    General Manager of Corporate Communications Dept. of the Company</p> <p>Feb. 2019    General Manager of Pharmaceutical Affairs Supervisory Office of the Company</p> <p>Apr. 2020    Executive Officer, In charge of Pharmaceutical Affairs, Internal Control, and Audit, and General Manager of Pharmaceutical Affairs Supervisory Office of the Company (current post)</p>	900	-
		<p>[Reason for nomination as a candidate for Director] Ms. Chie Takahashi has a wealth of knowledge and experience in business of the Company with many years of her service in the pharmaceutical affairs department. Since April 2020, she has served as Executive Officer in charge of Pharmaceutical Affairs, Internal Control, and Audit, and General Manager of Pharmaceutical Affairs Supervisory Office of the Company. The Company expects that she will fully perform her 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 she is fully qualified as Director in the aspect of personality as well with her high ethical standards and fairness, and she will be able to appropriately perform her 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
8	<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 &amp; Co. (current Deloitte Touche Tohmatsu LLC)</p> <p>Dec. 1972    Representative Partner of Marunouchi &amp; Co.</p> <p>Apr. 1998    Auditor-Secretary of the Hibi Science &amp; 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 &amp; 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 LLC</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.</p>	0	23/23

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)  Toshiaki Iwatani (Jan. 20, 1962)	<p>Apr. 1992 Registered as an Attorney Joined Ushida/Shirahase Law Office</p> <p>Jun. 1994 Outside Audit &amp; 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	23/23
10	(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> <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>	0	23/23

- 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 eight (8) years, Mr. Toshiaki Iwatani will have served as an Outside Director for a period of five (5) years, and Mr. Yasunori Usui will have served as an Outside Director for a period of four (4) 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. In November 2019, the Company was subjected to an on-site inspection by the Japan Fair Trade Commission, under the suspicion of violating the Antimonopoly Act regarding bidding by the Japan Community Health care Organization (JCHO). Outside Director candidates Keisuke Ueda, Toshiaki Iwatani, and Yasunori Usui have not been aware of the alleged facts until then, but they had been already requesting strict adherence to laws and regulations at the meetings of the Board of Directors, etc. In addition, they have fulfilled their duties as Outside Directors by such means as offering recommendations regarding investigations and countermeasures after the on-site inspection.