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Securities Code: 4548

May 29, 2025

(Start date of measures for electronic provision: May 22, 2025)

To Our Shareholders

Ken Mizutani

Representative Director and Member of the Board,

President & CEO

SEIKAGAKU CORPORATION

6-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan

Convocation Notice of the 79th Ordinary General Meeting of Shareholders

We would like to inform you that the 79th Ordinary General Meeting of Shareholders of SEIKAGAKU CORPORATION (the “Company”) will be held as indicated below.

When convening this general meeting of shareholders, the Company provides information contained in the reference documents for the general meeting of shareholders, etc. (the matters to be provided electronically) electronically, and posts this information as “Convocation Notice of the 79th Ordinary General Meeting of Shareholders” on the Company’s website and the below website for posted informational materials for the general meeting of shareholders on the Internet. Please access either of the websites mentioned below to review the information.

<The Company’s website>

<https://www.seikagaku.co.jp/ja/ir/stock/meeting.html> (in Japanese)

<Website for posted informational materials for the general meeting of shareholders>

<https://d.sokai.jp/4548/teiji/> (in Japanese)

In addition to posting the matters to be provided electronically on the websites above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). Please access the TSE website (Listed Company Search) by using the internet address shown below, enter the issue name (company name) or securities code, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

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

If you are unable to attend the Meeting, you may exercise your voting rights via the Internet or by sending the enclosed voting form by postal mail. Please review the Reference Documents for General Meeting of Shareholders, and exercise your voting rights so that your vote is received by 5 p.m. on Thursday, June 19, 2025 (JST).

- 1. Date and Time:** Friday, June 20, 2025 at 10:00 a.m. (JST)
(Reception starts at 9:15 a.m.)
- 2. Venue:** Fourth floor hall, Otemachi Sankei Plaza
7-2, Otemachi 1-chome, Chiyoda-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 79th fiscal year (from April 1, 2024 to March 31, 2025), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 79th fiscal year (from April 1, 2024 to March 31, 2025)

Matters to be resolved:

- | | |
|-----------------------|----------------------------|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Five Directors |

<Points to note regarding the general meeting of shareholders>

- If you exercise your voting rights by proxy, you may appoint as a proxy one of the shareholders holding voting rights at the meeting. However, please note that a document verifying the proxy right of the person representing you must be submitted.
- Any voting form returned without indicating approval or disapproval for a particular proposal will be counted as a vote for approval of the proposal.
- If any corrections are made to the matters to be provided electronically, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company's website and the website for posted informational materials for the general meeting of shareholders as well as TSE website as indicated on page 1.
- Pursuant to the relevant laws and regulations and the provision of the Company's Articles of Incorporation, the following items among the matters to be provided electronically are not included in the paper copy to be sent to shareholders who have requested it. The Audit & Supervisory Board Members and the Financial Auditor have audited the documents subject to audit, including the following items.
 - i. "Matters Concerning Financial Auditor" and "System to Ensure the Appropriateness of Business Operations and Status of Operations of the System" of the Business Report
 - ii. "Consolidated Statements of Changes in Shareholders' Equity" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
 - iii. "Non-consolidated Statements of Changes in Shareholders' Equity" and "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial Statements
- Shareholders who have not requested paper copies will receive a paper-based document containing the contents of the reference documents for the general meeting of shareholders, in addition to the matters required by laws and regulations.

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company believes that sustainable profit growth and the enhancement of corporate value contribute to the sharing of common interest with shareholders. The Company recognizes that the return of profits to shareholders is one of its important management tasks, and will strive for continued return of profits in the consideration of trends in business performance, financial conditions and other factors.

As per the dividend forecast announced in May 2024, the Company proposes to pay year-end dividends for the fiscal year as follows, consisting of an ordinary dividend of ¥15 per share:

- | | | |
|-----|--|--------------|
| (1) | Type of dividend property | Cash |
| (2) | Allotment of dividend property to shareholders and aggregate amount thereof | |
| | Per share of common stock of the Company | ¥15 |
| | Total dividends | ¥818,664,555 |
| | Accordingly, including the interim dividend of ¥15 per share, the annual dividend will be ¥30 per share. | |
| (3) | Effective date of dividends of surplus | |
| | Monday, June 23, 2025 | |

Proposal No. 2 Election of Five Directors

At the conclusion of this ordinary general meeting of shareholders, the terms of office of all five Directors will expire. Therefore, the Company proposes the election of five Directors.

The candidates for Director are as follows:

<Reference> List of candidates

Candidate No.	Name		Years served as Director	Current position and responsibility in the Company	Attendance at meetings of the Board of Directors
1	Ken Mizutani	Reelection	35 years	Representative Director and Member of the Board, President & CEO	100% (15 of 15)
2	Toshiyuki Okada	Reelection	8 years	Director Executive Vice President responsible for Reliability Assurance	100% (15 of 15)
3	Yosuke Funakoshi	Reelection	7 years	Director Executive Vice President responsible for Research & Development	100% (15 of 15)
4	Mio Minaki	Reelection Outside Director Independent Officer	6 years	Outside Director	100% (15 of 15)
5	Yasuyuki Sugiura	Reelection Outside Director Independent Officer	4 years	Outside Director	100% (15 of 15)

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company	Number of the Company's shares owned
1	<p>Ken Mizutani (March 10, 1948) Reelection</p> <p>Years served as Director: 35 years</p> <p>Attendance at meetings of the Board of Directors during the fiscal year under review: 100% (15 of 15)</p>	<p>Apr. 1970 Joined Mitsubishi Chemical Industries Limited (current Mitsubishi Chemical Corporation)</p> <p>Sept. 1983 Deputy Head of Electronics Materials</p> <p>Aug. 1988 Joined the Company</p> <p>June 1990 Director, Head of Research Biologicals and Diagnostics Marketing</p> <p>June 1993 Director, Executive Vice President responsible for Planning and Manufacturing</p> <p>June 1996 Director, Executive Vice President responsible for Pharmaceuticals and Fine Chemicals</p> <p>July 1997 Director, Executive Vice President responsible for Pharmaceuticals, Fine Chemicals and New Business Development</p> <p>Nov. 1997 Director, Executive Vice President responsible for Pharmaceuticals, Fine Chemicals, New Business Development and ACC</p> <p>June 1998 Director, Executive Vice President responsible for Marketing</p> <p>June 2000 Director, Executive Vice President and Head of Central Research Laboratory</p> <p>June 2002 Representative Director and Member of the Board, Senior Executive Vice President responsible for Pharmaceuticals, Fine Chemicals, Oral Care, Glycoforum, and Head of Central Research Laboratory</p> <p>June 2003 Representative Director and Member of the Board, Senior Executive Vice President responsible for Pharmaceuticals, Fine Chemicals, LAL Strategic Planning and Head of Central Research Laboratory</p> <p>June 2004 Representative Director and Member of the Board, Senior Executive Vice President responsible for Research & Development and Fine Chemical Marketing</p> <p>June 2005 Representative Director and Member of the Board, President & Chief Executive Officer (CEO)</p> <p>June 2014 Representative Director and Member of the Board, President & CEO, Head of Manufacturing</p> <p>Jan. 2015 Representative Director and Member of the Board, President & CEO</p> <p>June 2018 Representative Director and Member of the Board, President & CEO, Head of Manufacturing</p> <p>June 2019 Representative Director and Member of the Board, President & CEO (current position)</p> <p>[Significant concurrent positions outside the Company] Chairman of Mizutani Foundation for Glycoscience</p>	476,109 shares
<p>[Reasons for nomination as candidate for Director] With experiences in a wide range of fields centered on corporate strategy, marketing, and research and development, Ken Mizutani is familiar with all aspects of the Company and has high insight regarding business management. As Representative Director, he plays a central role of decisions on important matters and supervising business execution, and is substantially fulfilling his duties as Director. We have nominated him as a candidate for Director as we judged that he will be able to continue to utilize his abilities, knowledge and experience to contribute to the sustainable growth and enhancement of the corporate value of the Company over the medium to long term.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company		Number of the Company's shares owned
2	<p>Toshiyuki Okada (August 27, 1960) Reelection</p> <p>Years served as Director: 8 years</p> <p>Attendance at meetings of the Board of Directors during the fiscal year under review: 100% (15 of 15)</p>	<p>Apr. 1989</p> <p>Sept. 1996</p> <p>Feb. 2015</p> <p>Sept. 2015</p> <p>Oct. 2015</p> <p>June 2016</p> <p>Jan. 2017</p> <p>June 2017</p> <p>Aug. 2017</p> <p>Jan. 2018</p> <p>Apr. 2018</p> <p>June 2018</p> <p>June 2023</p>	<p>Joined Dow Corning Japan Co., Ltd.</p> <p>Joined Johnson & Johnson Medical K. K. (current Johnson & Johnson K. K.)</p> <p>Vice President and Chief Technology Officer (Regulatory Affairs, Quality Assurance, Pharmacovigilance, R&D, GCP Auditing, Medical Affairs, Clinical Development & Post-marketing Research, Quality Regulatory Compliance and Professional Education)</p> <p>Joined the Company Executive Vice President, Deputy responsible for Quality Assurance, Pharmacovigilance and Regulatory Affairs Auditing</p> <p>Executive Vice President responsible for Quality Assurance, Pharmacovigilance and Regulatory Affairs Auditing</p> <p>Executive Vice President responsible for Quality Assurance, Pharmacovigilance and Regulatory Affairs Auditing</p> <p>Executive Vice President responsible for Marketing</p> <p>Director, Executive Vice President responsible for Marketing</p> <p>Director, Executive Vice President responsible for Marketing and Head of North American Business</p> <p>Director, Executive Vice President responsible for Marketing, Head of Pharmaceuticals Marketing and North American Business</p> <p>Director, Executive Vice President responsible for Marketing and Head of Marketing Planning, Pharmaceuticals Marketing, International Marketing and North American Business</p> <p>Director, Executive Vice President responsible for Business Development & Marketing</p> <p>Director, Executive Vice President responsible for Reliability Assurance (current position)</p>	23,231 shares
	<p>[Reasons for nomination as candidate for Director]</p> <p>Toshiyuki Okada has global insight and abundant know-how on pharmaceutical industry in general through experiencing a wide range of operations at foreign-affiliated pharmaceutical companies. He has been driving the strengthening of domestic and overseas business bases, and is substantially fulfilling his duties as Director. We have nominated him as a candidate for Director as we judged that he will be able to continue to utilize his abilities, knowledge and experience to contribute to the sustainable growth and enhancement of the corporate value of the Company over the medium to long term.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company		Number of the Company's shares owned
3	<p>Yosuke Funakoshi (November 28, 1965) Reelection</p> <p>Years served as Director: 7 years</p> <p>Attendance at meetings of the Board of Directors during the fiscal year under review: 100% (15 of 15)</p>	Apr. 1990	Joined ONO PHARMACEUTICAL CO., LTD.	23,831 shares
		June 2008	Joined Takeda Pharmaceutical Company Limited	
		July 2009	Senior Director of Strategic Development, Takeda Pharmaceuticals International, Inc.	
		Aug. 2012	Vice President of Strategic Project Management, Takeda Global Research & Development Center Inc. (current Takeda Development Center Americas, Inc.)	
		Aug. 2014	Joined the Company Senior Vice President and assistant to Senior Executive Vice President responsible for Research & Development	
		Oct. 2014	Senior Vice President and Head of Clinical Development	
		June 2016	Executive Vice President, Deputy responsible for Research & Development and Head of Clinical Development	
		June 2017	Executive Vice President responsible for Research & Development and Head of Clinical Development	
		June 2018	Director, Executive Vice President responsible for Research & Development and Head of Clinical Development	
		Oct. 2021	Director, Executive Vice President responsible for Research & Development (current position)	
<p>[Reasons for nomination as candidate for Director]</p> <p>Yosuke Funakoshi has a high-level insight through years of pharmaceutical research and development, and a global perspective that makes full use of his overseas work experience. He has been driving new drug research and development, and is substantially fulfilling his duties as Director. We have nominated him as a candidate for Director as we judged that he will be able to continue to utilize his abilities, knowledge and experience to contribute to the sustainable growth and enhancement of the corporate value of the Company over the medium to long term.</p>				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company	Number of the Company's shares owned
4	<p>Mio Minaki (April 6, 1973) Candidate for Outside Director Reelection Independent Officer</p> <p>Years served as Director: 6 years</p> <p>Attendance at meetings of the Board of Directors during the fiscal year under review: 100% (15 of 15)</p>	<p>Apr. 1999 Joined MIT Corporation</p> <p>Oct. 2003 Public prosecutor, Tokyo District Public Prosecutors Office</p> <p>Apr. 2004 Public prosecutor, Osaka District Public Prosecutors Office</p> <p>Apr. 2005 Public prosecutor, Fukuoka District Public Prosecutors Office</p> <p>Apr. 2014 Litigation Department Attorney, Ministry of Justice Fukuoka Legal Affairs Bureau</p> <p>Apr. 2016 Public prosecutor, Tokyo District Public Prosecutors Office</p> <p>Apr. 2017 Assigned as Head of Legal Affairs Department to Agriculture, forestry and fisheries Fund corporation for Innovation, Value-chain and Expansion Japan</p> <p>Apr. 2019 Admitted to the bar in Japan</p> <p>Apr. 2019 Partner of Minaki & Kitazawa Law Office (current position)</p> <p>June 2019 Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Partner of Minaki & Kitazawa Law Office Outside Audit & Supervisory Board Member of Vortex Co., Ltd. External Corporate Auditor of Sumitomo Heavy Industries, Ltd. * There has been no transaction between the Company and any significant concurrent positions held by Mio Minaki for the past three years.</p>	—
<p>[Reasons for nomination as candidate for Outside Director and outline of expected roles]</p> <p>Based on her years of abundant experience in the judicial field and insight with regard to corporate legal affairs, Mio Minaki actively gives guidance and recommendations, playing an important role as Outside Director. We have therefore nominated her as a candidate for Outside Director. Although Mio Minaki does not have direct experience in corporate management other than as an outside officer, she is deemed capable of appropriately supervising management and performing other duties as Outside Director based on her knowledge and experience.</p> <p>If her reappointment is approved, we expect her contribution to the sustainable growth and enhancement of the corporate value of the Company over the medium to long term by utilizing her insight into the judicial field and corporate legal affairs and through the supervision of management from an independent and objective perspective. In addition, as an ongoing member of the Nomination and Remuneration Committee, she will be involved in and provide supervision of decisions on officer personnel proposals and director remuneration.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company	Number of the Company's shares owned
5	<p>Yasuyuki Sugiura (September 25, 1953) Candidate for Outside Director Reelection Independent Officer</p> <p>Years served as Director: 4 years</p> <p>Attendance at meetings of the Board of Directors during the fiscal year under review: 100% (15 of 15)</p>	<p>Apr. 1978 Joined Mitsubishi Corporation</p> <p>Apr. 1998 General Manager, Washington Office, Mitsubishi International Corporation</p> <p>Jan. 2003 Head of International Strategy Research Institute, Mitsubishi Corporation</p> <p>Apr. 2004 General Manager, Business Department</p> <p>Apr. 2006 CFO and SVP in charge of Corporate Department, Mitsubishi International Corporation</p> <p>Apr. 2008 General Manager, Corporate Communications Department, Mitsubishi Corporation</p> <p>Apr. 2009 Executive Officer and General Manager, Corporate Communications Department, Corporate Strategy & Planning Division</p> <p>Apr. 2012 President & Director and Head of Chicago Branch, Mitsubishi International Corporation</p> <p>Apr. 2013 Executive Vice President, Mitsubishi Corporation and President & Director, Mitsubishi Corporation (Americas)</p> <p>Apr. 2016 Advisor, Mitsubishi Corporation (current position)</p> <p>June 2017 Managing Director, Toyo Bunko (current position)</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Advisor of Mitsubishi Corporation Managing Director of Toyo Bunko Outside Director of SENKO Group Holdings Co., Ltd.</p> <p>* There has been no transaction between the Company and any significant concurrent positions held by Yasuyuki Sugiura for the past three years.</p>	—
<p>[Reasons for nomination as candidate for Outside Director and outline of expected roles] Yasuyuki Sugiura has been involved in corporate management mainly in the U.S. and Canada for many years at a general trading company, and based on his abundant international experience and a wide range of insight, he actively gives guidance and recommendations, playing an important role as Outside Director. We have therefore nominated him as a candidate for Outside Director.</p> <p>If his reappointment is approved, we expect his contribution to the sustainable growth and enhancement of the corporate value of the Company over the medium to long term by utilizing his insights into global corporate management and through the supervision of management from an independent and objective perspective. In addition, as an ongoing member of the Nomination and Remuneration Committee, he will be involved in and provide supervision of decisions on officer personnel proposals and director remuneration.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The Company makes donations to Mizutani Foundation for Glycoscience at which Ken Mizutani serves as Chairman. Because the Foundation aims to contribute to the welfare of mankind through the development of glycoscience, the donation to the Foundation is approved by the Company's Board of Directors as an appropriate transaction that fits the Company's business objective of working on drug development, mainly glycoscience. The Company has entered into a service agreement with the Foundation, under which the Company is entrusted with part of the information systems service for the Foundation and receives a reasonable amount of consideration. The agreement is also approved by the Company's Board of Directors as an appropriate transaction. In addition, he has not received any remuneration from the Foundation, and none of his relatives are an officer or employee of the Foundation.
 3. As Mio Minaki and Yasuyuki Sugiura satisfy the requirements for independent officer established by Tokyo Stock Exchange, Inc. and the Independence Criteria for Outside Officers of the Company, the Company has submitted notification to Tokyo Stock Exchange, Inc. that they have been appointed as independent officers.
 4. The Company prescribes in the Articles of Incorporation that it may enter into an agreement with an Outside Director (excluding a Director who is an executive director, etc.) to limit the scope of his or her liability for damages to the Company, in order to enable the Outside Director to fully exercise his or her duties as expected. Accordingly, the Company has entered into agreements with Mio Minaki and Yasuyuki Sugiura to limit their liability, if a case falls under requirements specified by laws and regulations regarding the liability under Article 423, paragraph 1 of the Companies Act. Pursuant to those agreements, the defined maximum amount of liability is the amount provided for under Article 425, paragraph 1 of the Companies Act. If the reappointment of Mio Minaki and Yasuyuki Sugiura is approved, the Company plans to renew the aforementioned agreements with them.
 5. The Company has entered into a Directors and officers' liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act to cover the compensation for damages and litigation expenses, etc. that would be borne by the insured in the event that a claim for damages is made against the insured during the insured period due to an act committed in the execution of duties by the insured (including acts by negligence). The Company shall bear the full amount of premiums for all of the insured, and if the reappointment of each candidate is approved, he or she will become the insured under said insurance policy. In addition, the Company plans to renew the insurance policy with the same contents during the term of office.

<Reference> Main Expertise and Experience of Directors and Audit & Supervisory Board Members

The main expertise and experience of Directors and Audit & Supervisory Board Members of the Company will be as follows if Proposals No. 2 are approved as originally proposed.

Title	Name	Corporate manage- ment	Finance/ Account- ing	Legal affairs/ Risk manage- ment	R&D	Global	Production/ Quality	Sustaina- bility	Human resources/ Diversity
Representative Director and Member of the Board, President & CEO	Ken Mizutani	●		●	●		●	●	
Director	Toshiyuki Okada	●			●	●	●	●	
Director	Yosuke Funakoshi	●			●	●		●	
Outside Director	Mio Minaki			●					●
Outside Director	Yasuyuki Sugiura	●	●			●		●	●
Standing Audit & Supervisory Board Member	Mikako Torii			●				●	●
Standing Outside Audit & Supervisory Board Member	Hideki Hayashi	●	●	●					●
Outside Audit & Supervisory Board Member	Shinkichi Matsuo	●	●						
Outside Audit & Supervisory Board Member	Takayuki Maruyama			●		●			
Outside Audit & Supervisory Board Member	Wakako Mitani			●					●

To achieve sustained growth and medium- and long-term enhancement of corporate value, following deliberation by the Nomination and Remuneration Committee, the Board of Directors determines skills required by the Board on the basis of basic management policy, the mid-term management plan, and other criteria. To maintain a structure capable of effectively fulfilling the Board's role and duties, the Board selects candidates for corporate officer positions taking into consideration their knowledge, experience, abilities, and character, in addition to specific skills and Board diversity. Since the skills required by the Board of Directors constantly change according to the business environment and other factors, the Company periodically reviews them.