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Securities code: 4559

June 3, 2026

Start date of measures for providing information in electronic format: May 29, 2026

To Our Shareholders:

Mitsuhiro Ibe, Representative Director, President

**Zeria Pharmaceutical Co., Ltd.**

10-11, Nihonbashi Kobuna-cho, Chuo-ku, Tokyo, Japan

## **Notice of the 72nd Ordinary Stockholders' General Assembly**

You are cordially invited to attend the 72nd Ordinary Stockholders' General Assembly of Zeria Pharmaceutical Co., Ltd. (the "Company"), which will be held as indicated below.

When convening this Stockholders' General Assembly, the Company takes measures for providing information that constitutes the content of reference documents for the Stockholders' General Assembly, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format. This information is posted on the websites stated in "4. Websites Stating the Items Subject to Measures for Providing Information in Electronic Format," so please access those websites to confirm the information.

If you are unable to attend the meeting in person, it is also possible to exercise voting rights through the Internet or in writing. Please review the Reference Documents for the Stockholders' General Assembly and then exercise voting rights using one of the following methods by 5:45 p.m. on Thursday, June 25, 2026 (JST).

(Exercising Voting Rights Through the Internet)

Please access our website for exercising voting rights (<https://www.web54.net>) by the deadline stated above and follow the instructions onscreen to indicate your approval or disapproval.

(Exercising Voting Rights in Writing)

Please indicate your approval or disapproval on the Voting Rights Exercise Form, and return it to the Company (by post) so that it arrives no later than the deadline for exercising voting rights stated above.

**1. Date and time:** Friday, June 26, 2026, at 10:00 a.m. (JST)

**2. Venue:** 2F Hall, Bellesalle Shiodome, Sumitomo Fudosan Shiodome Hamarikyu Building  
8-21-1 Ginza, Chuo-ku, Tokyo

### **3. Purpose of the Meeting**

#### **Matters to be reported**

1. Business Report and Consolidated Financial Statements for the 72nd Term (from April 1, 2025 to March 31, 2026), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 72nd Term (from April 1, 2025 to March 31, 2026)

#### **Matters to be resolved**

**Proposal No. 1**      Appropriation of Surplus

**Proposal No. 2**      Election of Seven Directors of the Board

#### 4. Websites Stating the Items Subject to Measures for Providing Information in Electronic Format

	Website name and URL	Access method
1	The Company's website: <a href="https://www.zeria.co.jp/ir/meeting/">https://www.zeria.co.jp/ir/meeting/</a> (in Japanese)	Please see "72nd Ordinary Stockholders' General Assembly" available on the website on the left.
2	Listed Company Search (Tokyo Stock Exchange): <a href="https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show">https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show</a> (in Japanese)	Enter the issue name (Zeria Pharmaceutical) or securities code (4559) and click "Search," then select "Basic Information," "Documents for public inspection/PR information" in that order.
3	The Portal of Shareholders' Meeting (Sumitomo Mitsui Trust Bank, Limited): <a href="https://www.soukai-portal.net">https://www.soukai-portal.net</a> (in Japanese)	Access the website to the left, then enter the Voting code/the Portal of Shareholders' Meeting Login ID and password described on the Voting Rights Exercise Form.

\* The websites may be inaccessible at times due to periodic maintenance.

If you are unable to view a website, access another website or try to access it again after some time has elapsed.

\* QR Code is a registered trademark of DENSO WAVE INCORPORATED.

- For those attending the meeting on the day, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If revisions to the items subject to measures for providing information in electronic format arise, details of the revisions will be posted on the aforementioned websites.
- Among the items subject to measures for providing information in electronic format, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders. Note that Audit & Supervisory Board Members and Accounting Auditors have audited all the documents subject to audit, including the matters below.
  - The Consolidated Statements of Changes in Equity and the Notes to the Consolidated Financial Statements included in the Consolidated Financial Statements
  - The Non-consolidated Statements of Changes in Equity and the Notes to the Non-consolidated Financial Statements included in the Non-consolidated Financial Statements
- Please check the Company's website for notices of any major changes to the operation of the Stockholders' General Assembly. (<https://www.zeria.co.jp/>) (in Japanese)

## Reference Documents for the Stockholders' General Assembly

### Proposals and Reference Information

#### Proposal No. 1 Appropriation of Surplus

##### Year-end dividends

The Company has given comprehensive consideration to matters including the business performance of the fiscal year, future business development and the business environment around the Company, and it proposes to pay year-end dividends for the 72nd fiscal year as follows:

- (1) Allotment of dividend property to shareholders and their aggregate amount

¥25 per common share of the Company Total payment: ¥1,101,984,950

(Note) The dividend for the fiscal year, including the interim dividend, will be ¥49 per share, up ¥2 from the previous fiscal year.

- (2) Effective date of dividends of surplus

June 29, 2026

#### Proposal No. 2 Election of Seven Directors of the Board

The terms of office of all six Directors of the Board will expire at the conclusion of this meeting. Therefore, the Company proposes the election of seven Directors of the Board, increasing the number of Directors by one, including four outside Directors of the Board.

The candidates for Director of the Board are as follows:

Candidate No.	Name	Current position in the Company	Gender	
1	Sachiaki Ibe	Chairman and CEO	Male	Reelection
2	Mitsuhiro Ibe	President and COO	Male	Reelection
3	Tetsuo Komori	Director of the Board	Male	Reelection Outside Independent
4	Kikuo Nomoto	Director of the Board	Male	Reelection Outside Independent
5	Seiji Morimoto	Director of the Board	Male	Reelection Outside Independent
6	Yuuki Okazawa	Director of the Board and Managing Executive Officer	Male	Reelection
7	Satomi Kobayashi	—	Female	New election Outside Independent

Reelection: Candidate for Director of the Board to be reelected

New election: Candidate for Director of the Board to be newly elected

Outside: Candidate for outside Director of the Board

Independent: Independent officer in accordance with the provisions of the Tokyo Stock Exchange

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Sachiaki Ibe March 17, 1941  Reelection	Mar. 1972    Joined the Company Mar. 1972    Director of the Board Apr. 1978    Managing Director Apr. 1981    Senior Managing Director Apr. 1982    President June 2014    Chairman & CEO (current position)	1,592,967 shares
2	Mitsuhiro Ibe November 17, 1971  Reelection	Apr. 1994    Joined The Fuji Bank, Limited Oct. 2009    Senior Manager, Corporate Banking Coordination Department of Mizuho Bank, Ltd. Apr. 2010    Director, Finance & Accounting of the Company June 2010    Director of the Board, and Director of Finance & Accounting Apr. 2011    Director of the Board In charge of Ethical Products Sales & Marketing Division, and Consumer Healthcare Products Sales & Marketing Division June 2011    Managing Director In charge of Ethical Products Sales & Marketing Division, and Consumer Healthcare Products Sales & Marketing Division June 2014    President & COO (current position)	93,600 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p>Tetsuo Komori January 25, 1948</p> <p>Reelection Outside Independent</p>	<p>Apr. 1970      Joined The Tokai Bank, Limited</p> <p>June 1996      Director</p> <p>June 1998      Managing Executive Officer</p> <p>Apr. 2001      Senior Managing Executive Officer</p> <p>May 2002      Vice President &amp; Executive Officer of UFJ Bank Limited</p> <p>June 2002      Representative Director &amp; Vice President</p> <p>June 2004      Senior Advisor of UFJ Card Ltd.</p> <p>Sept. 2005      Senior Managing Executive Officer of JAPAN MEDICAL LEASE CORPORATION</p> <p>June 2006      Director &amp; Senior Managing Executive Officer of UFJ Central Leasing Co., Ltd.</p> <p>June 2006      Substitute Audit &amp; Supervisory Board Member of the Company</p> <p>Apr. 2007      Senior Managing Director of Mitsubishi UFJ Lease &amp; Finance Company Limited</p> <p>June 2007      Outside Audit &amp; Supervisory Board Member of the Company</p> <p>June 2009      Deputy President of Mitsubishi UFJ Lease &amp; Finance Company Limited</p> <p>June 2010      Representative Director &amp; President of JAPAN MEDICAL LEASE CORPORATION</p> <p>June 2015      Outside Director of the Board of the Company (current position)</p> <p>June 2015      Outside Director of NORITAKE CO., LIMITED</p>	8,900 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	<p data-bbox="363 696 512 752">Kikuo Nomoto June 5, 1936</p> <p data-bbox="376 790 499 880">Reelection Outside Independent</p>	<p data-bbox="612 264 1171 320">May 1966 Assistant at School of Medicine, Kyushu University (Bacteriology)</p> <p data-bbox="612 331 1187 387">Oct. 1973 Assistant Professor at School of Medicine, Kyushu University (Bacteriology)</p> <p data-bbox="612 398 1238 454">Jan. 1977 Professor of Cancer Research Center, School of Medicine, Kyushu University</p> <p data-bbox="612 465 1214 521">Apr. 1982 Professor, Medical Institute of Bioregulation, School of Medicine, Kyushu University</p> <p data-bbox="612 533 1114 589">Oct. 1995 Chairman of The Japan Society for Transplantation</p> <p data-bbox="612 600 1225 723">Oct. 1997 Vice Chairman of Incorporated Association Japan Organ Transplant Network (currently Public Interest Incorporated Association Japan Organ Transplant Network)</p> <p data-bbox="612 734 1222 790">Apr. 1998 Director of Medical Institute of Bioregulation, Kyushu University</p> <p data-bbox="612 801 1153 857">Apr. 1998 Director of Japan Foundation for AIDS Prevention</p> <p data-bbox="612 869 1174 925">Apr. 2000 Professor Emeritus of Kyusyu University (current position)</p> <p data-bbox="612 936 1166 992">Mar. 2001 Chair of Ethics committee, Japan Health Sciences Foundation</p> <p data-bbox="612 1003 1206 1081">Apr. 2004 Specially Appointed Director (in charge of medical accident prevention projects), Japan Council for Quality Health Care</p> <p data-bbox="612 1093 1206 1149">Apr. 2011 Chairman of Incorporated Association Japan Organ Transplant Network</p> <p data-bbox="612 1160 1169 1238">Apr. 2011 Councilor of Japan Foundation for AIDS Prevention (current position)</p> <p data-bbox="612 1249 1225 1305">June 2017 Outside Director of the Board of the Company (current position)</p>	—

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	<p data-bbox="363 678 512 741">Seiji Morimoto April 2, 1951</p> <p data-bbox="379 775 496 869">Reelection Outside Independent</p>	<p data-bbox="612 264 1238 293">Apr. 1975      Joined the Ministry of Foreign Affairs of Japan</p> <p data-bbox="612 300 1238 360">Jan. 2002      Vice Chair of the founding Board, the Global Fund to Fight AIDS, Tuberculosis and Malaria</p> <p data-bbox="612 367 1238 454">June 2003      Ambassador, Deputy Permanent Representative of Japan to the International Organizations in Vienna</p> <p data-bbox="612 461 1238 548">Apr. 2005      Vice Chair Emeritus of the Global Fund to Fight AIDS, Tuberculosis and Malaria (current position)</p> <p data-bbox="612 555 1238 616">Oct. 2005      Minister, Deputy Head of Mission, Embassy of Japan in the Federal Republic of Germany</p> <p data-bbox="612 622 1238 683">June 2008      Ambassador Extraordinary and Plenipotentiary of Japan to the Sultanate of Oman</p> <p data-bbox="612 689 1238 750">Sept. 2011      Executive Director, Agriculture &amp; Livestock Industries Corporation (ALIC)</p> <p data-bbox="612 757 1238 844">Apr. 2013      Visiting Professor, Graduate School &amp; College of Arts and Sciences, the University of Tokyo (current position)</p> <p data-bbox="612 851 1238 911">Nov. 2013      Ambassador Extraordinary and Plenipotentiary of Japan to Sweden</p> <p data-bbox="612 918 1238 978">Nov. 2015      Retired from the Ministry of Foreign Affairs of Japan</p> <p data-bbox="612 985 1238 1014">Dec. 2015      Senior Advisor, Fujitsu Ltd.</p> <p data-bbox="612 1021 1238 1178">Nov. 2018      Member of the Consultative Committee of the Doctoral Program for World-leading Innovative &amp; Smart Education of Prof. Hiroshi Amano, Nagoya University (current position)</p> <p data-bbox="612 1184 1238 1214">Dec. 2018      Senior Advisor, Fujitsu Marketing Ltd.</p> <p data-bbox="612 1220 1238 1272">June 2020      Outside Director of the Board of the Company (current position)</p>	1,500 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	<p data-bbox="357 853 517 913">Yuuki Okazawa January 5, 1965</p> <p data-bbox="384 949 489 972">Reelection</p>	<p data-bbox="612 264 1209 293">Apr. 1988      Joined The Tokai Bank, Limited</p> <p data-bbox="612 300 1209 387">Oct. 2009      General Manager, Tsurumi Commercial Banking Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p data-bbox="612 394 1209 454">May 2014      General Manager, Yanagibashi Commercial Banking Office</p> <p data-bbox="612 461 1209 521">May 2016      Managing Director, Head of Nagoya Credit Division</p> <p data-bbox="612 528 1209 589">Oct. 2017      Director, Finance &amp; Accounting of the Company</p> <p data-bbox="612 595 1209 624">July 2018      Director of General Affairs</p> <p data-bbox="612 631 1209 660">May 2019      Director of Personnel</p> <p data-bbox="612 667 1209 728">Nov. 2019      Director of Administrative Division, and Personnel</p> <p data-bbox="612 734 1209 848">June 2020      Director of the Board, Director of Administrative Division, Personnel, and Finance &amp; Accounting In charge of Compliance</p> <p data-bbox="612 855 1209 943">June 2021      Director of the Board, Director of Administrative Division, and Personnel In charge of Compliance</p> <p data-bbox="612 949 1209 1037">June 2022      Managing Executive Officer, Director of Administrative Division, and Personnel In charge of Compliance</p> <p data-bbox="612 1043 1209 1173">Sept. 2022      Managing Executive Officer, Director of Administrative Division, and Personnel In charge of Legal Affairs, Secretary and Compliance</p> <p data-bbox="612 1180 1209 1335">June 2023      Director of the Board, Managing Executive Officer, Director of Administrative Division, and Personnel In charge of Legal Affairs, Secretary and Compliance</p> <p data-bbox="612 1341 1209 1561">Apr. 2024      Director of the Board, Managing Executive Officer, Director of Administrative Division, and Personnel In charge of Production &amp; Distribution Division, Legal Affairs, Secretary and Compliance (current position)</p>	17,004 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Satomi Kobayashi September 22, 1980  New election Outside Independent	<p>Apr. 2006      Joined the Ministry of Agriculture, Forestry and Fisheries</p> <p>Apr. 2008      The Food Safety Commission Secretariat, Cabinet Office</p> <p>Dec. 2008      The Consumer Affairs Agency, Cabinet Office</p> <p>Apr. 2014      Academic Support Staff of Graduate School of Medicine, The University of Tokyo</p> <p>May 2014      Research Associate of Center for Environmental Health Sciences, National Institute for Environmental Studies</p> <p>June 2015      Project Assistant Professor of Graduate School of Medicine, The University of Tokyo</p> <p>Apr. 2019      Representative of HERS M&amp;S</p> <p>Sept. 2022      Representative Partner of HERS M&amp;S Limited Liability Company (current position)</p> <p>Aug. 2025      Director of Japan Occupational Nutrition Association (current position)</p>	—

- (Notes)
1. There is no special interest between any of the candidates for Director of the Board and the Company.
  2. Tetsuo Komori, Kikuo Nomoto, Seiji Morimoto, and Satomi Kobayashi are candidates for outside Director of the Board.
  3. Candidate for outside Director Satomi Kobayashi is registered in the family register under the name Satomi Maeda.
  4. The Company has nominated Tetsuo Komori as a candidate for outside Director of the Board because it believes it would be beneficial for the Company to have him serve in the expected role providing comments and advice on the Company's management based on his extensive experience and deep insight as a manager of a major financial institution and his knowledge of finance and accounting. Also, his term of office as an outside Director of the Board of the Company will have been 11 years at the conclusion of this meeting.
  5. The Company has nominated Kikuo Nomoto as a candidate for outside Director of the Board because it believes it would be beneficial for the Company to have him serve in the expected role providing comments and advice on the Company's management, including research and development, based on his extensive experience and deep insight in the healthcare and medical fields, as well as his high-level expertise. Also, based on his career and deep insight, the Company believes that he will be able to appropriately perform his duties as an outside Director of the Board. His term of office as an outside Director of the Board of the Company will have been nine years at the conclusion of this meeting.
  6. The Company has nominated Seiji Morimoto as a candidate for outside Director of the Board because it believes it would be beneficial for the Company to have him serve in the expected role providing comments and advice on the Company's management, including global development, based on his extensive experience and deep insight as a diplomat. Also, based on his career and deep insight, the Company believes that he will be able to appropriately perform his duties as an outside Director of the Board. His term of office as an outside Director of the Board of the Company will have been six years at the conclusion of this meeting.
  7. The Company has nominated Satomi Kobayashi as a candidate for outside Director of the Board because it believes it would be beneficial for the Company to have her serve in the expected role providing comments and advice on the Company's management, including research and development, based on her extensive experience and deep insight in nutritional epidemiology. Also, based on her career and deep insight, the Company believes that she will be able to appropriately perform her duties as an outside Director of the Board.
  8. The Company has entered into a liability limitation contract with Tetsuo Komori, Kikuo Nomoto, and Seiji Morimoto and will renew the contract if their appointment is approved. The maximum amount of liability for damages under the said contract is the amount stipulated by law. The Company plans to enter into a liability limitation contract with Satomi Kobayashi upon her appointment as Director.
  9. The Company has designated Tetsuo Komori, Kikuo Nomoto, and Seiji Morimoto as independent officers in accordance with the provisions of the Tokyo Stock Exchange, and will continue to designate them as independent officers if they are appointed. The Company plans to designate Satomi Kobayashi as an independent officer.
  10. The Company has concluded a directors and officers liability insurance contract with an insurance company. The insured persons under this insurance contract are Directors of the Board and Audit & Supervisory Board Members of the Company and its major subsidiaries and Executive Officers of the Company, and in the event that the insured persons are liable for damages in relation to the execution of their duties, the insurance company will cover damages up to a certain limit in accordance with the content of the insurance contract. Insurance premiums are paid by the Company and its subsidiaries, and the insured persons do not bear the cost of premiums.

In addition to setting a limit on coverage, cases where the insured person is aware of a legal violation or claims for compensation of damages arising from receiving personal benefits are not covered by the insurance.

If each candidate is elected and assumes office, they will become insured persons under this insurance contract. Additionally, the contract period of this insurance is one year and the Company intends to renew it before the expiration of that term by resolution of the Board of Directors.

11. With respect to matters to be included in the proposal for the election of Directors of the Board as provided for in Article 74 of the Ordinance for Enforcement of the Companies Act, there are no matters to be noted other than those listed in 1 through 10 above.

(Reference) Expertise and experience of candidates for Director of the Board (skills matrix)

Key skills of Directors after Proposal No. 2 is approved

Candidate No.	Name	Corporate management	Global	Sales and marketing	R&D	Finance and accounting	Legal affairs	Academic experience
1	Sachiaki Ibe	●	●	●				
2	Mitsuhiro Ibe	●		●		●		
3	Tetsuo Komori (Outside Director of the Board)	●				●	●	
4	Kikuo Nomoto (Outside Director of the Board)				●			●
5	Seiji Morimoto (Outside Director of the Board)		●					●
6	Yuuki Okazawa	●				●	●	
7	Satomi Kobayashi (Outside Director of the Board) (New election)				●			●

(Note) Up to three skills are stated as key skills for candidates for Director of the Board.  
This is not a complete list of the skills of the candidates for Director of the Board.