

*[This English translation is an abridged version of the original notice in Japanese. In the event of any discrepancy, the Japanese version prevails.]*



November 18, 2020

Trade name: Noevir Holdings Co., Ltd.  
Securities Code: 4928  
Representative: Takashi Okura, President and CEO  
Address: 6-13-1 Minatojima-Nakamachi, Chuo-ku, Kobe

## **Notice of Convocation of the 10th Annual General Meeting of Shareholders**

Dear Shareholder,

Thank you for your continued support of Noevir Holdings.

We hereby announce that the 10<sup>th</sup> Annual General Meeting of Shareholders will be held as detailed below.

From the viewpoint of preventing the spread of COVID-19, we strongly request that you refrain from attending the General Meeting of Shareholders on the day of the event and exercise your voting rights beforehand by a method such as letter or Internet. In order to avoid the “Three Cs” (closed spaces, crowded places, and close-contact settings) within the venue, the spaces between empty seats will be widened, making the number of available seats approximately 20. As a result, in the event that the shareholders attending the event raise the number of seats to maximum capacity, you will not be admitted. Therefore, we kindly ask for your understanding in advance.

Please read the following reference documents for the General Meeting of Shareholders and vote by 5:30 p.m. on December 3, 2020 (Thursday).

Thank you for your attention.

### **Voting by letter**

Indicate your vote for or against the proposals on the enclosed voting form and return it to arrive by the voting deadline above.

### **Voting by internet, etc.**

Confirm the “Information regarding voting by internet” listed on page 4 (available in Japanese only), then enter your vote for or against the proposals by the voting deadline above.

**Internet disclosure**

The following points will be posted on the Company's website in accordance with the provision of laws and regulations and Article 19 of the Company's Articles of Incorporation. They are therefore not included in the attachments to this convocation notice.

- i) System for Ensuring Appropriate Business Operations in the Business Report
- ii) Consolidated changes to equity and Notes to the Consolidated Financial Statements in the consolidated financial statements
- iii) Non-consolidated changes to equity and Notes to the Non-Consolidated Financial Statements in the non-consolidated financial statements

**URL (Japanese only)** <https://www.noevirholdings.co.jp/ir/shareholder/index.htm>

**1. Time and date:** December 4, 2020 (Friday) at 10:00 a.m. (Reception opens at 09:00 a.m.)

**2. Location:** Headquarters, 6-13-1 Minatojima-Nakamachi, Chuo-ku, Kobe

**3. Agenda****Reports**

Business report for the 10th business year (October 1, 2019 to September 30, 2020), consolidated financial statements, other financial report documents, and audit report on consolidated financial statements by the accounting auditor and Board of Corporate Auditors.

**Matters for Resolution**

Appointment of eight directors

**4. Exercise of voting rights:** If you vote by both letter and internet, we will consider the vote made by internet to be valid. If you vote by internet multiple times, we will consider the last vote to be valid.

If you attend the meeting on the day, please bring the enclosed voting form with you and present it at reception. Please be aware that only shareholders eligible to exercise voting rights will be admitted into the meeting, and that representatives, associates, etc., who are not shareholders will not be admitted, even if they carry the voting form. When you attend the meeting on the day, please bring this convocation notice with you.

In the event of an amendment to the reference documents for the General Meeting of Shareholders, the business report, the consolidated financial statements, or the non-consolidated financial statements, the amended content will be posted on the Company website.

URL (Japanese only) <https://www.noevirholdings.co.jp/ir/shareholder/index.htm>

## Reference Documents for the General Meeting of Shareholders

Proposals and Reference Items

### Proposal Appointment of Eight Directors

All of the directors (eight) will reach the end of their appointments at the close of this General Meeting of Shareholders.

We therefore request the election of eight directors.

The director candidates are as follows.

Candidate number	Name (Date of birth)	Career history, position, offices held, and important concurrent positions held	Number of the Company's shares held
1	Hiroshi Okura (August 9, 1936)  <span style="border: 1px solid black; padding: 2px;">Reelection</span>	April 1964      Founded J.H. Okura & Co., Ltd.  June 1971      J.H. Okura & Co., Ltd. transformed into limited liability company Representative Director and President  May 1978      Company name changed to Noevir Co., Ltd. Representative Director, President and CEO  September 2009   Chairman and Representative Director  March 2011      Retired as Representative Director Chairman and Representative Director of Noevir Holdings Co., Ltd. (current)	1,000,000 shares
<p><b>Reason for Selection as Director Candidate</b>                      Mr. Hiroshi Okura was selected as a candidate for director because as the founder of the Company, he has contributed to the development of the entire Group and has abundant experience and advanced insights into management.</p>			
2	Takashi Okura (January 16, 1964)  <span style="border: 1px solid black; padding: 2px;">Reelection</span>	September 1990    Joined Noevir Co., Ltd.  December 1993    Director, Assistant General Manager of Sales Division, Head of International Affairs  February 1998      Managing Director, Manager of Management Strategy Department, Head of Sales Division 1 and Head of Sales Division 4  December 2001    Representative Director, Vice President and COO  September 2009    President and Representative Director  March 2011      Retired as President and Representative Director President and CEO of Noevir Holdings Co., Ltd. (current)  (Important Concurrent Positions Held) CEO of Noevir Holding of America, Inc.	3,699,000 shares
<p><b>Reason for Selection as Director Candidate</b>                      Mr. Takashi Okura was selected as a candidate for director because he has been involved with the Group's management since its foundation and has played a central role in expanding the overall Group's earnings as president and Representative Director.</p>			

Candidate number	Name (Date of birth)	Career history, position, offices held, and important concurrent positions held	Number of the Company's shares held
3	Ikkou Yoshida (June 10, 1957)  <u>Reelection</u>	January 1982      Joined Noevir Co., Ltd.	2,800 shares
		December 2007      Director, General Manager of Management Strategy Department, Head of the Public & Investor Relations Department	
December 2009      Director and Senior Executive Officer, General Manager of Management Strategy Department			
March 2011      Retired as Director Director and Senior Executive Officer, General Manager of Management Strategy Department, Noevir Holdings Co., Ltd.			
December 2013      Director and Senior Executive Officer, General Manager of Management Strategy Department, General Manager of Public & Investor Relations Department			
December 2014      Director, Management Strategy and Public & Investor Relations (current)			
<p><b>Reason for Selection as Director Candidate</b> Mr. Ikkou Yoshida was selected as a candidate for director because he has abundant experience and knowledge regarding management in general having served as Chief Officer of Management Strategy for the overall Group.</p>			
4	Yasuo Kaiden (November 4, 1955)  <u>Reelection</u>	July 1978      Joined Noevir Co., Ltd.	29,000 shares
		December 1994      Director, Assistant General Manager of Sales Division, Head of Chubu Region	
December 2009      Director and Senior Executive Officer, General Manager of Manufacturing and Logistics Division, Head of Management Information Systems Department			
March 2011      President and Representative Director (current) Director of Noevir Holding Co., Ltd. (current)			
(Important Concurrent Positions Held) President and Representative Director of Noevir Co., Ltd.			
<p><b>Reason for Selection as Director Candidate</b> Mr. Yasuo Kaiden was selected as a candidate for director because of his abundant experience and knowledge of management in general, having served as representative director and president of one of the Company's main subsidiaries.</p>			

Candidate number	Name (Date of birth)	Career history, position, offices held, and important concurrent positions held	Number of the Company's shares held
5	Masataka Nakano (April 18, 1952)  <u>Reelection</u>	<p>June 1978      Joined Noevir Co., Ltd.</p> <p>October 1995    Representative Director and President, of NOV Co., Ltd.</p> <p>June 2000      Representative Director and President of SANA Co., Ltd.</p> <p>September 2004    Director and Vice President of Tokiwa Pharmaceutical Co., Ltd.</p> <p>February 2010    President and Representative Director (current)</p> <p>March 2011      Director of Noevir Holdings Co., Ltd. (current)</p> <p>(Important Concurrent Positions Held) President and Representative Director of Tokiwa Pharmaceutical Co., Ltd.</p>	7,000 shares
<p><b>Reason for Selection as Director Candidate</b> Mr. Masataka Nakano was selected as a candidate for director because of his abundant experience and knowledge of management in general, having served as representative director and president of one of the Company's main subsidiaries.</p>			
6	Sanae Tanaka (July 15, 1962)  <u>Reelection</u> <u>Outside</u> <u>Independent</u>	<p>April 1989      Registered as an attorney</p> <p>September 1991    Opened Sanae Tanaka Law Office (current)</p> <p>April 2007      Vice chairperson of TV Asahi Corporation Program Assessment Council (current)</p> <p>March 2011      Outside Director of Noevir Holdings Co., Ltd. (current)</p> <p>March 2015      Outside director of PILOT CORPORATION (current)</p> <p>May 2015      Outside director of Shochiku Co., Ltd. (current)</p> <p>June 2015      Outside director of Kintetsu World Express, Inc. (current)</p> <p>(Important Concurrent Positions Held) Representative of Sanae Tanaka Law Office Outside director of PILOT CORPORATION Outside director of Shochiku Co., Ltd. Outside director of Kintetsu World Express, Inc.</p>	0 shares
<p><b>Reason for Selection as Outside Director Candidate</b> Ms. Sanae Tanaka was deemed an appropriate appointee to continue as outside director because she has expert knowledge as an attorney and an outside director at other companies and contributes beneficial opinions at the Company's Board of Directors meetings.</p>			

Candidate number	Name (Date of birth)	Career history, position, offices held, and important concurrent positions held	Number of the Company's shares held
7	Maho Kinami (February 14, 1976)  <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent	December 2010 Registered as an attorney Joined Zao Law Office  December 2017 Outside Director of Noevir Holdings Co., Ltd. (current) Opened Kinami Law Office (current)  June 2019 Outside director of Advanex Inc. (current)  (Important Concurrent Positions Held) Representative of Kinami Law Office Outside director of Advanex Inc.	0 shares
		<b>Reason for Selection as Outside Director Candidate</b> Ms. Maho Kinami was deemed to be an appropriate appointee to continue as outside director because she has expert knowledge as an attorney and an outside director at another company and contributes beneficial opinions at the Company's Board of Directors meetings.	
8	Emima Abe (December 31, 1979)  <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent	December 2013 Registered as an attorney  August 2016 Joined Max General Law Firm (current)  December 2018 Outside Director of Noevir Holdings Co., Ltd. (current)	0 shares
		<b>Reason for Selection as Outside Director Candidate</b> Ms. Emima Abe was deemed to be an appropriate appointee to continue as outside director because she has expert knowledge as an attorney and contributes beneficial opinions at the Company's Board of Directors meetings.	

(Notes)

- None of the candidates has a special interest relationship with the Company.
- Ms. Sanae Tanaka, Ms. Maho Kinami, and Ms. Emima Abe are candidates for outside directors. The Company has identified Ms. Sanae Tanaka, Ms. Maho Kinami, and Ms. Emima Abe as independent directors as provided by Tokyo Stock Exchange, Inc. and has submitted notification to the exchange. If their appointments are approved, the Company plans to continue treating them as independent directors.  
 Ms. Sanae Tanaka's length of service as an outside director at the end of this Ordinary General Meeting of Shareholders will be nine years and nine months.  
 Ms. Maho Kinami's length of service as an outside director at the end of this Ordinary General Meeting of Shareholders will be three years.  
 Ms. Emima Abe's length of service as an outside director at the end of this Ordinary General Meeting of Shareholders will be two years.
- Liability limitation agreements with outside directors  
 The Company has concluded liability limitation agreements with Ms. Sanae Tanaka, Ms. Maho Kinami, and Ms. Emima Abe, limiting their liability for damages under Article 427, paragraph 1 of the Companies Act. This means that if they were to cause the Company to sustain a loss by neglecting their duties, their liability to the Company would be limited to the lowest liability limit amount provided in Article 425, paragraph 1 of the same act, in cases where they have acted in good faith and without gross negligence. If their appointments are approved, the Company intends to continue these agreements with them.