### (FOR REFERENCE PURPOSE ONLY)

Securities Code: 4528 May 27, 2020

To Our Shareholders

Gyo Sagara
President & CEO
Ono Pharmaceutical Co., Ltd.
1-5, Doshomachi 2-chome, Chuo-ku, Osaka, Japan
Head Office:
8-2, Kyutaromachi 1-chome, Chuo-ku, Osaka, Japan

#### NOTICE TO CONVENE THE 72ND ORDINARY GENERAL SHAREHOLDERS' MEETING

We hereby notify you that the 72nd Ordinary General Shareholders' Meeting (hereinafter the "Meeting") of Ono Pharmaceutical Co., Ltd. (hereinafter "We" or the "Company") will be held as described below.

In light of the current situation concerning the coronavirus disease 2019 (COVID-19), in order to ensure the safety and health of our Shareholders, as well as to prevent the spread of the infection, the Company strongly encourages each Shareholder to exercise his/her Voting Rights in writing or by electronic means (via the Internet, etc.) instead of attending the Meeting in person. In this case, please review the attached Reference Materials for the Shareholders' Meeting and exercise your voting rights by 5 p.m. on Wednesday, June 17, 2020 (JST).

- 1. Date and Time: 10 a.m., Thursday, June 18, 2020 (Entry will start at 9 a.m.)
- **2. Place:** Peacock Room, 3F, IMPERIAL HOTEL OSAKA 8-50, Temmabashi 1-chome, Kita-ku, Osaka, Japan
- 3. Agenda:

## Matters to be reported:

- 1. Business Report and Consolidated Financial Statements for the 72nd Fiscal Year (from April 1, 2019 to March 31, 2020), as well as the Audit Report on the Consolidated Financial Statements for the 72nd Fiscal Year by the Accounting Auditor and the Audit & Supervisory Board
- 2. Non-Consolidated Financial Statements for the 72nd Fiscal Year (from April 1, 2019 to March 31, 2020)

#### Matters to be resolved:

**Proposal 1:** Appropriation of Surplus

Proposal 2: Election of Eight (8) Members of the Board of Directors
Proposal 3: Election of Three (3) Audit & Supervisory Board Members

# 4. Guidance Notes on the Exercise of Voting Rights

■ Exercise of Voting Rights in writing (via postal mail)

Please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it so that it will reach us by the due date and time for exercise.

## Due Date and time for Exercise: 5 p.m., Wednesday, June 17, 2020 (JST)

■ Exercise of Voting Rights by electronic means (via the Internet, etc.)

Please access the website at <a href="https://www.web54.net">https://www.web54.net</a> with the "Voting Rights Exercise Code" and password printed on the enclosed Voting Rights Exercise Form, and select the electronic voting option and exercise your voting rights in accordance with the instructions on the website by the due date and time for exercise.

If you exercise your voting rights via a smartphone, "Smart Voting" system is available for use.

## Due Date and time for Exercise: 5 p.m., Wednesday, June 17, 2020 (JST)

If you are an institutional investor, "Electronic Voting Platform" managed by Investor Communications Japan, Inc. (ICJ) is available for use.

- If you exercise your voting rights both in writing and by electronic means, only the vote cast by electronic means will be regarded as valid.
- If you exercise your voting rights more than once by electronic means, only the last vote will be regarded as valid.

Please present the enclosed Voting Rights Exercise Form at the reception desk upon your arrival at the Meeting place.

(If any changes are made to the Reference Materials for the Shareholders' Meeting, Business Reports, Consolidated Financial Statements and/or Non-Consolidated Financial Statements, they will be posted on the Company's website (<a href="https://www.ono.co.jp/">https://www.ono.co.jp/</a>).)

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

### Reference Materials for the Shareholders' Meeting

# **Proposals and Reference Items**

### **Proposal 1: Appropriation of Surplus**

Regarding the return of profits to shareholders as one of our important management policies, our policy on distribution of profits is to make distribution(s) commensurate with the business results while keeping in mind the importance of a stable and continuing payment of dividend.

For this fiscal year, we propose a year-end dividend of \(\frac{\text{\ti}\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\texi{\text{\text{\texi{\text{\texi{\text{\texi\texi{\text{\text{\texi{\text{\text{\ti}\text{\text{\texi{\texi{\

### Year-End Dividend

- (1) Type of dividend property

  Cash
- (2) Allocation of dividend property to shareholders and total amount of such allocation ¥22.50 per share of common stock Total dividend amount: ¥11,231,613,855
- (3) Effective date of the distribution of the dividend June 19, 2020

# Proposal 2: Election of Eight (8) Members of the Board of Directors

The terms of office of all eight (8) current Members of the Board of Directors will expire at the close of the Meeting. Therefore, eight (8) Members of the Board of Directors, including three (3) Outside Directors, are proposed to be elected.

The candidates for Members of the Board of Directors were determined by the Board of Directors after the deliberation at the "Executive Appointment Meeting" where Outside Directors account for a majority.

The candidates for Members of the Board of Directors are as follows:

No.	Name	Current Positions and Assignments in the Company and Important Concurrent holding of Positions	Number of Board of Directors' Meetings Attended	
1	Reappointment Gyo Sagara	Representative Director, President & CEO	13/13 (100%)	
2	Reappointment Hiroshi Awata	Member of the Board of Directors, Vice President Executive Officer Tokyo Branch Head	13/13 (100%)	
3	Reappointment Isao Ono	Member of the Board of Directors, Executive Officer Director, Corporate Research	13/13 (100%)	
4	New appointment Toshihiro Tsujinaka	Executive Officer Executive Director, Corporate Strategy & Planning and Senior Director, Business Design		
5	New appointment Toichi Takino	Executive Officer Executive Director, Discovery & Research		
6	Reappointment Outside Independent Jun Kurihara	Member of the Board of Directors Research Director, The Canon Institute for Global Studies Visiting Professor, School of Policy Studies, Kwansei Gakuin University	13/13 (100%)	
7*	Reappointment Outside Masao Nomura Independent	Member of the Board of Directors Senior Adviser to the Board, Iwatani Corporation Outside Director, Keihanshin Building Co., Ltd. Chairman of the Board, Iwatani Maruigas Corporation Audit & Supervisory Board Member, CENTRAL SEKIYU GAS CORPORATION (To resign in June 2020)	13/13 (100%)	
8	New appointment Outside Akiko Okuno Independent	Professor, Faculty of Business Administration, KONAN UNIVERSITY		
New app	Directors to be Reappointment	Candidates for Directors to be reappointed Candidates for Outside Directors	Independent Directors registered with the Tokyo Stock Exchange	

<sup>\*</sup>Note: Iwatani Maruigas Corporation, where Masao Nomura serves as the Chairman of the Board, and CENTRAL SEKIYU GAS CORPORATION, where he serves as an Audit & Supervisory Board Member, are consolidated subsidiaries of Iwatani Corporation.

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No. 1			c outlines, positions, assignments, and rtant concurrent holding of positions			
Reappointment	April	1983	Joined the Company			
	April	2006	Executive Director, General Administration			
Gyo Sagara	1.19.11	_000	and Senior Director, Corporate			
			Management			
(October 7, 1958)	June	2006	Member of the Board of Directors			
	April	2007	Executive Director, Corporate Management			
	Novembe		Executive Director, Sales and Marketing			
Number of the	Decembe		Managing Member of the Board of			
Company's shares held	Decembe	1 2007	Directors			
54,000	February	2008	Member of the Board of Directors, Vice			
,	reditially	2008	President			
	April	2008				
	Septembe		Executive Director, Corporate Management			
	Septembe	2008	President & CEO (to date)			
No. 2	Brief bio	graphi	c outlines, positions, assignments, and			
			important concurrent holding of positions			
Reappointment	April	1983	Joined the Company			
1 1	May	2008	Executive Director, Clinical Development			
Hiroshi Awata	Iviay	2000	and Senior Director, Clinical Development			
			Planning			
(February 23, 1961)	June	2008	Member of the Board of Directors			
	June	2009	Managing Member of the Board of			
	June	2009	Directors			
Number of the	June	2010	Senior Managing Member of the Board of			
Company's shares held	June	2010	Directors			
32,900	June	2011	Member of the Board of Directors, Senior			
,	June	2011	Executive Officer			
	October	2011				
	October	2011	Executive Director, Clinical Development			
			and Senior Director, Clinical Development			
	Mess	2012	Management  Everytive Director Clinical Development			
	May	2012	Executive Director, Clinical Development			
	June	2012	Member of the Board of Directors, Vice			
		2014	President Executive Officer (to date)			
	October	2014	Executive Director, Clinical Development			
			and Senior Director, Clinical Development			
			Planning			
	April	2015	Executive Director, Clinical Development			
	October	2018	Tokyo Branch Head (to date)			
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No. 3		Brief biographic outlines, positions, assignments, and status of important concurrent holding of positions			
Reappointment	April	1981	Joined the Company		
	February	1986	Member of the Board of Directors		
Isao Ono	May	1990	Deputy Executive Director, Production		
(January 3, 1959)	June	1992	Senior Director, Human Resources		
(Junuary 3, 1737)			Development and Assistant Director of		
			Tokyo Branch Office		
Number of the	August	1995	Director, CI		
Company's shares held	September	r 2005	Director, Environmental Management		
1,510,275	June	2011	Member of the Board of Directors,		
, ,			Corporate Officer		
	April	2014	Director, Corporate Research (to date)		
	June	2015	Member of the Board of Directors,		
			Executive Officer (to date)		
No. 4		Brief biographic outlines, positions, assignments, and			
	status o	ımpor	tant concurrent holding of positions		
New appointment	April	1988	Joined the Company		
	June	2004	Director, Koshinetsu Branch Sales Division		
Toshihiro Tsujinaka	July	2006	Director, Tokyo Branch 2 Sales Division		
(December 18, 1964)	November		Senior Director, Sales Operations		
	August	2008	Senior Director, Marketing Strategy Planning		
	April	2009	Senior Director, Sales Operations		
	October	2012	Director, Sendai Branch Sales Division		
Number of the Company's shares held	October	2013	Director, Nagoya Branch Sales Division		
8,300	October	2015	Senior Director, Oncology Planning & Promotion		
	April	2016	Division Director, Oncology Business Division		
	June	2016	Corporate Officer		
	October	2018	Executive Director, Corporate Strategy &		
			Planning		
	June	2019	Executive Officer (to date)		
	October	2019	Executive Director, Corporate Strategy &		
			Planning and Senior Director, Business Design		

No. 5		Brief biographic outlines, positions, assignments, and status of important concurrent holding of positions				
New appointment	April April	1995 2006	Joined the Company Senior Director, International Business			
Toichi Takino	April	2008	Senior Director, Business Development			
(January 14, 1968)	May	2008	Senior Director, Global Business Development & Licensing			
	July	2009	Vice President, ONO PHARMA USA, INC.			
Number of the	June	2011	Corporate Officer			
Company's shares held 11,000	April	2012	Executive Director, Corporate Development & Strategy			
	October	2018	Executive Director, Discovery and Research Division			
	April	2019	Executive Director, Discovery & Research (to date)			
	June	2019	Executive Officer (to date)			
No. 6		Brief biographic outlines, positions, assignments, and status of important concurrent holding of positions				
Reappointment	April	1983	Joined Mitsubishi Research Institute, Inc.			
Outside Independent	April	1995	Joined FUJITSU RESEARCH INSTITUTE			
Jun Kurihara	April	2003	Senior Fellow, Harvard University, John F. Kennedy School of Government			
(August 13, 1957)	April	2006	Visiting Professor, School of Policy Studies, Kwansei Gakuin University (to date)			
Number of the Company's shares held	April	2007	Liaison Officer, Research Institute of Economy, Trade and Industry			
0	April	2009	Research Director, The Canon Institute for Global Studies (to date)			
	June	2013	Member of the Board of Directors, Outside Director (to date)			
	Research	Directo Professo	ant concurrent holding of positions] r, The Canon Institute for Global Studies r, School of Policy Studies, Kwansei Gakuin			

No. 7			c outlines, positions, assignments, and rtant concurrent holding of positions		
Reappointment	March	1972	Joined Iwatani Corporation		
Outside Independent	June	2007	Director, Executive Officer, Iwatani Corporation		
Masao Nomura	April	2009	Executive Director, Executive Officer, Iwatani Corporation		
(August 2, 1949)	April	2010	Senior Executive Director, Executive Officer, Iwatani Corporation		
Number of the	June	2012	President, Representative Director, Executive Officer, Iwatani Corporation		
Company's shares held 5,000	April	2017	Director, Senior Adviser to the Board, Executive Officer, Iwatani Corporation		
	June	2017	Senior Adviser to the Board, Iwatani Corporation (to date)		
	June	2018	Member of the Board of Directors, Outside Director (to date)		
	June	2019	Outside Director, Keihanshin Building Co., Ltd. (to date)		
	[Status of important concurrent holding of positions] Senior Adviser to the Board, Iwatani Corporation Outside Director, Keihanshin Building Co., Ltd. Chairman of the Board, Iwatani Maruigas Corporation Audit & Supervisory Board Member, CENTRAL SEKIYU GAS CORPORATION (to resign in June 2020) (Iwatani Maruigas Corporation and CENTRAL SEKIYU GAS CORPORATION are consolidated subsidiaries of Iwatani Corporation.)				
No. 8	No. 8 Brief biographic outlines, positions, assignments, and status of important concurrent holding of positions				
New appointment Outside	April	2002	Associate Professor, Faculty of Economics, Osaka University of Economics and Law		
Independent	April	2004	Associate Professor, Faculty of Business Administration, Tezukayama University		
Akiko Okuno (November 17, 1970)	April	2010	Professor, Faculty of Business Administration, Tezukayama University		
Number of the Company's shares held	April	2012	Professor, Faculty of Business Administration, KONAN UNIVERSITY (to date)		
0	_	r, Facul	ant concurrent holding of positions] ty of Business Administration, KONAN		

Notes: 1. There is no special interest between each of these candidates and the Company.

- 2. Jun Kurihara, Masao Nomura and Akiko Okuno are the candidates for Outside Directors.
- 3. The reasons why the Company appoints these candidates as Outside Directors are as follows:
  - 1) Although Jun Kurihara has not been directly involved in corporate management, as a frontline researcher of politics, economics and sociology, he has drawn on his extensive knowledge and expertise

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- gained through his research experience in Japan and abroad and fulfilled the duties of an outside director. Since the Company believes that he will continue to contribute to maintaining and improving the soundness of the Company's management and qualification of executing management thereof, the Company has proposed him as a candidate.
- 2) Masao Nomura has drawn on his ample experience and expert knowledge gained through his long career as a corporate manager and fulfilled the duties of an outside director. Since the Company believes that he will continue to contribute to the enhancement of corporate value by monitoring and supervising its management as well as by providing appropriate advice and suggestions concerning its overall management, the Company has proposed him as a candidate.
- 3) Although Akiko Okuno has not been directly involved in corporate management, she has advanced academic knowledge as a university professor specializing in business administration. Since the Company can expect valuable advice and suggestions based on her knowledge in her specialized fields, such as women's labor and personnel evaluation systems, the Company believes that she will contribute to the enhancement of corporate value and has proposed her as a candidate.
- 4. Jun Kurihara will have been in office as an Outside Director for seven years at the close of the Meeting.

  Masao Nomura will have been in office as an Outside Director for two years at the close of the Meeting.
- 5. With Jun Kurihara and Masao Nomura, the Company has entered into agreements which limit the maximum amount of liabilities for damage set forth in Article 423-1 of the Companies Act to the minimum liability amount provided by laws and regulations. If the proposal is approved and they are elected, the Company plans to continue such agreements. If the proposal is approved and Akiko Okuno is elected, the Company plans to newly enter into such agreement with her.
- 6. Jun Kurihara and Masao Nomura have been registered as independent directors defined in the regulations of the Tokyo Stock Exchange. If the proposal is approved and they are elected, they will continue to be independent directors. If the proposal is approved and Akiko Okuno is elected, she will also be an independent director.

### Proposal 3: Election of Three (3) Audit & Supervisory Board Members

The terms of office of two (2) Audit & Supervisory Board Members, Katsuyoshi Nishimura and Yasuo Hishiyama will expire at the close of the Meeting.

Hiromi Sakka resigned from Audit & Supervisory Board Member on March 27, 2020, in order to undergo medical treatment. Accordingly, since the number of Outside Audit & Supervisory Board Members has fallen below the number stipulated in laws and regulations, the Company filed a petition to elect a provisional Audit & Supervisory Board Member (temporary acting Audit & Supervisory Board Member) to the Osaka District Court. On April 7, 2020, Akiko Tanabe was elected as a provisional Audit & Supervisory Board Member and assumed office. The Company proposes to elect Akiko Tanabe as an Audit & Supervisory Board Member again, since the term of office of the provisional Audit & Supervisory Board Member will be the period until her successor will be elected at the 72nd Ordinary General Shareholders' Meeting.

Therefore, three (3) Audit & Supervisory Board Members, including two (2) Outside Audit & Supervisory Board Members, are proposed to be elected.

As Akiko Tanabe is a candidate for Audit & Supervisory Board Member to fill in for Hiromi Sakka, her term of office will be the remaining term of office of the retired Audit & Supervisory Board Member pursuant to the provisions of Article 30 of the Company's Articles of Incorporation.

The candidates for Audit & Supervisory Board Members were determined by the Board of Directors after the deliberation at the "Executive Appointment Meeting" where Outside Directors account for a majority.

The Audit & Supervisory Board has agreed to this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

No. 1	Brief biographic outlines, positions, and status of important concurrent holding of positions			
Reappointment  Katsuyoshi Nishimura	April April	1977 2003	Joined the Company Senior Director, Research Management and General Affairs	
(January 24, 1954)	October	2005	Deputy Executive Director, Discovery & Research and Senior Director, Research Management and General Affairs	
Number of the Company's shares held 10,900	April	2006	Deputy Executive Director, Sales and Marketing and Senior Director, Sales Operations	
7	June Novembe	2007 er 2007	Senior Director, Sales Operations Director, Business Audit Department	
	June	2010	Senior Director, Research Management and General Affairs	
	June	2011	Full-time Audit & Supervisory Board Member (to date)	

No. 2		Brief biographic outlines, positions, and status of important concurrent holding of positions			
Reappointment Outside Independent	April	1999	Appointed as a judge (served at Sendai District Court, Saitama District Court and Osaka Family Court)		
Yasuo Hishiyama	April	2006	Registered as an attorney at law (Dai-Ichi Tokyo Bar Association)		
(February 11, 1973)	April January	2006 2010	Joined TANABE & PARTNERS (to date) Member of appraisal committee (Land		
Number of the Company's shares held	June	2016	Lease Non-Contentious Cases) at Tokyo District Court (to date) Outside Audit & Supervisory Board		
0	Juile	2010	Member (to date)		
	Partner A Member	[Status of important concurrent holding of positions] Partner Attorney at Law, TANABE & PARTNERS Member of appraisal committee (Land Lease Non-Contentious Cases) at Tokyo District Court			
No. 3		Brief biographic outlines, positions, and status of important concurrent holding of positions			
New appointment Outside	October	1993	Joined Century Audit Corporation (Present: Ernst & Young ShinNihon LLC)		
Independent	May January	1997 2012	Registered as Certified Public Accountant Established Akiko Tanabe CPA office (to		
			1		
Akiko Tanabe (June 15, 1970)	June	2015	date) Outside Director, OIE SANGYO CO.,		
(June 15, 1970)	June July	<ul><li>2015</li><li>2019</li></ul>	Outside Director, OIE SANGYO CO., LTD. (to date) Partner of Midosuji Audit Corporation (to		
			Outside Director, OIE SANGYO CO., LTD. (to date)		
(June 15, 1970)  Number of the Company's shares held	July April  [Status of	2019 2020 f importa	Outside Director, OIE SANGYO CO., LTD. (to date) Partner of Midosuji Audit Corporation (to date) Provisional Outside Audit & Supervisory Board Member (to date) ant concurrent holding of positions]		
(June 15, 1970)  Number of the Company's shares held	July April  [Status of Represent Outside I	2019 2020 f importation, A	Outside Director, OIE SANGYO CO., LTD. (to date) Partner of Midosuji Audit Corporation (to date) Provisional Outside Audit & Supervisory Board Member (to date)		

Notes:

- 1. There is no special interest between each of these candidates and the Company.
- 2. Yasuo Hishiyama and Akiko Tanabe are the candidates for Outside Audit & Supervisory Board Members.
- 3. The reasons why the Company appoints these candidates as Outside Audit & Supervisory Board Members are as follows:
  - 1) Although Yasuo Hishiyama has not been directly involved in corporate management, he has drawn on his knowledge and experience as an attorney at law and fulfilled the duties of an Outside Audit & Supervisory Board Member. Therefore, the Company believes that he will continue to properly fulfill the duties of an Outside Audit & Supervisory Board Member and, accordingly, the Company has proposed him as a candidate.
  - 2) Although Akiko Tanabe has not been directly involved in corporate management, she has knowledge and experience as a certified public accountant. Therefore, the Company believes that she will be able to properly pursue her duties as an Outside Audit & Supervisory Board Member and has proposed her as a candidate.
- 4. Yasuo Hishiyama will have been in office as an Outside Audit & Supervisory Board Member for four years at the close of the Meeting. Akiko Tanabe will have been in office as an Outside Audit & Supervisory Board Member for two months at the close of the Meeting.
- 5. With Yasuo Hishiyama and Akiko Tanabe, the Company has entered into agreements which limit the maximum amount of liabilities for damage set forth in Article 423-1 of the Companies Act to the minimum liability amount provided by laws and regulations. If the proposal is approved and they are elected, the Company plans to continue such agreements.
- 6. Yasuo Hishiyama and Akiko Tanabe have been registered as independent auditors defined in the regulations of the Tokyo Stock Exchange. If the proposal is approved and they are elected, they will continue to be independent auditors.

Reference

Composition of the Audit & Supervisory Board after approval of Proposal 3

	1	1	7 11 1		
No.		Name	Current Positions in the Company and Important Concurrent holding of Positions	Number of Board of Directors' Meetings Attended	Number of Audit & Supervisory Board's Meetings Attended
1	Reappointment K	Katsuyoshi Nishimura	Full-time Audit & Supervisory Board Member	13/13 (100%)	14/14 (100%)
_	Current	Shinji Fujiyoshi	Full-time Audit & Supervisory Board Member	13/13 (100%)	14/14 (100%)
2	Outside Independent	Yasuo Hishiyama	Audit & Supervisory Board Member Partner Attorney at Law, TANABE & PARTNERS Member of appraisal committee (Land Lease Non- Contentious Cases) at Tokyo District Court	13/13 (100%)	14/14 (100%)
3	Outside Independent	Akiko Tanabe	Provisional Audit & Supervisory Board Member Representative, Akiko Tanabe CPA office Outside Director, OIE SANGYO CO., LTD. Partner of Midosuji Audit Corporation		-
New a	Candid for Au Superv Board Memb be new appoin	dit & fraction of the first of	andidates or Audit &	Independent	Independent Auditors registered with the Tokyo Stock Exchange