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Securities Code: 4555

June 4, 2020

To Our Shareholders:

Mitsuo Sawai,
President, Representative Director
Sawai Pharmaceutical Co., Ltd.
5-2-30 Miyahara, Yodogawa-ku, Osaka

Notice of the 72nd Annual General Meeting of Shareholders

The Company's 72nd Annual General Meeting of Shareholders (the "Annual Meeting") will be held as described below.

Recently, the Government of Japan and prefectural governors have called on the general public to stay home and avoid going out, to prevent the spread of COVID-19, including the declaration of a State of Emergency by the Government of Japan. Under these circumstances, upon careful consideration, the Company has decided to hold the Annual Meeting after implementing appropriate measures to prevent infection.

In consideration of this requirement to stay home and avoid going out, shareholders are requested to refrain from attending the Annual Meeting in person, and are encouraged to exercise voting rights in advance by mail or via the Internet with a view to preventing the spread of COVID-19.

You are kindly requested to exercise your voting rights by mail or via the Internet. For this purpose, we kindly request you to exercise your voting rights no later than 5:20 p.m., on June 22, 2020 (Monday; Japan time).

Sincerely yours,

- 1. Date:** 10:00 a.m., June 23 (Tuesday), 2020 (Japan time)
- 2. Venue:** 10th Floor Hall, Head Office and Research Laboratories
Sawai Pharmaceutical Co., Ltd.
5-2-30 Miyahara, Yodogawa-ku, Osaka
- 3. Purposes:**
 - Items to be reported:**
 1. Business Report, Consolidated Financial Statements for the 72nd Fiscal Year (from April 1, 2019 to March 31, 2020) as well as the report of the results of audits by Accounting Auditor and Audit & Supervisory Board on such Consolidated Financial Statement
 2. Non-Consolidated Financial Statements for the 72nd Fiscal Year (from April 1, 2019 to March 31, 2020)
 - Items to be resolved:**
 - Agenda No. 1:** Appropriation of Surplus
 - Agenda No. 2:** Partial Amendments to the Articles of Incorporation
 - Agenda No. 3:** Election of Six (6) Directors
 - Agenda No. 4:** Election of One (1) Audit & Supervisory Board Member
 - Agenda No. 5:** Election of Two (2) Substitute Audit & Supervisory Board Members

1. The following notes are made available on the Company's website (<https://www.sawai.co.jp>) in accordance with the provisions of laws and regulations and Article 15 of its Articles of Incorporation (they are not included in the attachments to this Notice):

- (1) Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements in the Consolidated Financial Statements
- (2) Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements in the Non-consolidated Financial Statements

The Consolidated Financial Statements and the Non-Consolidated Financial Statements contained in the attachments to this Notice are a part of the financial statements and documents that were the subject to audit by Audit & Supervisory Board Members and Accounting Auditor for the purpose of preparing each of their Audit Reports.

2. In the event any revisions or amendments are made to the Reference Documents for the Annual Meeting, the Business Report, or the Consolidated or Non-Consolidated Financial Statements, such revisions or amendments will be posted on the Company's website. (URL: <https://www.sawai.co.jp>)

Reference Documents for the Annual General Meeting of Shareholders

Meeting Agenda and Notes:

Agenda No. 1: Appropriation of Surplus

Recognizing the proactive return of profits to shareholders to be a significant managerial issue, the Company continues to aim at realizing a stable return of dividends.

Accordingly, the Company proposes a year-end dividend of 65 yen per share.

1. Year-end dividend
 - (1) Type of asset distributed as dividend
Cash
 - (2) Allocation of asset distributed as dividend and total amount of dividend
Dividend per common share of the Company: 65 yen
The total amount of dividend: 2,845,878,035 yen
 - (3) Effective date on which dividend is to be disbursed
June 24, 2020
2. Other allocation of surplus
 - (1) Item and amount of surplus to be decreased
Retained earnings brought forward: 2,000,000,000 yen
 - (2) Item and amount of surplus to be increased
General reserve: 2,000,000,000 yen

Agenda No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the Proposal

To prepare for a contingency in which the Company does not have the number of Audit & Supervisory Board Members required by laws and regulations, in addition to establishing provisions regarding Substitute Audit & Supervisory Board Members, and stipulating the term of validity of resolutions to appoint Substitute Audit & Supervisory Board Members, this proposal clarifies the term of office in the event that a Substitute Audit & Supervisory Board Member assumes the office of Audit & Supervisory Board Member.

2. Details of the Amendments

The details of the amendments are as follows.

(The underlined text indicates amendments.)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 5. Audit & Supervisory Board Member and the Audit & Supervisory Board</p> <p>Article 29 (Method of Appointment)</p> <p>(Omitted)</p> <p>2. (Omitted)</p> <p>(Newly added)</p> <p>(Newly added)</p> <p>Article 30 (Term of Office)</p> <p>(Omitted)</p>	<p>Chapter 5. Audit & Supervisory Board Member and the Audit & Supervisory Board</p> <p>Article 29 (Method of Appointment)</p> <p>(Unchanged)</p> <p>2. (Unchanged)</p> <p>3. <u>In accordance with the provisions of Article 329, Paragraph 3 of the Companies Act of Japan, the General Meeting of Shareholders of the Company may appoint Substitute Audit & Supervisory Board Members, to prepare for cases where the Company lacks the number of Audit & Supervisory Board Members required by laws and regulations.</u></p> <p>4. <u>Resolutions regarding the appointment of Substitute Audit & Supervisory Board Members, as described in the previous paragraph, shall be effective until the commencement of the Annual General Meeting of Shareholders pertaining to the final fiscal year ending no more than four years after the date when the resolution was made, provided that the resolution itself does not stipulate a shorter term of validity.</u></p> <p>Article 30 (Term of Office)</p> <p>(Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p>2. The term of office of an Audit & Supervisory Board Member who was appointed as a substitute for an Audit & Supervisory Board Member who resigned before the conclusion of his/her term of office, shall conclude at the same time as the original term of office of the resigning Audit & Supervisory Board Member.</p>	<p>2. The term of office of an Audit & Supervisory Board Member who was appointed as a substitute for an Audit & Supervisory Board Member who resigned before the conclusion of his/her term of office, shall conclude at the same time as the original term of office of the resigning Audit & Supervisory Board Member.</p> <p><u>However, where a Substitute Audit & Supervisory Board Member, appointed in accordance with Paragraph 3 of the previous Article, assumes the office of Audit & Supervisory Board Member, his/her term of office shall not extend beyond the time of commencement of the Annual General Meeting of Shareholders pertaining to the final fiscal year ending no more than four years after the date when he/she was appointed Substitute Audit & Supervisory Board Member.</u></p>

Agenda No. 3: Election of Six (6) Directors

As the terms of office of all seven (7) Directors expire at the conclusion of the Annual Meeting, the Company proposes to decrease the number of Directors by one, and to elect six (6) Directors, including two (2) External Directors.

The candidates for Director are as follows.

Candidate No.	Name	Current position and responsibility at the Company	No. of attendance at the Board of Directors meetings
1	Re-elected / Male Mitsuo Sawai	President, Representative Director	16/16 (100%)
2	Re-elected / Male Kenzo Sawai	Director Senior Managing Executive Officer Vice President of Corporate Strategy Department and Supervisor of Research & Development Division	16/16 (100%)
3	Re-elected / Male Kazuhiko Sueyoshi	Director Senior Executive Officer Vice President of Corporate Administration Division	16/16 (100%)
4	Re-elected / Male Toru Terashima	Director Senior Executive Officer Vice President of Reliability Assurance Division	16/16 (100%)
5	Re-elected / External / Independent / Male Masatoshi Ohara	Director	12/13 (92.3%)
6	Re-elected / External / Independent / Female Nawomi Todo	Director	16/16 (100%)

Re-elected: Candidate for re-elected Directors

External: Candidate for external Directors

Independent: Independent executive to be registered with a stock exchange

1 Mitsuo Sawai

Re-elected

Male

Date of birth	September 28, 1956	Number of the Company's shares owned	948,200 Shares
Brief profile, position, responsibility, and significant concurrent position	<p>April 1982 Joined Kyowa Hakko Kogyo Co., Ltd. (currently Kyowa Kirin Co., Ltd.)</p> <p>January 1989 Joined Sawai Pharmaceutical Co., Ltd.</p> <p>June 2000 Director, Deputy Vice President of Sales Division, and General Manager of Sales Planning Department</p> <p>June 2002 Managing Director, Deputy Vice President of Sales Division, and General Manager of Sales Planning Department</p> <p>June 2005 Senior Managing Director, Vice President of Sales Division</p> <p>June 2008 President, Representative Director (incumbent)</p>		
Reasons for nomination as a candidate for Director	Mr. Mitsuo Sawai is well-versed in the generic drug business. The Company expects that his track record, abilities, and experience as a person driving the sustainable growth of the corporate value of the Sawai Group will continue to be required for the Company's management. Therefore, the Company has proposed him as a candidate for Director.		
Particular conflicts of interest between the candidate and the Company	There are no particular conflicts of interest between Mr. Mitsuo Sawai and the Company.		

Date of birth	May 26, 1968	Number of the Company's shares owned	854,000 shares
Brief profile, position, responsibility, and significant concurrent position	<p>April 1995 Joined Sumitomo Pharmaceuticals Co., Ltd. (currently Sumitomo Dainippon Pharma Co., Ltd.)</p> <p>April 2001 Joined Sawai Pharmaceutical Co., Ltd.</p> <p>June 2010 Director, Vice President of Corporate Strategy Department</p> <p>June 2013 Director, Senior Executive Officer, Vice President of Corporate Strategy Department and Deputy Vice President of Sales Division</p> <p>June 2017 Chairman of the Board of Upsher-Smith Laboratories, LLC (incumbent)</p> <p>June 2017 Director, Senior Managing Executive Officer, Vice President of Corporate Strategy Department and Supervisor of Sales Division</p> <p>June 2018 Director, Senior Managing Executive Officer, Vice President of Corporate Strategy Department and Supervisor of Research & Development Division (incumbent)</p>		
Reasons for nomination as a candidate for Director	<p>Mr. Kenzo Sawai is well-versed in the generic drug business. The Company expects that his track record and abilities as a person with strategic planning and implementation abilities for supporting the Sawai Group's growth in the medium term will continue to be required for the Company's management. Therefore, the Company has proposed him as a candidate for Director.</p>		
Particular conflicts of interest between the candidate and the Company	<p>There are no particular conflicts of interest between Mr. Kenzo Sawai and the Company.</p>		

Date of birth	September 19, 1957	Number of the Company's shares owned	1,500 shares
Brief profile, position, responsibility, and significant concurrent position	<p>April 1980 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 2012 Joined Sawai Pharmaceutical Co., Ltd. General Manager of Controller Department</p> <p>June 2017 Executive Administration, Upsher-Smith Laboratories, LLC (incumbent)</p> <p>February 2018 Executive Officer, Deputy Vice President of Corporate Administration Division General Manager of Controller Department</p> <p>June 2018 Director, Senior Executive Officer, Vice President of Corporate Administration Division (incumbent)</p> <p>June 2018 Director of Medisa Shinyaku Inc. (incumbent)</p> <p>June 2018 Director of Kaken Shoyaku Co., Ltd (incumbent)</p>		
Reasons for nomination as a candidate for Director	Mr. Kazuhiko Sueyoshi has expertise in finance and accounting, and deep insights into corporate management based on his extensive experience at financial institutions and business experience in corporate management. The Company expects that his expertise and insights will continue to be required for the Company's management. Therefore, the Company has proposed him as a candidate for Director.		
Particular conflicts of interest between the candidate and the Company	There are no particular conflicts of interest between Mr. Kazuhiko Sueyoshi and the Company.		

4 Toru Terashima

Re-elected

Male

Date of birth	August 7, 1959	Number of the Company's shares owned	700 shares
Brief profile, position, responsibility, and significant concurrent position	<p>April 1984 Joined Sumitomo Chemical Company, Limited</p> <p>October 1984 Joined Sumitomo Pharmaceuticals Co., Ltd. (currently Sumitomo Dainippon Pharma Co., Ltd.)</p> <p>January 2016 Joined Sawai Pharmaceutical Co., Ltd.</p> <p>June 2016 Corporate Officer, Vice President of Reliability Assurance Division</p> <p>June 2017 Director, Corporate Officer, Vice President of Reliability Assurance Division</p> <p>June 2018 Director, Executive Officer, Vice President of Reliability Assurance Division</p> <p>June 2019 Director, Senior Executive Officer, Vice President of Reliability Assurance Division (incumbent)</p>		
Reasons for nomination as a candidate for Director	<p>Mr. Toru Terashima has extensive professional knowledge and business experience in the research, development, and production of, and regulatory affairs related to, pharmaceutical affairs, etc. The Company expects that his expertise and experience will continue to be required for the Company's management. Therefore, the Company has proposed him as a candidate for Director.</p>		
Particular conflicts of interest between the candidate and the Company	<p>There are no particular conflicts of interest between Mr. Toru Terashima and the Company.</p>		

5 Masatoshi Ohara

Candidate for
External Director

Candidate for
independent
executive

Re-elected

Male

Date of birth	April 25, 1951	Number of the Company's shares owned	100 shares
Brief profile, position, responsibility, and significant concurrent position	<p>April 1979 Registered as a lawyer at Osaka Bar Association Joined Kikkawa Sogo Law Offices (currently Kikkawa Law Offices)</p> <p>August 1986 Attorney registered in the State of New York, the U.S.</p> <p>January 1988 Partner of Kikkawa Law Offices (incumbent)</p> <p>April 2004 Member of the Board of Directors for the Kinki Federation of Bar Associations</p> <p>April 2017 The President of Osaka Bar Association, the Vice President of Japan Federation of Bar Associations</p> <p>June 2019 Director of the Company (incumbent)</p>		
Reasons for nomination as a candidate for External Director	<p>Mr. Masatoshi Ohara has extensive experience and professional knowledge as a lawyer. The Company expects him to provide beneficial advice from an independent perspective using such experience and knowledge. Therefore, the Company has proposed him as a candidate for External Director.</p> <p>For the above reasons, the Company believes that he can perform his duties as External Director appropriately although he has not participated in corporate management before except as External Director or External Audit & Supervisory Board Member.</p>		
Particular conflicts of interest between the candidate and the Company	<p>There are no particular conflicts of interest between Mr. Masatoshi Ohara and the Company.</p>		

Notes:

1. Mr. Masatoshi Ohara is currently the Company's External Director, and the Company has entered into an Agreement with him limiting liability as provided for in Article 423, Paragraph 1 of the Companies Act within the limits stipulated by laws and regulations. If Mr. Masatoshi Ohara is re-elected, the Company intends to continue the Agreement for Limitation of Liability with him. The term of office of Mr. Masatoshi Ohara as External Director of the Company will be one year at the conclusion of the Annual Meeting.
2. The Company has nominated Mr. Masatoshi Ohara as an independent executive in accordance with requirements of the Tokyo Stock Exchange, and has registered him with the Tokyo Stock Exchange.

6 Nawomi Todo

Candidate for
External Director

Candidate for
independent
executive

Re-elected

Female

Date of birth	September 17, 1959	Number of the Company's shares owned	500 shares
Brief profile, position, responsibility, and significant concurrent position	<p>June 1984 Obtained medical license</p> <p>July 1984 Staff Doctor at Osaka University Hospital</p> <p>July 1987 Staff Doctor at Osaka Police Hospital, Association of Osaka Police Foundation</p> <p>July 1990 Staff Doctor at Nissay Hospital (currently Nippon Life Hospital)</p> <p>January 2002 Staff Doctor at Osaka-tetsusyou Health Insurance Society (incumbent)</p> <p>January 2007 Obtained Certified Occupational Physician Qualification of Japan Medical Association</p> <p>June 2015 Director of the Company (incumbent)</p>		
Reasons for nomination as a candidate for External Director	<p>Ms. Nawomi Todo has extensive professional knowledge and experience, etc. as a medical doctor. The Company expects her to continue providing beneficial advice from an independent perspective. Therefore, the Company has proposed her as a candidate for External Director. For the above reasons, the Company believes that she can perform her duties as External Director appropriately although she has not participated in corporate management before except as External Director or External Audit & Supervisory Board Member.</p>		
Particular conflicts of interest between the candidate and the Company	<p>There are no particular conflicts of interest between Ms. Nawomi Todo and the Company.</p>		

Notes:

- Ms. Nawomi Todo is currently the Company's External Director, and the Company has entered into an Agreement with her limiting liability as provided for in Article 423, Paragraph 1 of the Companies Act within the limits stipulated by laws and regulations. If Ms. Nawomi Todo is re-elected, the Company intends to continue the Agreement for Limitation of Liability with her. The term of office of Ms. Nawomi Todo as External Director of the Company will be five years at the conclusion of the Annual Meeting.
- The Company has nominated Ms. Nawomi Todo as an independent executive in accordance with requirements of the Tokyo Stock Exchange, and has registered her with the Tokyo Stock Exchange.

Agenda No. 4: Election of One (1) Audit & Supervisory Board Member

As the terms of office of Audit & Supervisory Board Members Hidetsugu Matsunaga and Takanobu Tomohiro will expire at the conclusion of the Annual Meeting, the Company proposes to elect one (1) Audit & Supervisory Board Member.

The Audit & Supervisory Board has agreed to this agenda.

The candidate for Audit & Supervisory Board Member is as follows.

Takanobu Tomohiro	Candidate for External Audit & Supervisory Board Member	Candidate for independent executive	Re-elected	Male
Date of birth	October 29, 1958	Number of the Company's shares owned	100 shares	
Brief profile, position, responsibility, and significant concurrent position	April 1991 Registered as an attorney Joined Kogoshi Takizawa Law Office (currently, Kobe-Kaito Law Office) April 1994 Partner of Kobe-Kaito Law Office (incumbent) June 2016 Audit & Supervisory Board Member of the Company (incumbent) April 2020 President, Hyogo-ken Bar Association (incumbent)			
Reasons for nomination as a candidate for External Audit & Supervisory Board Member	The Company nominates Mr. Takanobu Tomohiro as a candidate for External Audit & Supervisory Board Member since we believe he will provide the Company with useful advice and audit services from an independent standpoint, based on his extensive specialized knowledge and experience in legal affairs as a lawyer. For the above reasons, the Company believes that he can perform his duties as External Director appropriately although he has not participated in corporate management before except as External Director or External Audit & Supervisory Board Member.			
Particular conflicts of interest between the candidate and the Company	There are no particular conflicts of interest between Mr. Takanobu Tomohiro and the Company.			

Notes:

- Mr. Takanobu Tomohiro is currently the Company's External Audit & Supervisory Board Member, and the Company has entered into an Agreement with him limiting liability as provided for in Article 423, Paragraph 1 of the Companies Act within the limits stipulated by laws and regulations. If Mr. Takanobu Tomohiro is re-elected, the Company intends to continue the Agreement for Limitation of Liability with him. The term of office of Mr. Takanobu Tomohiro as External Audit & Supervisory Board Member of the Company will be four years at the conclusion of the Annual Meeting.
- The Company has nominated Mr. Takanobu Tomohiro as an independent executive in accordance with requirements of the Tokyo Stock Exchange, and has registered him with the Tokyo Stock Exchange.

Agenda No. 5: Election of Two (2) Substitute Audit & Supervisory Board Members

The Company proposes to elect two (2) Substitute Audit & Supervisory Board Members, to provide for cases where the Company lacks the number of Audit & Supervisory Board Members required by laws and regulations.

Mr. Satoshi Soumi is a candidate to substitute for an Audit & Supervisory Board Members who is not an External Substitute Audit & Supervisory Board Member, and Mr. Yoshitsugu Nishimura is a candidate to substitute for an External Substitute Audit & Supervisory Board Member.

The Audit & Supervisory Board has agreed to this agenda.

The candidates for Substitute Audit & Supervisory Board Member are as follows.

1 Satoshi Soumi Male

Date of birth	September 27, 1960	Number of the Company's shares owned	1,000 shares
Brief profile, position, responsibility, and significant concurrent position	January 2008 April 2008 June 2012 April 2014	Joined Sawai Pharmaceutical Co., Ltd. General Manager, Internal Inspection Section General Manager, Human Resources Department General Manager, Internal Inspection Section (incumbent)	
Reasons for nomination as a candidate for Substitute Audit & Supervisory Board Member	The Company nominates Mr. Satoshi Soumi as a candidate for Substitute Audit & Supervisory Board Member since we believe he is capable of being responsible for an appropriate audit function, based on his extensive experience leading the internal audit division.		
Particular conflicts of interest between the candidate and the Company	There are no particular conflicts of interest between Mr. Satoshi Soumi and the Company.		

Note:

If Mr. Satoshi Soumi assumes the position of Audit & Supervisory Board Member, the Company intends to enter into an Agreement with him limiting liability as provided for in Article 423, Paragraph 1 of the Companies Act within the limits stipulated by laws and regulations.

2 Yoshitsugu Nishimura

Candidate for
External Audit &
Supervisory Board
Member

Candidate for
independent
executive

Male

Date of birth	January 10, 1957	Number of the Company's shares owned	- shares
Brief profile, position, responsibility, and significant concurrent position	April 1980	Joined the Ministry of Finance	
	June 1998	General Manager, Investment Service Office, Market Division, Financial Planning Bureau, Ministry of Finance	
	July 2001	General Manager, First Large Enterprise Department, Tokyo Regional Taxation Bureau, National Tax Agency	
	June 2013	Regional Commissioner, Tokyo Regional Taxation Bureau, National Tax Agency	
	December 2014	Registered as an attorney at law (Dai-Ichi Tokyo Bar Association) Visiting Attorney, Miyake & Partners (incumbent)	
	June 2015	Corporate Auditor, DSB Co., Ltd. (incumbent) Registered as a Certified Public Tax Accountant (Tokyo Certified Public Tax Accountants' Association)	
Reasons for nomination as a candidate for Substitute External Audit & Supervisory Board Member	The Company nominates Mr. Yoshitsugu Nishimura as a candidate for Substitute Audit & Supervisory Board Member since we believe he can offer useful advice and audits from an independent perspective, based on his extensive experience at the Ministry of Finance and the National Tax Agency over many years, as well as his specialized knowledge and broad insight as an attorney at law and public tax accountant.		
Particular conflicts of interest between the candidate and the Company	There are no particular conflicts of interest between Mr. Yoshitsugu Nishimura and the Company.		

Notes:

1. If Mr. Yoshitsugu Nishimura assumes the position of Audit & Supervisory Board Member, the Company intends to enter into an Agreement with him limiting liability as provided for in Article 423, Paragraph 1 of the Companies Act within the limits stipulated by laws and regulations.
2. If Mr. Yoshitsugu Nishimura assumes the position of Audit & Supervisory Board Member, the Company intends to nominate him as an independent executive in accordance with requirements of the Tokyo Stock Exchange, and to register him with the Tokyo Stock Exchange.
3. Mr. Yoshitsugu Nishimura is currently a Visiting Attorney at Miyake & Partners. The Company has a business relationship with Miyake & Partners, such as receiving the provision of services based on a legal advisory agreement, however, the legal advisory services for the Company are provided by attorneys at Miyake & Partners other than Mr. Yoshitsugu Nishimura.