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(Stock Exchange Code 4527)
June 6, 2016

Toshiaki Yoshino
President and COO
ROHTO PHARMACETICAL CO., LTD.
1-8-1 Tatsumi-nishi, Ikuno-ku, Osaka, Japan

NOTICE OF CONVOCATION THE 80TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

To Shareholders:

We express our deep appreciation to each of the shareholders for their extraordinary daily support.

You are cordially invited to attend the 80th Ordinary General Meeting of Shareholders of ROHTO PHARMACETICAL CO., LTD. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders contained herein to exercise your voting rights by Monday, June 20, 2016, at 5:00 p.m. Japan time.

- 1. Date and Time:** Tuesday, June 21, 2016 at 10:00 a.m., Japan time
(Reception is scheduled to open at 9:00 a.m.)
- 2. Place:** 3-1 Ofuka-cho, Kita-ku, Osaka-shi
GRAND FRONT OSAKA
Knowledge Capital
Congrés Convention Center (North Building B2F)

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company's 80th Fiscal Year (April 1, 2015 - March 31, 2016)
 2. Results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors for the Company's 80th Fiscal Year (April 1, 2015 - March 31, 2016)

Proposals to be resolved:

- Proposal 1:** Election of Eleven(11) Directors
Proposal 2: Election of Four(4) Auditors

Notes Related to the General Meeting of Shareholders

- If it is necessary to modify the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, and the Reference Documents for the General Meeting of Shareholders, the modified items will be posted to the website of the Company (<http://www.rohto.co.jp/>).
- Of the documents to be provided with this notice of convocation, “Consolidated Statements of Changes in Shareholders’ Equity,” “Notes on Consolidated Financial Statements,” “Non-consolidated Statements of Changes in Shareholders’ Equity” and “Notes on Non-consolidated Financial Statements” are disclosed on the Company website (<http://www.rohto.co.jp/>) pursuant to laws, regulations and Articles of Incorporation and are therefore not attached with this notification of convocation. Moreover, Consolidated Financial Statements and Non-consolidated Financial Statements included with this notice of convocation are a portion of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and Auditors for preparing the Accounting Auditor’s Report and the Audit Report.
- Gifts will not be handed out at the General Meeting of shareholders. Thank you for your understanding.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of Eleven(11) Directors

The terms of office of all Twelve(12) current Directors will expire at the close of this General Meeting. You are therefore hereby requested to elect Eleven (11) Directors.

The candidates are as follows:

No.		Name	Position at the Company
1	Reappointed	Kunio Yamada	Chairman and Chief Executive Officer (CEO)
2	Reappointed	Toshiaki Yoshino	President and Chief Operating Officer (COO)
3	Reappointed	Akiyoshi Yoshida	Executive Vice President
4	Reappointed	Lekh Juneja	Executive Vice President
5	Reappointed	Yoichi Kambara	Managing Director
6	Reappointed	Shinichi Kunisaki	Director
7	Reappointed	Takeshi Masumoto	Director
8	Reappointed	Masaya Saito	Director
9	Reappointed	Yasuhiro Yamada	Director
10	Reappointed External	Mari Matsunaga	External Director
11	Reappointed External	Shingo Torii	External Director

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company
1	Kunio Yamada (January 23, 1956)	April 1980 Joined the Company June 1991 Director and Assistant to President June 1992 Senior Managing Director and General Manager of Sales Department June 1996 Executive Vice President July 1998 Executive Vice President Chairman of The Mentholatum Company June 1999 President of the Company Chairman of The Mentholatum Company June 2009 Chairman and Chief Executive Officer (CEO) of the Company Chairman of The Mentholatum Company to present (Significant concurrent positions) Chairman of The Mentholatum Company	1,966,928
2	Toshiaki Yoshino (October 10, 1950)	March 1974 Joined the Company May 2003 Corporate Officer and Division Manager of Healthcare Business Department Sales No. 1 Division June 2004 Director and Division Manager of Healthcare Business Department Sales No. 1 Division June 2008 Managing Director and General Manager of Marketing Department June 2009 President and Chief Operating Officer (COO) and General Manager of Marketing Department May 2015 President and Chief Operating Officer (COO) to present	16,893

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company
3	Akiyoshi Yoshida (February 19, 1942)	<p>March 1966 Joined the Company</p> <p>June 1992 Director and Assistant to President</p> <p>June 1998 Managing Director and Division Manager of International Business Division</p> <p>November 1999 Managing Director and Division Manager of International Business Division</p> <p>June 2014 Executive Vice President of the Company President of The Mentholatum Company to present</p> <p>(Significant concurrent positions) President of The Mentholatum Company</p>	28,000
4	Lekh Juneja (March 3, 1952)	<p>September 1989 Joined Taiyo Kagaku Co., Ltd.</p> <p>June 1996 Director and Head of Research Department</p> <p>June 2000 Managing Director</p> <p>June 2003 Executive Vice President</p> <p>April 2014 Joined the Company</p> <p>June 2014 Executive Vice President Global Head of International Business and Research & Development Chief Health Officer to present</p>	8,952
5	Yoichi Kambara (August 20, 1948)	<p>April 1972 Joined The Mitsubishi Bank, Ltd. (currently, The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</p> <p>June 2001 Joined Tokyo-Mitsubishi Asset Management, Ltd. (currently, Mitsubishi UFJ Kokusai Asset Management Co., Ltd.) Managing Director</p> <p>March 2002 Joined Mitsubishi Tokyo Wealth Management Securities, Ltd. President</p> <p>October 2004 Joined the Company Corporate Officer</p> <p>June 2008 Director in charge of Overseas Business Development</p> <p>June 2015 Managing Director in charge of Corporate Planning to present</p>	14,000
6	Shinichi Kunisaki (October 27, 1955)	<p>April 1981 Joined Suntory Limited (currently, Suntory Holdings Limited)</p> <p>January 2007 Joined the Company Corporate Officer</p> <p>February 2007 Corporate Officer and General Manager of Research & Development Department</p> <p>June 2010 Director and General Manager of Research & Development Department to present</p>	6,705

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company
7	Takeshi Masumoto (June 23, 1954)	<p>April 1979 Joined the Company</p> <p>July 2008 Corporate Officer and General Manager of Manufacturing Business Department</p> <p>June 2011 Director and General Manager of Manufacturing Business Department</p> <p>January 2013 Director and General Manager of Manufacturing Business Department of the Company</p> <p>May 2013 President of Tianjin ROHTO Herbal Medicine Co., Ltd. Director and General Manager of Manufacturing Business Department President of Tianjin ROHTO Herbal Medicine Co., Ltd. President of Meguro Kako Inc. (currently, Qualitech Pharma Co., Ltd.) to present</p> <p>(Significant concurrent positions) President of Qualitech Pharma Co., Ltd. President of Tianjin ROHTO Herbal Medicine Co., Ltd.</p>	30,136
8	Masaya Saito (November 1, 1963)	<p>April 1986 Joined the Company</p> <p>May 1998 General Director of Rohto-Mentholatum (Vietnam) Co., Ltd.</p> <p>June 2011 Director and General Manager of Corporate Planning Department of the Company General Director of Rohto-Mentholatum (Vietnam) Co., Ltd. to present</p> <p>(Significant concurrent positions) General Director of Rohto-Mentholatum (Vietnam) Co., Ltd.</p>	16,136
9	Yasuhiro Yamada (August 27, 1938)	<p>March 1962 Joined the Company</p> <p>November 1973 Director</p> <p>June 1978 Managing Director</p> <p>June 1980 Senior Managing Director</p> <p>June 1981 Senior Managing Director</p> <p>July 1988 President and Representative Director of Nihon Josephine Co., Ltd. (currently, Ands Corporation)</p> <p>July 1988 Senior Managing Director of the Company Chairman of The Mentholatum Company Representative Director of Nihon Josephine Co., Ltd.</p> <p>June 1989 Director of the Company Chairman of The Mentholatum Company Representative Director of Nihon Josephine Co., Ltd.</p> <p>March 1992 Director of the Company Chairman of The Mentholatum Company President and Representative Director of Nihon Josephine Co., Ltd.</p> <p>May 2014 Director of the Company Chairman and Representative Director of Ands Corporation to present</p> <p>(Significant concurrent positions) Chairman and Representative Director of Ands Corporation</p>	145,000

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company
10	Mari Matsunaga (November 13, 1954) External	<p>April 1977 Joined Japan Recruit Center (currently, Recruit Holdings Co., Ltd.)</p> <p>July 1997 Joined NTT Mobile Communications Network, Inc. (currently, NTT DOCOMO, Inc.)</p> <p>April 2000 Representative of Mari Matsunaga Office</p> <p>June 2002 External Director of BANDAI Co., Ltd.</p> <p>June 2006 External Director of BRAINS Network Co. Ltd.</p> <p>June 2012 Outside Director of MS&AD Insurance Group Holdings, Inc.</p> <p>June 2012 Independent Director of Terumo Corporation</p> <p>June 2014 External Director of the Company to present</p> <p>(Significant concurrent positions) Representative of Mari Matsunaga Office External Director of BRAINS Network Co. Ltd. Outside Director of MS&AD Insurance Group Holdings, Inc. Independent Director of Terumo Corporation</p>	777
11	Shingo Torii (January 18, 1953) External	<p>April 1980 Joined ITOCHU Corporation</p> <p>June 1983 Joined Suntory Limited (currently, Suntory Holdings Limited)</p> <p>March 1992 Director of the Board</p> <p>March 1999 Managing Director</p> <p>March 2001 Senior Managing Director, Representative Director of the Board</p> <p>March 2003 Senior Executive Vice President, Representative Director of the Board</p> <p>February 2009 Senior Executive Vice President, Representative Director of the Board, Suntory Holdings Limited</p> <p>May 2014 Director of Beam Suntory Inc.</p> <p>October 2014 Vice Chairman of the Board, Representative Director of Suntory Holdings Limited</p> <p>June 2015 External Director of the Company to present</p> <p>(Significant concurrent positions) Representative Director and Vice Chairman of the Board of Suntory Holdings Limited Director of Beam Suntory Inc. Vice Chairman of The Osaka Chamber of Commerce and Industry Director General of Suntory Foundation for Arts Director General of Suntory Foundation Honorary Consul of the Honorary Consulate of Denmark in Osaka</p>	0

Notes

1. The number of shares of the Company held by each candidate for Director includes the share of stocks held through Officers Shareholding Association of the Company as of March 31, 2016.
2. The Company's Chairman Mr. Kunio Yamada and Director Mr. Yasuhiro Yamada serve concurrently as the Director and Chairman, respectively, for Ands Corporation. There are transactions between the Company and Ands Corporation for the purchasing and consignment processing of products.
3. The Company's Director Mr. Takeshi Masumoto serves concurrently as the President of Tianjin ROHTO Herbal Medicine Co., Ltd. There are transactions between the Company and Tianjin ROHTO Herbal Medicine Co., Ltd. for the purchasing of raw materials.
4. Among the candidates for Director, Ms. Mari Matsunaga and Mr. Shingo Torii are candidates for External Director.
5. Ms. Mari Matsunaga is nominated as an External Director because she has been involved in the planning and development of new services and possesses abundant knowledge and broad insight on the culture and life of contemporary society to date. Based on this knowledge and insight, she makes suggestions to the Board of Directors proactively, and exercises her role as an External Director appropriately, and therefore we are requesting that she be reappointed. Moreover, there is no particular conflict of interest between BRAINS Network Co. Ltd., MS&AD Insurance Group Holdings Inc. and Terumo

Corporation, and the Company. Further, Ms. Mari Matsunaga's term of office shall be two years at the end of this General Meeting.

6. Mr. Shingo Torii is nominated as a candidate for External Director because he possesses abundant experience and broad insight which he has acquired over his many years in management. Based on this knowledge and insight, he makes suggestions to the Board of Directors proactively, and exercises his role as an External Director appropriately, and therefore we are requesting that he be reappointed. Moreover, there is no particular conflict of interest between Suntory Holdings Limited and Beam Suntory Inc., and the Company. Further, Mr. Shingo Torii's term of office shall be one year at the end of this General Meeting.
7. The Company has entered into an agreement with Ms. Mari Matsunaga and Mr. Shingo Torii in accordance with Article 427 Paragraph 1 of the Companies Act and Articles of Incorporation to limit their liability stipulated in Article 423 Paragraph 1 of the Companies Act to the minimum liability amount stipulated in Article 425 Paragraph 1 of the said Act. Subject to the reappointment and re-inauguration of Ms. Mari Matsunaga and Mr. Shingo Torii, the Company intends to continue the above-mentioned agreement with both candidates.
8. The Company has appointed Ms. Mari Matsunaga and Mr. Shingo Torii as Independent Directors prescribed by Tokyo Stock Exchange and filed them to the same Exchange. Subject to their reappointment and re-inauguration, the Company intends to reappoint them as Independent Directors.

Proposal 2: Election of four(4) Auditors

The terms of office of all four(4) current Auditors will expire at the close of this General Meeting. You are therefore hereby requested to elect four(4) Auditors.

The Board of Auditors has previously given its approval to this proposal.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company
1	Masaaki Uneme (October 17, 1946)	November 1980 May 2000 May 2001 May 2002 February 2007 December 2007 June 2009 Joined the Company Division Manager of Products Planning Division Division Manager of Business Development & Planning Division Manager of Public Relations Research Office Manager of Internal Control Promotion Office Manager of Corporate Social Responsibility Promotion Office Auditor to present	11,000
2	Masanori Kimura (November 29, 1957) Newly appointed	April 1982 May 2003 June 2005 May 2008 April 2009 May 2012 May 2013 Joined the Company Corporate Officer and Manager of General Affairs and Human Resources Division Director and General Manager of Manufacturing Business Department Director and General Manager of Corporate Planning & Administration Department Director and General Manager of Healthcare Business Department Director in charge of Business Partnerships and Personnel Development Director and Division Manager of Agri-Farm Division to present	21,347
3	Mitsuo Fujimaki (May 5, 1947) External	March 1974 March 1975 October 1978 June 2008 Registered as a Certified Public Accountant Established the Fujimaki Law & Accounting Office Registered as a Certified Tax Accountant Auditor of the Company to present	0
4	Katsusuke Amano (February 27, 1952) External	April 1978 April 1983 January 1985 February 2003 June 2010 June 2012 (Significant concurrent positions) External Auditor of Aoyama Capital Co., Ltd. Outside Director of GUNZE LIMITED Registered as an Attorney and joined Tamura Tokuo Law Office Joined Kitahama Law Office (currently, Kitahama Partners Osaka Office) Partner External Auditor of Aoyama Capital Co., Ltd. Outside Director of GUNZE LIMITED Auditor of the Company to present	1,347

Notes

1. The number of shares of the Company held by each candidate for Auditor includes the share of stocks held through Officers Shareholding Association of the Company as of March 31, 2016.
2. Mr. Mitsuo Fujimaki and Mr. Katsusuke Amano are candidates for External Auditor.
3. Mr. Mitsuo Fujimaki is nominated as an External Auditor because he possesses expert knowledge and insight as a certified

public accountant and certified tax accountant, which he can apply in the audit of the Company. We are therefore nominating him for External Auditor. Although Mr. Mitsuo Fujimaki does not have experience managing a company, he possesses considerable insight into finance and accounting, and from this we have judged he can appropriately perform his duties as External Auditor. Further, Mr. Mitsuo Fujimaki's term of office shall be eight years at the end of this General Meeting.

4. Mr. Katsusuke Amano is nominated as an External Auditor because his years of practice as a lawyer have given him expert knowledge and insight, which he can apply in the audit of the Company. We are therefore nominating him for External Auditor. Although Mr. Katsusuke Amano does not have experience managing a company, he possesses considerable insight into corporate law, and from this we have judged he can appropriately perform his duties as External Auditor. Moreover, there is no particular conflict of interest between Aoyama Capital Co., Ltd., GUNZE LIMITED, and the Company. Further, Mr. Katsusuke Amano's term of office shall be four years at the end of this General Meeting.
5. The Company has entered into an agreement with Mr. Mitsuo Fujimaki and Mr. Katsusuke Amano in accordance with Article 427 Paragraph 1 of the Companies Act and Articles of Incorporation to limit their liability stipulated in Article 423 Paragraph 1 of the Companies Act to the minimum liability amount stipulated in Article 425 Paragraph 1 of the said Act. Subject to the reappointment and re-inauguration of Mr. Mitsuo Fujimaki and Mr. Katsusuke Amano, the Company intends to continue the above-mentioned agreement with both candidates.
6. The Company has appointed Mr. Mitsuo Fujimaki and Mr. Katsusuke Amano as Independent Auditors prescribed by Tokyo Stock Exchange and filed them to the same Exchange. Subject to their reappointment and re-inauguration, the Company intends to reappoint them as Independent Auditors.