



May 23, 2025

To Whom It May Concern:

Company Name: KIRIN HOLDINGS COMPANY, LIMITED  
Name and Title of Representative: Takeshi Minakata, President & COO  
Code Number: 2503 (Tokyo Stock Exchange, Prime Section)  
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Hidefumi Matsuo  
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### **Notice Regarding Issuance Terms of Social Bonds**

Kirin Holdings Company, Limited ("Kirin Holdings") hereby announce that we have determined the terms and conditions for the issuance of domestic Social Bonds ("Issuance") to raise funds for the acquisition of shares in FANCL Corporation ("FANCL")<sup>\*1</sup>, as announced on April 24, 2025. This Issuance is based on the "Kirin Social Finance Framework".<sup>\*2</sup>

#### **1. Background and Rationale of the Issuance**

Under its Long-Term Management Vision, "the Kirin Group Vision 2027", the Kirin Group is aiming at becoming a global leader in CSV<sup>\*3</sup>, creating value across our world of Food & Beverages to Pharmaceuticals. Backed by the same philosophy and direction of aiming for our own growth through solving social issues of health, Kirin Holdings and FANCL formed the capital and business alliance agreement in 2019, and Kirin Holdings has made FANCL a wholly-owned subsidiary in 2024 to work closely together to promote the business in order to grow it into one of the largest health science businesses in the Asia-Pacific region.

We are issuing Social Bonds to partially fund the acquisition of shares in the company. Kirin Group positions fundraising through social finance as a means to achieve sustainable growth together with society. We believe this is an opportunity to communicate to our stakeholders about our CSV management efforts, which simultaneously create social and economic value.

We consider this Issuance as an opportunity to enhance stakeholders' understanding of the Kirin Group's commitment to its growth strategies and our Health Science Domain as our priority domains and have published "Kirin Social Finance Framework," on February 14, 2025. We have obtained a second party opinion<sup>\*4</sup> from DNV BUSINESS ASSURANCE JAPAN K.K. ("DNV"), an independent external reviewer, that this Framework is aligned with Social Bond Principles 2023 (SBP) set by the International Capital Market Association ("ICMA"), the Social Loan Principles 2023 (SLP) set by the Loan Market Association ("LMA") and others, and Social Bond Guidelines 2021 (SBGL) set by the Financial Services Agency of Japan.

By executing Kirin Sustainable Finance based on this Framework and acquiring shares in FANCL, we create a wide range of synergies, such as integration of domestic and overseas sales channel and strengthening customer relationship management in the Health Science business and advancing joint research. We aim to solve social issues related to foundational and individual health, by leveraging the strengths of Kirin and FANCL, and achieve the continued growth of the

Health Science business.

KIRIN brings joy to society by crafting food and healthcare products inspired by the blessings of nature and the insights of our customers.

## 2. Issuance Terms of Social Bonds

The terms and conditions of the Social Bonds have been determined as follows.

1. Name	Kirin Holdings Company, Limited 25th unsecured straight bonds (Social bond)	Kirin Holdings Company, Limited 26th unsecured straight bonds (Social bond)	Kirin Holdings Company, Limited 27th unsecured straight bonds (Social bond)
2. Maturity	3-years	5-years	7-years
3. Total issue amount	JPY 20.0 billion	JPY 30.0 billion	JPY 15.0 billion
4. Coupon Rate	1.182%	1.412%	1.665%
5. Issue date	May 29, 2025		
6. Maturity date	May 29, 2028	May 29, 2030	May 28, 2032
7. Interest payment date	May 29 and November 29 of each year		
8. Credit rating	A+ (Rating and Investment Information, Inc.)		
9. Lead managers	Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., Mizuho Securities Co., Ltd., Nomura Securities Co., Ltd., and SMBC Nikko Securities Inc.		
10. Use of proceeds	Acquisition of the shares in FANCL Corporation		
11. Eligibility review of the Framework <sup>*2</sup>	Kirin Holdings has obtained a second party opinion from DNV BUSINESS ASSURANCE JAPAN K.K. ("DNV"), an independent external reviewer, that this Framework is aligned with Social Bond Principles 2023 set by ICMA and the Social Loan Principles 2023 set by LMA and others.		
12. Structuring agent	Mizuho Securities Co., Ltd.		
13. Trustee	MUFG Bank, Ltd.		

At the same time, the following terms and conditions of issuance have been determined for the non-labeled 10-year bonds.

1. Name	Kirin Holdings Company, Limited 28th unsecured straight bonds
2. Maturity	10-years
3. Total issue amount	JPY 35.0 billion
4. Coupon Rate	2.075%
5. Issue date	May 29, 2025
6. Maturity date	May 29, 2035
7. Interest payment date	May 29 and November 29 of each year
8. Credit rating	A+ (Rating and Investment Information, Inc.)

9. Lead managers	Mitsubishi UFJ Morgan Stanley Securities Co., Ltd., Mizuho Securities Co., Ltd., Nomura Securities Co., Ltd., and SMBC Nikko Securities Inc.
10. Trustee	MUFG Bank, Ltd.

\*1: Please refer to the following attached file for further information about the acquisition of the shares in FANCL.

[https://www.kirinholdings.com/en/newsroom/release/2024/0912\\_02.html](https://www.kirinholdings.com/en/newsroom/release/2024/0912_02.html)

\*2: Please refer to the following attached file for further information about the Kirin Social Finance Framework.

[https://www.kirinholdings.com/en/impact/files/pdf/social\\_finance\\_framework\\_en.pdf](https://www.kirinholdings.com/en/impact/files/pdf/social_finance_framework_en.pdf)

\*3: Creating Shared Value: combined added value for consumers as well as for society at large.

\*4: For details on the Second Party Opinion, please refer to our company's website.

[https://www.kirinholdings.com/en/impact/files/pdf/social\\_second\\_party\\_opinion\\_en.pdf](https://www.kirinholdings.com/en/impact/files/pdf/social_second_party_opinion_en.pdf)

#### <Reference>

☐ For more information on the “Kirin Group Vision 2027”, a long-term management plan, please refer to the following.

[https://www.kirinholdings.com/en/purpose/management\\_plan/](https://www.kirinholdings.com/en/purpose/management_plan/)

☐ For more information on our “CSV Purpose,” please refer to the following.

[https://www.kirinholdings.com/en/purpose/csv\\_purpose/](https://www.kirinholdings.com/en/purpose/csv_purpose/)

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