

Press Release

February 28, 2025

Sumitomo Pharma Co., Ltd.

Notice of Capital Reorganization within Sumitomo Pharma Group

Sumitomo Pharma Co., Ltd. (hereinafter "the Company") announced today that the Company has decided to acquire shares from Sumitomo Pharma UK Holdings, Ltd. (hereinafter "SMPUK"), a wholly owned subsidiary of the Company, of Sumitomo Pharma America, Inc. (hereinafter "SMPA"), a subsidiary of SMPUK, and Sumitomo Pharma Switzerland GmbH (hereinafter "SMPS"), a sub-subsidiary of SMPUK, through an in-kind distribution, and make them subsidiaries (hereinafter "Capital Reorganization") of the Company.

1. Reason for the Capital Reorganization

Given that, the revenue in North America from the three key products sold by SMPA, ORGOVYX®, MYFEMBREE®, and "GEMTESA®" will support the revenue of the Company's group for the time being, the Company has decided to carry out the Capital Reorganization to establish a structure where the Company can be more directly involved in the management and operation of its North American business, which is becoming increasingly important for the Company, by making SMPA and SMPS its direct subsidiaries.

2. Overview of the Subsidiary and Sub-subsidiary to be Distributed In-kind to the Company (as of March 31, 2024)

Sumitomo Pharma America, Inc.

(1)	Company Name	Sumitomo Pharma America, Inc.	
(2)	Location	Marlborough, Massachusetts, USA	
(3)	Representative name and title	President and Chief Executive Officer; Tsutomu Nakagawa (April 2024)	
(4)	Business	Manufacturing and sales of pharmaceuticals	
(5)	Capital	US\$1 thousand	
(6)	Establishment	January, 1984	
(7)	Major shareholders and shareholding ratio	SMPUK 100% (100% subsidiary of the Company)	
(8)	Relationship between the Company and SMPA	Capital relationship	SMPUK, a subsidiary of the Company, holds 100% of the outstanding shares of SMPA
		Personal relationship	One of the Company's executive officers serves as a director of SMPA. In addition, employees of the Company are seconded to SMPA
		Business relationship	SMPA is entrusted by the Company with the procurement of intermediate products,

			packaging, sales, and development of the Company's products. The Company provides a loan to SMPA	
(9)	Financial conditions and business results for the past three years of SMPA Unit: thousand US dollar			
Accounting period		Fiscal year ended March 2022	Fiscal year ended March 2023	Fiscal year ended March 2024
Net assets		1,743,942	1,098,532	(454,963)
Total assets		3,784,047	2,841,760	1,842,559
Book Value per Share		1,744	1,099	(454,963)
Revenue		2,564,067	1,834,525	880,687
Operating Profit		301,413	(589,004)	(670,870)
Net Profit		300,731	(545,755)	(670,930)
Dividend per Share		-	-	-
Earnings per Share		301	(546)	(2,684)

Sumitomo Pharma Switzerland GmbH

(1)	Company Name	Sumitomo Pharma Switzerland GmbH		
(2)	Location	Basel, Switzerland		
(3)	Representative name and title	General Manager; Laura Genatossio		
(4)	Business	Manufacturing and sales of pharmaceuticals		
(5)	Capital	US\$59 thousand		
(6)	Establishment	August 2016		
(7)	Major shareholders and shareholding ratio	Myovant Holdings Ltd. 100%(100% subsidiary of SMPUK)		
(8)	Relationship between the Company and SMPS	Capital relationship	Myovant Holdings Ltd., a sub-subsidiary of the Company, holds 100% of the outstanding shares of SMPS	
		Personal relationship	One of the Company's executive officers serves as an officer of SMPS	
		Business relationship	The Company provides a loan to SMPS	
(9)	Financial conditions and business results for the past three years of SMPS Unit: thousand US dollar			
Accounting period		Fiscal year ended March 2022	Fiscal year ended March 2023	Fiscal year ended March 2024
Net assets		(595,612)	(972,390)	(1,084,495)

Total assets	415,327	208,185	387,165
Book Value per Share	(2,978)	(4,862)	(5,395)
Revenue	150,273	259,592	127,354
Operating Profit	(224,103)	(362,891)	(104,468)
Net Profit	(237,898)	(381,630)	(104,263)
Dividend per Share	-	-	-
Earnings per Share	(1,189)	(1,908)	(521)

3. Outline of the subsidiary (counterparty) that will make a distribution in kind to the Company (as of March 31, 2024)

(1)	Company Name	Sumitomo Pharma UK Holdings, Ltd.	
(2)	Location	London, UK	
(3)	Representative name and title	Transactions Officer; Monika Adams	
(4)	Business	Management of subsidiaries in Europe and the U.S., and formulation and promotion of business strategies, etc.	
(5)	Capital	US\$3 thousand	
(6)	Date of Establishment	October 2019	
(7)	Net assets	US\$3,815,887 thousand	
(8)	Total assets	US\$4,813,044 thousand	
(9)	Major shareholders and shareholding ratio	The Company 100%	
(10)	Relationship between the Company and SMPUK	Capital relationship	The Company holds 100% of the outstanding shares of SMPUK
		Personal relationship	Six of the Company's directors and executive officers serve as directors of SMPUK
		Business relationship	The Company provides a loan to SMPUK
		Applicability to related parties	SMPUK is a consolidated subsidiary of the Company and falls under the category of a related party.

4. Regarding the Disposition of Surplus Funds at SMPUK

SMPUK will implement a distribution (in-kind distribution) using its other capital surplus as the source.

(1) Matters Regarding the Allocation of Distribution Assets to Shareholders

At the effective date of the in-kind distribution, all of the distribution assets will be allocated to the

Company, which holds all of the issued and outstanding shares of SMPUK at that time.

(2) Effective date of the distribution payment

Late March 2025 (planned)

5. Date of change

Late March 2025 (planned)

6. Future Outlook

The effect of the change of the sub-subsidiary due to the reorganization among consolidated subsidiaries on the Company's consolidated results of operations is not material.

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