



September 1, 2025

Notice of Acquisition of TORII PHARMACEUTICAL CO., LTD. as a Wholly-Owned Subsidiary

Shionogi & Co., Ltd. (Head Office: Chuo-ku, Osaka; Chief Executive Officer: Isao Teshirogi, Ph.D.; hereafter, the "Company"), as described in the "Notice of Commencement of Tender Offer for Shares of TORII PHARMACEUTICAL CO., LTD. (Securities Code: 4551)" published by the Company on May 7, 2025 (as amended thereafter) (hereafter, the "Company Press Release Dated May 7, 2025"), conducted a tender offer (hereafter, the "Tender Offer") from May 8, 2025 for all shares of the common stock of TORII PHARMACEUTICAL CO., LTD. (hereafter, "TORII PHARMACEUTICAL") listed on the Prime Market of Tokyo Stock Exchange, Inc. as of the same date (hereafter, the "TORII PHARMACEUTICAL Stock") (excluding the 15,398,800 shares of the TORII PHARMACEUTICAL Stock held by Japan Tobacco Inc. [hereafter, "Japan Tobacco"], the parent company and the largest shareholder of TORII PHARMACEUTICAL, as of the same date [shareholding percentage (Note): 54.78%; hereafter, the "Shares to be Sold"] and the treasury shares held by TORII PHARMACEUTICAL) as part of the series of transactions intended to make the Company the sole shareholder of TORII PHARMACEUTICAL and to take the TORII PHARMACEUTICAL Stock private (hereafter, the "Transactions").

As a result of the Tender Offer, as described in the "Notice of Results of Tender Offer for Shares of TORII PHARMACEUTICAL CO., LTD. (Securities Code: 4551)" published by the Company on June 19, 2025 (hereafter, the "Company Press Release Dated June 19, 2025"), the Company acquired 10,977,091 shares of the TORII PHARMACEUTICAL Stock (shareholding percentage: 39.05%) as of June 25, 2025, which is the commencement date of settlement of the Tender Offer, and on the same date, TORII PHARMACEUTICAL became an equity-method affiliate of the Company, which holds a total of 10,977,092 shares of the TORII PHARMACEUTICAL Stock (shareholding percentage: 39.05%).

Note: The "shareholding percentage" of a certain number of shares of TORII PHARMACEUTICAL means the percentage the relevant number of shares represents with regard to the total number of issued and outstanding shares of TORII PHARMACEUTICAL as of March 31, 2025 (28,800,000 shares), as set forth in the Financial Results for the First Three Months of Fiscal Year Ending December 2025, released by the TORII PHARMACEUTICAL on April 25, 2025, less the number of treasury shares held by TORII PHARMACEUTICAL as of that same date (688,848 shares) (28,111,152 shares) (rounded to two decimal places; the same applies hereafter to all calculations of shareholding percentages).

As described above, the Tender Offer was successfully completed. However, the Company was not able to acquire all shares of the TORII PHARMACEUTICAL Stock (excluding the Shares to be Sold held by Japan Tobacco and the treasury shares held by TORII PHARMACEUTICAL) in the Tender Offer. Therefore, as described in the "Notice of an Extraordinary General Meeting of Shareholders for Stock Consolidation, Abolition of Provisions on the Share Unit Number, and Partial Amendments to the Articles of Incorporation" (in Japanese only) published by TORII PHARMACEUTICAL on July 10, 2025 (hereafter, the "TORII PHARMACEUTICAL Press Release Dated July 10, 2025"), TORII PHARMACEUTICALS, at the Company's request, resolved at its Board of Directors meeting held on July, 10, 2025, to convene an extraordinary general meeting of shareholders scheduled for August 8, 2025 (hereafter, the "Extraordinary General Meeting of Shareholders") and to submit to the Extraordinary General Meeting of Shareholders a proposal to implement a stock consolidation effective as of today (hereafter, the "Stock Consolidation").

Subsequently, as described in the “Notice of an Extraordinary General Meeting of Shareholders for Stock Consolidation, Abolition of Provisions on the Share Unit Number, and Partial Amendments to the Articles of Incorporation” (in Japanese only) published by TORII PHARMACEUTICAL on August 8, 2025, the Stock Consolidation was approved at the Extraordinary General Meeting of Shareholders. Accordingly, TORII PHARMACEUTICAL implemented the Stock Consolidation effective as of today, resulting in Japan Tobacco and the Company becoming the only shareholders of TORII PHARMACEUTICAL.

In addition, as described in the TORII PHARMACEUTICAL Press Release Dated July 10, 2025, the Transactions included a plan for TORII PHARMACEUTICAL to acquire the Shares to be Sold held by Japan Tobacco (hereafter, the “Treasury Share Acquisition”) after the Stock Consolidation has taken effect.

Then, at the extraordinary general meeting of shareholders held today, it was resolved that TORII PHARMACEUTICAL would implement the Treasury Share Acquisition. We hereby announce that, as of today, which is the date of implementation of the Treasury Share Acquisition, the above resolution has completed the series of transactions constituting the Transactions as described in the Company Press Release dated May 7, 2025, resulting in TORII PHARMACEUTICAL becoming a wholly-owned subsidiary of the Company.

Note: For the purpose of this press release, a “wholly-owned subsidiary” means a company all of whose voting rights are held by the Company. For the method of calculation of percentage of voting rights, please see “Note 3” in section 2 below.

1. Reasons for and method used for the change

As of today, which is the date of implementation of the Treasury Share Acquisition, TORII PHARMACEUTICAL has acquired the Shares to be Sold (8 shares), which were held by Japan Tobacco, after the Stock Consolidation has taken effect, resulting in TORII PHARMACEUTICAL becoming a wholly-owned subsidiary of the Company as of the same date.

2. Summary of the subsidiary subject to the change

(i)	Name	TORII PHARMACEUTICAL CO., LTD.	
(ii)	Address	4-1, Nihonbashi-Honcho 3-chome, Chuo-ku, Tokyo	
(iii)	Representative’s name and title	Nobumasa Kondo, Representative Director, President and Chief Executive Officer	
(iv)	Description of business	Manufacture and sale of pharmaceutical products	
(v)	Capital	5,190,000,000 yen	
(vi)	Date of incorporation	November 1, 1921	
(vii)	Major shareholders and their stakes (as of December 31, 2024) (Note 1)	Japan Tobacco Inc.	54.77%
		The Master Trust Bank of Japan, Ltd. (Trust Account)	5.15%
		Tachibana Securities Co., Ltd.	3.20%
		Custody Bank of Japan, Ltd. (Trust Account)	2.50%
		CEPLUX- THE INDEPENDENT UCITS PLATFORM 2 (standing proxy: Citi Bank, N.A., Tokyo Branch)	1.60%
		Tokai Tokyo Securities Co., Ltd.	1.15%
		Torii Pharmaceutical Co., Ltd. Employee Shareholdings Association	0.96%

		BNP PARIBAS LONDON BRANCH FOR PRIME BROKERAGE CLEARANCE ACC FOR THIRD PARTY (standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch)	0.90%	
		MATSUI SECURITIES CO., LTD.	0.88%	
		RE FUND 107-CLIENT AC (standing proxy: Citibank, N.A., Tokyo Branch)	0.86%	
(viii) Relationship with the Company (as of March 31, 2025) (Note 2)				
	Capital relationship	As of today, the Company holds 5 shares of the TORII PHARMACEUTICAL Stock (Note 3) (the percentage of voting rights before the Treasury Share Acquisition took effect [Note 4]: 38.46%).		
	Personal relationship	Not applicable.		
	Transactional relationship	Not applicable.		
	Status as related parties	Not applicable.		
(iv) TORII PHARMACEUTICAL's business results and financial conditions for the past 3 years				
Fiscal Year		Fiscal Year Ended Dec. 2022	Fiscal Year Ended Dec. 2023	Fiscal Year Ended Dec. 2024
Net assets (in millions of yen)		119,224	120,134	121,533
Total assets (in millions of yen)		133,689	133,432	140,664
Net assets per share (in yen)		4,243.08	4,274.45	4,323.33
Sales (in millions of yen)		48,896	54,638	60,426
Operating profit (in millions of yen)		5,540	5,035	6,798
Ordinary profit (in millions of yen)		5,537	5,307	6,926
Net income (in millions of yen)		3,944	4,119	5,042
Net income per share (in yen)		140.39	146.60	179.38
Dividend per share (in yen)		100.00	120.00	120.00

Note 1: The data shown in "(vii) Major shareholders and their stakes" is an excerpt from the "Major shareholders" section of the Annual Securities Report for the 133rd fiscal year (in Japanese) submitted by the TORII PHARMACEUTICAL on March 27, 2025.

Note 2: As mentioned above, the capital relationship shown is as of today.

Note 3: As described in the Company Press Release Dated June 19, 2025, the Company acquired 10,977,091 shares of the TORII PHARMACEUTICAL Stock through the Tender Offer. Subsequently, the number of shares of the TORII PHARMACEUTICAL Stock held by the Company has reduced to 5 shares as of today, which is the effective date of the Stock Consolidation.

Note 4: The "percentage of voting rights" held by the Company before the Treasury Share Acquisition takes effect is calculated based on the number of voting rights of all shareholders, etc. after the Stock Consolidation, whose effective date is September 1, 2025, has taken effect, namely 13 voting rights corresponding to 13 shares (derived from the total number of issued shares after the Stock Consolidation, 14 shares, less the aggregate of one share arising as fractional shares under the Stock Consolidation over which TORII PHARMACEUTICAL has authority of management and disposal after the execution of the Treasury Share Acquisition), with the result being rounded to two decimal places.

The percentage of voting rights held by the Company after the Treasury Share Acquisition has taken effect is 100.00% (calculated based on the number of voting rights of all shareholders ,etc. after the Treasury Share Acquisition has taken effect [5 voting rights]).

3. Schedule for the change
September 1, 2025 (Monday)

4. Future outlook

The impact of the change in the Company's subsidiaries on the Company's consolidated financial results is being examined. If any matter to be disclosed arises in the future, the Company will promptly announce it.

[Contact]

Inquiry form on Shionogi's website:

<https://www.shionogi.com/jp/ja/quest.html#3>.