

# Financial Results for Fiscal Year 2010 (Consolidated)

Mav 9, 2011

Name of Listed Company: SHIONOGI & CO., LTD. Listed Exchanges: Section I of Tokyo and Osaka

Code: 4507 URL: <a href="http://www.shionogi.co.jp">http://www.shionogi.co.jp</a>

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Scheduled date of Annual General Meeting of Shareholders: June 24, 2011 Scheduled date of dividend payments: June 27, 2011

Scheduled date of annual securities report submission: June 27, 2011

Preparation of supplemental material for financial results: Yes

Holding of presentation for financial results: Yes (for investment analysts)

(Note: All amounts are rounded down to the nearest million yen.)

## 1. Consolidated results for the period from April 1, 2010 to March 31, 2011

(1) Consolidated operating results

(% shows changes from the same period of the previous fiscal year)

|                           | Net sales       |      | Net sales Operating income |        | Ordinary income |        | Net income      |        |
|---------------------------|-----------------|------|----------------------------|--------|-----------------|--------|-----------------|--------|
|                           | Millions of yen | %    | Millions of yen            | %      | Millions of yen | %      | Millions of yen | %      |
| Year ended March 31, 2011 | 282,350         | 1.4  | 46,892                     | (10.6) | 45,176          | (10.6) | 20,026          | (48.2) |
| Year ended March 31, 2010 | 278,502         | 22.4 | 52,438                     | 63.8   | 50,522          | 57.9   | 38,625          | 146.6  |

Reference: Comprehensive income: Year ended March 31, 2011: (640) million yen (-%) Year ended March 31, 2010: 42,682 million yen (-%)

|                           | Earnings per share | Earnings per share (diluted) | Return on Equity | Ratio of ordinary income to total assets | Ratio of operating income to net sales |
|---------------------------|--------------------|------------------------------|------------------|--|--|
|                           | Yen                | Yen                          | %                | %  | %                                      |
| Year ended March 31, 2011 | 59.80              | _                            | 6.0              | 8.5                                      | 16.6                                   |
| Year ended March 31, 2010 | 115.33             | _                            | 11.9             | 9.7                                      | 18.8                                   |

Reference: Equity in earnings (losses) of affiliates: Year ended March 31, 2011: (1,362) million yen Year ended March31, 2010: (743) million yen

#### (2) Consolidated financial position

|                      | Total assets    | Net assets      | Shareholders' equity ratio | Net assets per share |
|----------------------|-----------------|-----------------|----------------------------|----------------------|
|                      | Millions of yen | Millions of yen | %                          | Yen                  |
| As of March 31, 2011 | 523,242         | 328,096         | 62.7                       | 979.69               |
| As of March 31, 2010 | 540,761         | 341,976         | 63.2                       | 1019.71              |

Reference: Shareholders' equity As of March 31, 2011: 328,096 million yen As of March 31, 2010: 341,504 million yen

#### (3) Consolidated cash flows

|                           | From operating activities |                 | From financing activities | Cash and cash<br>equivalents at end of<br>period |  |
|---------------------------|---------------------------|-----------------|---------------------------|--|--|
|                           | Millions of yen           | Millions of yen | Millions of yen           | Millions of yen                                  |  |
| Year ended March 31, 2011 | 56,528                    | (13,947)        | (27,011)                  | 110.691  |  |
| Year ended March 31, 2010 | 52,901                    | (826)           | (4,978)                   | 97,663   |  |

#### 2. Dividends

|  |                       | Dividends per share |                    |          |        | Total dividends | Payout ratio   | Ratio of dividends |
|--|-----------------------|---------------------|--------------------|----------|--------|-----------------|----------------|--------------------|
| (Date of record)                         | End of 1st<br>quarter | End of 2nd quarter  | End of 3rd quarter | Year-end | Annual | (Annual)        | (consolidated) | to net assets      |
|  | yen                   | yen                 | yen                | yen      | yen    | Millions of yen | %              | %                  |
| Year ended March 31, 2010                | _                     | 18.00               | _                  | 18.00    | 36.00  | 12,056          | 31.2           | 3.7                |
| Year ended March 31, 2011                | _                     | 20.00               | _                  | 20.00    | 40.00  | 13,396          | 66.9           | 4.0                |
| Year ending March 31, 2012<br>(forecast) |                       | 20.00               |                    | 20.00    | 40.00  |                 | 36.2           |                    |

## 3. Consolidated financial forecast for the year ending March 31, 2012

(% shows changes from the same period of the previous fiscal year)

|                                     | Net sales       | 3     | Operating income |      | Ordinary income |      | Net income      |       | Earnings per share |
|-------------------------------------|-----------------|-------|------------------|------|-----------------|------|-----------------|-------|--------------------|
|                                     | Millions of yen | %     | Millions of yen  | %    | Millions of yen | %    | Millions of yen | %     | Yen                |
| Six month ending September 30, 2011 | 137,500         | (4.1) | 24,500           | 27.4 | 23,500          | 32.8 | 15,500          | 125.9 | 46.28              |
| Year ending March 31, 2012          | 286,000         | 1.3   | 58,000           | 23.7 | 56,000          | 24.0 | 37,000          | 84.8  | 110.48             |

#### 4. Others

- (1) Significant changes in subsidiaries during the period (changes in specified subsidiaries involving changes in scope of consolidation): None
- (2) Changes in accounting principles, procedures and presentation methods for consolidated financial statements
  - a) Changes and amendments of accounting standards: Yes
  - b) Other changes: Yes

Note: For details, please see page 14 "Changes to presentation of consolidated financial statements".

(3) Number of shares issued (common stock)

a) Number of shares issued (including treasury stock)

As of March 31, 2011: 351,136,165 shares As of March 31, 2010: 351,136,165 shares

b) Number of treasury stock

As of March 31, 2011: 16,237,775 shares As of March 31, 2010: 16,231,245 shares

c) Average number of shares issued during the period

As of March 31, 2011: 334,902,090 shares As of March 31, 2010: 334,915,279 shares

## (Reference) Non-consolidated financial results

Non-consolidated results for the period from April 1, 2010 to March 31, 2011

(1) Non-consolidated operating results

(% shows changes from the same period of the previous fiscal year)

| _(/                       |                 |      | ,                          |      |                 | ,    | ,               | ,    |
|---------------------------|-----------------|------|----------------------------|------|-----------------|------|-----------------|------|
|                           | Net sales       |      | Net sales Operating income |      | Ordinary income |      | Net income      |      |
|                           | Millions of yen | %    | Millions of yen            | %    | Millions of yen | %    | Millions of yen | %    |
| Year ended March 31, 2011 | 249,989         | 9.4  | 60,435                     | 22.7 | 60,337          | 20.8 | 41,657          | 2.2  |
| Year ended March 31, 2010 | 228,585         | 10.6 | 49,256                     | 35.9 | 49,941          | 31.7 | 40,757          | 70.8 |

|                           | Earnings per share | Earnings per share (diluted) |
|---------------------------|--------------------|------------------------------|
|                           | Yen                | Yen                          |
| Year ended March 31, 2011 | 124.39             | _                            |
| Year ended March 31, 2010 | 121.70             | _                            |

#### (2) Non-consolidated financial position

|                      | Total assets    | Net assets      | Shareholders' equity ratio | Net assets per share |  |  |
|----------------------|-----------------|-----------------|----------------------------|----------------------|--|--|
|                      | Millions of yen | Millions of yen | %                          | Yen                  |  |  |
| As of March 31, 2011 | 565,170         | 389,344         | 68.9                       | 1,162.57             |  |  |
| As of March 31, 2010 | 553,013         | 367,341         | 66.4                       | 1,096.85             |  |  |

Reference: Shareholders' equity As of March 31, 2011: 389,344 million yen As of March 31, 2010: 367,341 million yen

#### Implementation Status of Audit Procedures

This Financial Results Report is exempt from the audit procedures stipulated under the Financial Instruments and Exchange Act of Japan. Audit procedures applicable to financial statements stipulated under the Financial Instruments and Exchange Act had not been completed at the time of disclosure of this Financial Results Report.

\* Explanation Concerning the Appropriate Use of Financial Results Forecasts and Other Special Instructions (Cautionary note concerning forward-looking statements)

The forecast of financial results and forward-looking statements contained in this report are based on information currently available to the Company as well as certain assumptions that it judges to be reasonable. Actual results may differ materially due to a variety of factors.

For details of the assumptions used in the forecast of financial results and a cautionary note concerning appropriate use, please refer to "2. Financial forecast for the year ending March 31, 2012" on page 3 of the accompanying materials.

(Method of Obtaining Financial Results Supplementary Materials and Details of Results Briefing Meeting)

Financial results supplementary materials are posted via TDnet on the date of disclosure. The Company plans to hold a results briefing meeting for analysts on Tuesday, May 10, 2011. Plans are also in place to post audio explanatory details together with financial results explanatory materials distributed to analysts on May 10, 2011 on the Company's website in a timely manner after the results briefing.

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## 1. Results of operations

## (1) Analysis of results of operations

- 1) Results for the fiscal year ended March 31, 2011
- a. General overview

In the fiscal year ended March 31, 2011 (fiscal 2010), the market environment of Japan's pharmaceutical industry was increasingly severe, with the April 2010 implementation of National Health Insurance (NHI) drug price revisions that averaged 6.0 percent throughout the industry, exacerbated by competition among pharmaceutical companies faced with the expiration of patents. Overseas, with the added factor of reform of the U.S. health insurance system, conditions in the pharmaceutical market are expected to remain severe.

Under these circumstances, the Shionogi Group formulated and started the first year of its third medium-term business plan for the five years from fiscal 2010. Despite the revision of NHI drug prices, the Group achieved growth in sales of prescription drugs in Japan that outpaced the market average and recovered market share. With regard to the Great East Japan Earthquake that occurred on March 11, 2011, the Group incurred an extraordinary loss of approximately ¥3.0 billion to cover the substantial impact on operations at the Group's Kanegasaki Plant in Iwate Prefecture and its sales activities in East Japan. Thereafter, the Group worked tirelessly to restore operations, restarting activities in stages. For the Group's U.S. operations, it was a challenging year. Since operating results became increasingly unstable from the previous year, the Shionogi Group implemented measures including business integration with the Group's U.S. development subsidiary, structural reform of expenses including cutbacks in personnel, review of the product lineup including discontinuing certain products, and adoption of more conservative accounting procedures. As a result of these initiatives, the Group recorded an extraordinary loss of approximately ¥15.0 billion. With these measures, the Shionogi Group is preparing a framework for stable business operations in fiscal 2011 and beyond.

#### Consolidated operating results

Millions of yen

|                           | Net sales | Operating income | Ordinary income | Net income |
|---------------------------|-----------|------------------|-----------------|------------|
| Year ended March 31, 2011 | 282,350   | 46,892           | 45,176          | 20,026     |
| Year ended March 31, 2010 | 278,502   | 52,438           | 50,522          | 38,625     |
| Percentage increase       | 1.4       | (10.6)           | (10.6)          | (48.2)     |

#### Sales

Net sales increased 1.4 percent compared with the previous fiscal year to ¥282,350 million. In core prescription drugs in Japan, sales of Crestor, an anti-hyperlipidemia treatment, and Irbetan, a hypertension treatment, grew substantially, and Cymbalta, an antidepressant drug launched in April 2010, contributed to the increase in sales. Sales of other strategic drugs also increased, and overall sales of prescription drugs rose 4.2 percent year-on-year. In addition, royalty income increased significantly due to overseas sales growth of Crestor by AstraZeneca. On the other hand, sales decreased at U.S. subsidiary Shionogi Inc.

#### Income

In terms of profit, the increases in domestic sales of prescription drugs and royalty income were offset by the decrease in sales at Shionogi Inc. and other factors. As a result, cost of sales exceeded the Group's target, leading to a 0.8 percent decrease in gross profit compared with the previous fiscal year. In addition, due to a 2.6 percent increase in selling, general and administrative (SG&A) expenses, operating income decreased 10.6 percent to ¥46,892 million and ordinary income decreased 10.6 percent to ¥45,176 million. Net income decreased 48.2 percent to ¥20,026 million as a result of extraordinary losses incurred including loss relating to disasters caused by the Great East Japan Earthquake, business structure improvement expenses for Shionogi Inc. and impairment loss.

#### Research and Development

Regarding research and development activities in Japan, the Shionogi Group launched Cymbalta in April 2010. The Group has also filed an application for this drug for the additional indication of diabetic neuropathic pain. In addition, Shionogi received approval in October 2010 for the additional indication of pediatric use of RAPIACTA®, an anti-viral drug for influenza. Drugs currently under development in and outside Japan include an anti-HIV drug, a drug to alleviate opioid-induced adverse effects and a drug for the treatment of diabetes. Regarding research facilities, the Shionogi Pharmaceutical Research Center (SPRC), which is under construction in Toyonaka City, Osaka, is scheduled to commence operations in or after summer 2011. This is expected to further strengthen drug discovery capabilities through a projected consolidation of research functions and improvement in productivity. Moreover, in April 2011 the Shionogi Group reviewed its development organization and established a Global Development Office to enhance and accelerate strategic decision making about global products under development.

As a result of these activities, overall Group R&D expenses for the fiscal year ended March 31, 2011 totaled ¥50,921

million.

## Capital investment

For the fiscal year ended March 31, 2011, Group capital expenditures totaled ¥17,900 million, reflecting aggressive investment in such projects as the construction of the SPRC and enhancement of manufacturing capabilities.

## 2) Financial forecast for the year ending March 31, 2011

Financial forecast for the year ending March 31, 2011 are as follows.

Millions of yen

|                            | Net sales | Operating income | Ordinary income | Net income |
|----------------------------|-----------|------------------|-----------------|------------|
| Year ending March 31, 2012 | 286,000   | 58,000           | 56,000          | 37,000     |
| Year ended March 31, 2011  | 282,350   | 46,892           | 45,176          | 20,026     |
| Percentage increase        | 1.3       | 23.7             | 24.0            | 84.8       |

In the domestic prescription drug market, the Shionogi Group forecasts an increase in sales from continuing growth of Crestor, Irbetan, Cymbalta and other strategic products. On the other hand, although the Group will work to stabilize business operations at its U.S. subsidiary, sales there are forecast to decline in the year ending March 31, 2012. In addition, although overseas sales of Crestor are forecast to be steady, the scope of the increase in royalty income is expected to narrow with the assumed appreciation of the yen in calculating foreign currency exchange rates. As a result, overall net sales are forecast to increase slightly.

With regard to profits, while growth in sales of prescription drugs in Japan and the return of U.S. operations to profitability are expected to be offset by an upswing in R&D expenses, operating income and ordinary income are forecast to rise compared with the previous fiscal year. Net income is forecast to increase substantially, due mainly to the absence of extraordinary losses recorded in the year ended March 31, 2011.

## (2) Analysis of financial position

### 1) Assets, Liabilities and Net assets

As of March 31, 2011, total assets were ¥523,242 million, a decrease of ¥17,519 million compared with the end of the previous fiscal year. Total liabilities decreased ¥3,639 million to ¥195,145 million, and net assets were ¥328,096 million, a decrease of ¥13,879 million. The principal factor increasing assets was an increase in property, plant and equipment reflecting capital investment for construction of the SPRC, while decreases in assets included a decrease due to amortization and impairment loss for intangible assets, and decreases in investment securities and foreign currency-denominated assets reflecting a drop in stock market prices and appreciation in the value of the yen. The decrease in net assets was largely due to the decline in valuation difference on available-for-sale securities resulting from the drop in stock market prices and lower foreign currency translation adjustment reflecting the strong yen.

### 2) Cash flows

For the fiscal year ended March 31, 2011, net cash provided by operating activities totaled ¥56,528 million, an increase of ¥3,626 million compared with the previous fiscal year. Although income before income taxes and minority interests decreased, non-cash expenses such as impairment loss on intangible assets and the provision to allowance for loss on damage due to the Great East Japan Earthquake rose substantially, and accounts receivable decreased.

Net cash used in investing activities totaled ¥13,947 million. This was largely attributable to capital investment in the SPRC.

Net cash used in financing activities totaled ¥27,011 million. The major components were repayment of debt and cash dividends paid.

As a result, cash and cash equivalents at the end of the fiscal year were ¥110,691 million, an increase of ¥13,028 million from the end of the previous fiscal year.

#### Cash flow indicators

|   | Year ended<br>March 31, 2007 | Year ended<br>March 31, 2008 | Year ended<br>March 31, 2009 | Year ended<br>March 31, 2010 | Year ended<br>March 31, 2011 |
|---|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| Net worth ratio                               | 80.4%                        | 82.7%                        | 61.7%                        | 63.2%                        | 62.7%                        |
| Net worth ratio on market value basis         | 168.0%                       | 137.9%                       | 112.4%                       | 110.1%                       | 90.8%                        |
| Interest-bearing liabilities/ Cash flow ratio | 0.2                          | 0.1                          | 4.0                          | 2.3                          | 1.9                          |
| Interest coverage ratio (times)               | 225.6                        | 306.3                        | 37.3                         | 35.0                         | 37.9                         |

Notes:

Net worth ratio: Total net assets/Total assets

Net worth ratio on market value basis: Total market value of stock/Total assets
Interest-bearing liabilities/Cash flow ratio: Interest-bearing liabilities/ Net cash provided by operating activities
Interest coverage ratio: Net cash provided by operating activities/Interest expense

- 1. All indicators are calculated on a consolidated basis.
- 2. Total market value of stock is calculated based on the total number of shares outstanding excluding treasury stock.
- 3. Net cash provided by operating activities is as reported in the consolidated statements of cash flows.
- 4. Interest-bearing liabilities are liabilities stated on the consolidated balance sheets on which interest is paid.

# (3) Fundamental policy on the appropriation of retained earnings and cash dividends for the fiscal years ended March 31, 2011 and ending March 31, 2012

The Company takes a medium-to-long-term perspective in working to increase corporate value, and therefore invests aggressively in its businesses while considering performance in each fiscal year with the aim of steadily increasing dividends. Shionogi's target for its consolidated dividend payout ratio is 35 percent.

Net income for the fiscal year ended March 31, 2011 includes the effect of one-off non-cash flow-related losses for damages due to Great East Japan Earthquake, which occurred during the period, and the business integration of Shionogi Inc. Taking into consideration the Company's steady progress toward achieving the goals of its third medium-term business plan through its business activities, including sales and marketing in Japan, and its policy of ensuring stable improvement in cash dividends, Shionogi plans to pay a year-end cash dividend of ¥20 per share for the fiscal year ended March 31, 2011, as scheduled. Together with the interim cash dividend, Shionogi will therefore pay annual cash dividends of ¥40 per share.

## 2. Management policy

## (1) Fundamental management policy

Shionogi's corporate philosophy is to "constantly strive to provide medicine of the best possible kind essential for protection of people's health." For this purpose, we must create and manufacture progressively better pharmaceuticals, while ensuring that as many people as possible know about and use them. To accomplish this goal, we believe that having all of Shionogi's people improve technologies day by day enables us to contribute to expanding the benefits we offer our customers, shareholders, business partners, society, our employees, and all our other stakeholders.

## (2) Management strategy and challenges ahead

The Shionogi Group has formulated and started initiatives under its third medium-term business plan for the five-year period from fiscal 2010, with the following basic strategies:

Steady growth mainly through enriched pipeline

Investments in the new growth drivers

Therapeutic areas to be focused on.

For its domestic prescription drugs, the Shionogi Group's activities for strategic products have been showing results, and it will aim for steady growth in the future. Regarding R&D, the Group aims to bring its anti-HIV drug and other global products under development to market as quickly as possible. At the same time, the Group will continue to ramp up its activities to reduce cost of sales and SG&A expenses.

From the start of this fiscal year, various issues concerning the U.S. subsidiary the Shionogi Group acquired in October 2008 have become evident, and its financial results are unstable. In response, the Group has initiated a series of countermeasures including business integration with a development subsidiary, structural reform of the company's expenses including cutbacks in personnel, and a review of the product lineup. In addition to these efforts, the Group will work to strengthen the product portfolio, including through in-licensing, to create a new structure that can flexibly address changes in the U.S. pharmaceutical market environment, and that will result in business stability in the next fiscal year and beyond through sales of global products developed in-house.

Overcoming each challenge and issue, the Shionogi Group will implement its third medium-term business plan to steadily realize its corporate philosophy "to strive constantly to provide medicine of the best possible kind essential for the protection of the health of the people" globally and further enhance its presence and standing as a pharmaceutical company.

## 3. Consolidated financial statements

# (1) Consolidated balance sheets

|  | As of March 31, 2010 | As of March 31, 2011 |
|--|----------------------|----------------------|
| Assets                                 |                      |                      |
| Current assets                         |                      |                      |
| Cash and deposits                      | *1 33,532            | *1 27,57             |
| Notes and accounts receivable-trade    | 79,414               | 69,49                |
| Short-term investment securities       | 70,677               | 88,91                |
| Merchandise and finished goods         | 26,931               | 24,36                |
| Work in process                        | 14,058               | 13,29                |
| Raw materials and supplies             | 8,350                | 9,67                 |
| Deferred tax assets                    | 5,418                | 7,87                 |
| Other                                  | 12,292               | 15,74                |
| Allowance for doubtful accounts        | (11)                 | (1                   |
| Total current assets                   | 250,664              | 256,93               |
| Non-current assets                     |                      |                      |
| Property, plant and equipment          |                      |                      |
| Buildings and structures               | 100,040              | 99,4                 |
| Accumulated depreciation               | (70,244)             | (71,68               |
| Buildings and structures, net          | 29,795               | 27,8                 |
| Machinery, equipment and vehicles      | 83,502               | 82,7                 |
| Accumulated depreciation               | (72,716)             | (74,20               |
| Machinery, equipment and vehicles, net | 10,786               | 8,5                  |
| Land                                   | 10,088               | 9,9                  |
| Construction in progress               | 6,842                | 19,3                 |
| Other                                  | 33,862               | 33,9                 |
| Accumulated depreciation               | (28,927)             | (29,45               |
| Other, net                             | 4,934                | 4,5                  |
| Total property, plant and equipment    | 62,447               | 70,2                 |
| Intangible assets                      | ·                    | <u> </u>             |
| Goodwill                               | 69,874               | 58,8                 |
| Sales rights                           | 40,719               | 34,2                 |
| Other                                  | 8,470                | 6,5                  |
| Total intangible assets                | 119,065              | 99,5                 |
| Investments and other assets           |                      |                      |
| Investment securities                  | *2 71,870            | *2 60,6              |
| Prepaid pension cost                   | 24,410               | 23,3                 |
| Deferred tax assets                    | 80                   | 2,4                  |
| Other                                  | 12,343               | 10,10                |
| Allowance for doubtful accounts        | (121)                | (12                  |
| Total investments and other assets     | 108,584              | 96,4                 |
| Total non-current assets               | 290,097              | 266,3                |
| Total assets                           | 540,761              | 523,24               |

|   |                      | Willions of yen      |
|---|----------------------|----------------------|
|   | As of March 31, 2010 | As of March 31, 2011 |
| Liabilities   |                      |                      |
| Current liabilities                                   |                      |                      |
| Notes and accounts payable-trade                      | 13,400               | 12,884               |
| Current portion of long-term loans payable            | 14,000               | 14,000               |
| Income taxes payable                                  | 13,479               | 13,510               |
| Provision   |                      |                      |
| Provision for bonuses                                 | 6,473                | 7,059                |
| Other provision                                       | 1,316                | 3,290                |
| Total provisions                                      | 7,789                | 10,349               |
| Other   | *1 18,159            | *1 29,075            |
| Total current liabilities                             | 66,829               | 79,819               |
| Non-current liabilities                               |                      |                      |
| Bonds payable   | 30,000               | 30,000               |
| Long-term loans payable                               | 77,000               | 63,000               |
| Deferred tax liabilities                              | 15,435               | 6,62                 |
| Provision   |                      |                      |
| Provision for retirement benefits                     | 8,077                | 8,573                |
| Other   | 1,442                | 7,12                 |
| Total non-current liabilities                         | 131,955              | 115,32               |
| Total liabilities                                     | 198,785              | 195,14               |
| Net assets  |                      |                      |
| Shareholders' equity                                  |                      |                      |
| Capital stock   | 21,279               | 21,279               |
| Capital surplus                                       | 20,227               | 20,22                |
| Retained earnings                                     | 332,669              | 339,970              |
| Treasury stock  | (19,733)             | (19,733              |
| Total shareholders' equity                            | 354,443              | 361,73               |
| Accumulated other comprehensive income                |                      |                      |
| Valuation difference on available-for-sale securities | 10,362               | 3,73                 |
| Deferred gains or losses on hedges                    |                      | (288                 |
| Foreign currency translation adjustment               | (23,301)             | (37,081              |
| Total accumulated other comprehensive income          | (12,939)             | (33,637              |
| Minority interests                                    | 471                  |                      |
| Total net assets                                      | 341,976              | 328,09               |
| Total liabilities and net assets                      | 540,761              | 523,242              |

# (2) Consolidated statements of income and Consolidated statements of comprehensive income

## Consolidated statements of income

|   |                           | IVIIIIIONS             | or yen  |
|---|---------------------------|------------------------|---------|
|   | Year ended March 31, 2010 | Year ended March 31, 2 | 011     |
| Net sales   | 278,502                   |                        | 282,350 |
| Cost of sales                                     | *1 76,263                 | *1                     | 81,737  |
| Gross profit                                      | 202,239                   |                        | 200,612 |
| Selling, general and administrative expenses      | *2, *3 149,801            | *2, *3                 | 153,720 |
| Operating income                                  | 52,438                    |                        | 46,892  |
| Non-operating income                              |                           |                        |         |
| Interest income                                   | 484                       |                        | 459     |
| Dividends income                                  | 1,124                     |                        | 1,224   |
| Other   | 970                       |                        | 643     |
| Total non-operating income                        | 2,579                     |                        | 2,326   |
| Non-operating expenses                            |                           |                        |         |
| Interest expenses                                 | 1,675                     |                        | 1,478   |
| Contribution                                      | 1,412                     |                        | 1,334   |
| Other   | 1,407                     |                        | 1,229   |
| Total non-operating expenses                      | 4,494                     |                        | 4,042   |
| Ordinary income                                   | 50,522                    |                        | 45,176  |
| Extraordinary income                              |                           |                        |         |
| Gain on sales of non-current assets               | _                         | *4                     | 4,067   |
| Gain on sales of investment securities            | _                         |                        | 1,647   |
| Gain on forgiveness of debts                      | _                         | *5                     | 279     |
| Gain on negative goodwill                         | <del>-</del>              |                        | 243     |
| Gain on transfer of business                      | 5,351                     |                        | _       |
| Gain on exchange from business combination        | 4,900                     |                        | _       |
| Total extraordinary income                        | 10,251                    |                        | 6,237   |
| Extraordinary loss                                |                           |                        |         |
| Impairment loss                                   | *4 199                    | *6                     | 7,342   |
| Business structure improvement expenses           | <del>-</del>              | *7                     | 4,829   |
| Loss on disaster                                  | _                         | *8                     | 2,826   |
| Bad debts written off                             | _                         |                        | 1,769   |
| Loss on valuation of investment securities        | 1,942                     |                        | _       |
| Other   | 90                        |                        | 1,511   |
| Total extraordinary losses                        | 2,233                     |                        | 18,278  |
| Income before income taxes and minority interests | 58,540                    |                        | 33,135  |
| Income taxes-current                              | 21,145                    |                        | 20,207  |
| Income taxes-deferred                             | (1,246)                   |                        | (7,129) |
| Total income taxes                                | 19,899                    |                        | 13,078  |
| Income before minority interests                  |                           |                        | 20,057  |
| Minority interests in income                      | 15                        |                        | 30      |
| Net income  | 38,625                    |                        | 20,026  |
|   |                           |                        | -,      |

## Consolidated statements of comprehensive income

|   | Year ended March 31, 2010 | Year ended March 31, | 2011     |
|---|---------------------------|----------------------|----------|
| Income before minority interests                            | _                         |                      | 20,057   |
| Other comprehensive income                                  |                           |                      |          |
| Valuation difference on available-for-sale securities       | _                         |                      | (6,629)  |
| Deferred gains or losses on hedges                          | _                         |                      | (288)    |
| Foreign currency translation adjustment                     | _                         |                      | (13,779) |
| Share of other comprehensive income of associates accounted | d for using equity method |                      |          |
| Total other comprehensive income                            | _                         | *2                   | (20,697) |
| Comprehensive income  | _                         | *1                   | (640)    |
| Comprehensive income attributable to                        |                           |                      |          |
| Comprehensive income attributable to owners of the parent   | _                         |                      | (671)    |
| Comprehensive income attributable to minority interests     | _                         |                      | 30       |

# (3) Consolidated statements of changes in net assets

|  |                           | Willions of yen           |
|--|---------------------------|---------------------------|
|  | Year ended March 31, 2010 | Year ended March 31, 2011 |
| hareholders' equity                      |                           |                           |
| Capital stock                            |                           |                           |
| Balance at the end of previous period    | 21,279                    | 21,27                     |
| Changes of items during the period       |                           |                           |
| Total changes of items during the period | _                         | -                         |
| Balance at the end of current period     | 21,279                    | 21,27                     |
| Capital surplus                          |                           |                           |
| Balance at the end of previous period    | 20,227                    | 20,22                     |
| Changes of items during the period       |                           |                           |
| Total changes of items during the period | _                         | -                         |
| Balance at the end of current period     | 20,227                    | 20,22                     |
| Retained earnings                        |                           |                           |
| Balance at the end of previous period    | 304,761                   | 332,66                    |
| Changes of items during the period       |                           |                           |
| Dividends from surplus                   | (10,717)                  | (12,72                    |
| Net income                               | 38,625                    | 20,02                     |
| Total changes of items during the period | 27,908                    | 7,30                      |
| Balance at the end of current period     | 332,669                   | 339,97                    |
| Treasury stock                           |                           |                           |
| Balance at the end of previous period    | (19,652)                  | (19,73                    |
| Changes of items during the period       |                           |                           |
| Purchase of treasury stock               | (80)                      | (1                        |
| Total changes of items during the period | (80)                      | (1                        |
| Balance at the end of current period     | (19,733)                  | (19,74                    |
| Total shareholders' equity               |                           |                           |
| Balance at the end of previous period    | 326,616                   | 354,44                    |
| Changes of items during the period       |                           |                           |
| Dividends from surplus                   | (10,717)                  | (12,726                   |
| Net income                               | 38,625                    | 20,02                     |
| Purchase of treasury stock               | (80)                      | (10                       |
| Total changes of items during the period | 27,827                    | 7,29                      |
| Balance at the end of current period     | 354,443                   | 361,73                    |

|   |                           | ivillions of yen          |
|---|---------------------------|---------------------------|
|   | Year ended March 31, 2010 | Year ended March 31, 2011 |
| Accumulated other comprehensive income                |                           |                           |
| Valuation difference on available-for-sale securities |                           |                           |
| Balance at the end of previous period                 | 8,207                     | 10,362                    |
| Changes of items during the period                    |                           |                           |
| Net changes of items other than shareholders' equity  | 2,154                     | (6,629)                   |
| Total changes of items during the period              | 2,154                     | (6,629)                   |
| Balance at the end of current period                  | 10,362                    | 3,732                     |
| Deferred gains or losses on hedges                    |                           |                           |
| Balance at the end of previous period                 | _                         | <del>-</del>              |
| Changes of items during the period                    |                           |                           |
| Net changes of items other than shareholders' equity  | _                         | (288                      |
| Total changes of items during the period              | _                         | (288                      |
| Balance at the end of current period                  | _                         | (288                      |
| Foreign currency translation adjustment               |                           |                           |
| Balance at the end of previous period                 | (25,188)                  | (23,301                   |
| Changes of items during the period                    |                           |                           |
| Net changes of items other than shareholders' equity  | 1,887                     | (13,779                   |
| Total changes of items during the period              | 1,887                     | (13,779                   |
| Balance at the end of current period                  | (23,301)                  | (37,081                   |
| Total accumulated other comprehensive income          |                           |                           |
| Balance at the end of previous period                 | (16,980)                  | (12,939                   |
| Changes of items during the period                    | , , ,                     | ( )                       |
| Net changes of items other than shareholders' equity  | 4,041                     | (20,697                   |
| Total changes of items during the period              | 4,041                     | (20,697                   |
| Balance at the end of current period                  | (12,939)                  | (33,637                   |
| Subscription rights to shares                         | (12,000)                  | (00,00)                   |
| Changes of items during the period                    |                           |                           |
| Minority interests                                    |                           |                           |
| Balance at the end of previous period                 | 458                       | 471                       |
| Changes of items during the period                    | .00                       |                           |
| Net changes of items other than shareholders' equity  | 13                        | (471                      |
| Total changes of items during the period              | 13                        | (471                      |
| Balance at the end of current period                  | 471                       |                           |
| Total net assets                                      | 771                       |                           |
| Balance at the end of previous period                 | 310,093                   | 341,976                   |
| Changes of items during the period                    | 310,093                   | 341,970                   |
| Dividends from surplus                                | (10.717)                  | (12.726                   |
|   | (10,717)                  | (12,726)                  |
| Net income  | 38,625                    | 20,026                    |
| Purchase of treasury stock                            | (80)                      | (10)                      |
| Net changes of items other than shareholders' equity  | 4,054                     | (21,169)                  |
| Total changes of items during the period              | 31,882                    | (13,879)                  |
| Balance at the end of current period                  | 341,976                   | 328,096                   |

# (4) Consolidated statements of cash flows

|  | Year ended March 31, 2010 | Year ended March 31, 2011 |
|--|---------------------------|---------------------------|
| Net cash provided by (used in) operating activities  |                           |                           |
| Income before income taxes and minority interests  | 58,540                    | 33,13                     |
| Depreciation and amortization  | 18,047                    | 17,96                     |
| Impairment loss  | 199                       | 7,34                      |
| Amortization of goodwill   | 3,730                     | 4,38                      |
| Loss (gain) on disposal of property, plant and equipment   | 244                       | (3,71                     |
| Loss (gain) on transfer of business  | (5,351)                   | -                         |
| Loss (gain) on sales of investment securities  | <del>-</del>              | (1,64                     |
| Loss (gain) on valuation of investment securities  | 1,942                     | 1                         |
| Increase (decrease) in allowance for doubtful accounts   | (1)                       |                           |
| Increase (decrease) in provision for retirement benefits   | 1,845                     | 1,5                       |
| Increase (decrease) in provision for directors' retirement benefits                              | (154)                     |                           |
| Interest and dividends income  | (1,609)                   | (1,68                     |
| Interest expenses  | 1,675                     | 1,4                       |
| Foreign exchange losses (gains)  | 264                       | (28                       |
| Other loss (gain)  | *4 (4,900)                | (20                       |
| Decrease (increase) in notes and accounts receivable-trade                                       | (4,739)                   | 9,1                       |
| Decrease (increase) in inventories   | (7,866)                   | 1,7                       |
| Increase (decrease) in notes and accounts payable-trade  | (2,095)                   | (38                       |
| Increase (decrease) in accrued expenses  | (6,417)                   | (14                       |
| Increase (decrease) in accounts payable-other  | 5,542                     | 3,4                       |
| Other, net   | 7,609                     | 4,8                       |
| Subtotal   | 66,507                    | 78,8                      |
| Interest and dividends income received   | 1,645                     | 1,6                       |
| Interest expenses paid   | (1,513)                   | (1,4                      |
| Income taxes paid  | (1,737)                   | (22,5)                    |
| ·  | , ,                       | 56,5                      |
| Net cash provided by (used in) operating activities  | 52,901                    | 50,0                      |
| let cash provided by (used in) investing activities  | (4.770)                   | (2.0)                     |
| Payments into time deposits  | (4,776)                   | (3,25                     |
| Proceeds from withdrawal of time deposits  | 4,580                     | 3,7                       |
| Purchase of short-term investment securities   | (455)                     | (12,30                    |
| Proceeds from sales of short-term investment securities  |                           | 15,5                      |
| Proceeds from redemption of securities   | 5,066                     | (4.00                     |
| Purchase of investment securities  | (4,395)                   | (4,33                     |
| Proceeds from sales of investment securities   |                           | 2,0                       |
| Proceeds from redemption of investment securities  | 5,000                     | (44.0                     |
| Purchase of property, plant and equipment  | (13,156)                  | (11,27                    |
| Proceeds from sales of property, plant and equipment   | 49                        | 1,7                       |
| Collection of loans receivable   | 9,602                     | (0.0)                     |
| Purchase of stock of affiliates  | (3,203)                   | (2,34                     |
| Purchase of investments in subsidiaries resulting in change in scope of consolidation            | *2 (2,506)                |                           |
| Proceeds from sales of investments in subsidiaries resulting in change in scope of consolidation | *3 8,092                  |                           |
| Other, net   | (4,723)                   | (3,57                     |
| Net cash provided by (used in) investing activities  | (826)                     | (13,94                    |

|   | Year ended March 31, 2010 | Year ended March 31, 2011 |
|---|---------------------------|---------------------------|
| Net cash provided by (used in) financing activities         |                           |                           |
| Repayments of installment payables                          | (1,031)                   | _                         |
| Net increase (decrease) in short-term loans payable         | (10,000)                  | _                         |
| Proceeds from long-term loans payable                       | 988                       | _                         |
| Repayment of long-term loans payable                        | (14,000)                  | (14,000)                  |
| Proceeds from issuance of bonds                             | 30,000                    | _                         |
| Purchase of treasury stock                                  | (80)                      | (10)                      |
| Cash dividends paid   | (10,701)                  | (12,707)                  |
| Cash dividends paid to minority shareholders                | (2)                       | (2)                       |
| Other, net  | (150)                     | (291)                     |
| Net cash provided by (used in) financing activities         | (4,978)                   | (27,011)                  |
| Effect of exchange rate change on cash and cash equivalents | (969)                     | (2,540)                   |
| Net increase (decrease) in cash and cash equivalents        | 46,127                    | 13,028                    |
| Cash and cash equivalents at beginning of period            | 51,536                    | 97,663                    |
| Cash and cash equivalents at end of period                  | *1 97,663                 | *1 110,691                |

## Going concern assumption

None

related matters)

## Changes to presentation of consolidated financial statements

#### Year ended March 31, 2010

(Application of accounting standards for business combinations and

"Accounting Standard for Business Combinations" (Accounting Standards Board of Japan (ASBJ) Statement No. 21, December 26, 2008), "Accounting Standard for Consolidated Financial Statements" (ASBJ Statement No. 22, December 26, 2008), "Partial Amendments to Accounting Standard for Research and Development Costs" (ASBJ Statement No. 23, December 26, 2008), "Revised Accounting Standard for Business Divestitures" (ASBJ Statement No. 7, December 26, 2008), "Revised Accounting Standard for Equity Method of Accounting for Investments" (ASBJ Statement No. 16, released December 26, 2008), and "Revised Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures" (ASBJ Guidance No. 10, December 26, 2008) can be applied from the first business combination or business divestiture implemented in the fiscal year commencing on or after April 1, 2009. Accordingly, effective from the fiscal year ended March 31, 2010, the Company has applied these standards and guidance.

#### Year ended March 31, 2011

(Changes in Items Concerning Accounting Practices and Standards) Included in the Shionogi Group's consolidated subsidiaries are 10 overseas consolidated subsidiaries.

One of these overseas consolidated subsidiaries closes its accounts on December 31. In preparing the consolidated financial statements, the financial statements of this subsidiary as of December 31 are used. Adjustments are made as necessary to reflect significant transactions occurring between this closing date and the closing date of the consolidated financial statements.

Effective from the fiscal year ended March 31, 2011, the closing dates of Shionogi Inc. (Shionogi USA Holdings, Inc. changed its name to Shionogi Inc. in July 2010) and eight other companies were amended to the closing date of the consolidated financial statements.

As a result of this change, nine consolidated subsidiaries had a 15-month settlement period from January 1, 2010 to March 31, 2011.

This change in closing date has further resulted in a consolidated statement of income for the fiscal year under review of 15 months from January 1, 2010 to March 31, 2011. In adjusting income and loss to conform with previous closing dates, net sales increased by ¥9,563 million and operating income, ordinary income, income before income taxes and minority interests and net income all decreased by ¥602 million, ¥567 million, ¥1,001 million and ¥624 million, respectively.

## Notes

#### Notes to consolidated balance sheets

| Year ended March 31, 2010                           |                       | Year ended March 31, 2011                           |                     |
|---|-----------------------|---|---------------------|
| *1 Pledged assets and secured liabilities           |                       | *1 Pledged assets and secured liabilities           |                     |
| The assets listed below have been pledged as        | collateral against    | The assets listed below have been pledged as        | collateral against  |
| borrowings and other debts:                         |                       | borrowings and other debts:                         |                     |
| 1) Carrying value of pledged assets:                |                       | Carrying value of pledged assets:                   |                     |
| Cash and deposits                                   | 6 million yen         | Cash and deposits                                   | 7 million yen       |
| 2) Liabilities secured by the above assets:         |                       | 2) Liabilities secured by the above assets:         |                     |
| 'Other' of current liabilities                      | 7 million yen         | 'Other' of current liabilities                      | 7 million yen       |
| *2 Stocks etc, of unconsolidated subsidiaries and a | affiliates            | *2 Stocks etc, of unconsolidated subsidiaries and a | ffiliates           |
| Investments in securities (stocks etc.)             | 6,593 million yen     | Investments in securities (stocks etc.)             | 6,837 million yen   |
| 3 Guaranteed liabilities                            |                       | 3 Guaranteed liabilities                            |                     |
| Guarantee of loans from financial institutions and  | d other companies not | Guarantee of loans from financial institutions and  | other companies not |
| included in consolidation                           | •                     | included in consolidation                           | ·                   |
| Employee housing loans                              | 29 million yen        | Employee housing loans                              | 19 million yen      |

## Notes to consolidated statements of income

# Year ended March 31, 2010 \*1 Inventories at March 31, 2010 are stated at net selling value. Inventory valuation totaling ¥474 million is included in cost of sales.

\*2 The major items and amounts included in selling, general and administrative expenses were as follows:

| Sales promotional activities  | 14.036  | million yen |
|-------------------------------|---------|-------------|
| Salaries                      | 29,387  | ,,,,,,      |
| Provision for bonuses         | 3,679   |             |
| Retirement benefit expenses   | 2,961   |             |
| R & D expenses                | 51,808  |             |
| (Provision for bonuses)       | (1,837) |             |
| (Retirement benefit expenses) | (1,493) |             |
|                               |         |             |

## \*3 R&D expenses

R&D expenses, which are included in SG&A expenses, were as follows. No R&D expenses are included in production expenses

R&D expenses 51,808 million yen

### \*4 Impairment loss

The Shionogi Group recognized asset impairment as follows.

| Location  | Application   | Class            |
|---|---|------------------|
| Chuo-ku,<br>Osaka-shi,<br>Osaka,<br>Japan, etc. | Exclusive prescription pharmaceutical market rights | Sales rights ing |

The Shionogi Group categorizes assets for business operations into groups that are based on the product lines used in management accounting, and categorizes rental and underutilized assets individually. The marketing contracts for certain exclusive prescription pharmaceutical marketing rights (sales rights) will terminate in the year ending March 2011. The Shionogi Group therefore set the amounts recoverable under these contracts to zero and recognized impairment loss of ¥199 million for the unamortized balance.

# Year ended March 31, 2011

\*1 Inventories at March 31, 2011 are stated at net selling value. Inventory valuation totaling ¥1,194 million is included in cost of sales.

\*2 The major items and amounts included in selling, general and administrative expenses were as follows:

| Sales promotional activities  | 15,581  | million yen |
|-------------------------------|---------|-------------|
| Salaries                      | 28,506  |             |
| Provision for bonuses         | 4,223   |             |
| Retirement benefit expenses   | 2,445   |             |
| R & D expenses                | 50,921  |             |
| (Provision for bonuses)       | (1,923) |             |
| (Retirement benefit expenses) | (1,352) |             |

## 3 R&D expenses

R&D expenses, which are included in SG&A expenses, were as follows. No R&D expenses are included in production expenses

R&D expenses 50,921 million yen

\*4 Gain on sales of non-current assets

Land 4,067 million yen

#### \*5 Gain on forgiveness of debts

The Shionogi Group has recorded a gain on forgiveness of debts in the year ended March 31, 2011 after receiving confirmation from the Japan Science and Technology Agency that it was released from the obligation to repay development expenses. This confirmation was based on the agreement with the aforementioned agency and in accordance with the conclusion of designated compound development under the licensing development agreement executed in the year ended March 31, 2006.

## \*6 Impairment loss

The Shionogi Group recognized asset impairment as follows.

| Location | Application  | Class                           | Amount            |
|----------|--|---------------------------------|-------------------|
| U.S.A    | Exclusive prescription pharmaceutical marketing rights | Sales rights                    | 7,134 million yen |
| U.S.A    | IP R&D   | Intangible<br>assets<br>(Other) | 208 million yen   |

The Shionogi Group categorizes assets for business operations into groups that are based on the product lines used in management accounting, and categorizes rental and underutilized assets individually. With respect to the exclusive prescription pharmaceuticals included in sales rights, the Shionogi Group set the amounts recoverable at zero in line with the decision to terminate sales and recognized an impairment loss for the unamortized balance.

With respect to those items relating to compound development that have been determined as having no future value included in in-process research and development, the Shionogi Group has set the amounts recoverable at zero and recognized an impairment loss for the unamortized balance.

#### \*7 Business structure improvement expenses

These expenses are attributable to the reorganization of U.S. subsidiaries. The principal component was extraordinary retirement benefits totaling  $\pm 4,006$  million.

#### \*8 Loss on disaster

This expense is attributable to the impact of the Great East Japan Earthquake and represents the provision of an allowance to cover actual projected expenditure.

## Notes to consolidated statements of comprehensive income

| Year ended March 31, 2010 | Year ended March 31, 2011  |
|---------------------------|--|
| -                         | *1 Comprehensive income in the previous fiscal year                          |
|                           | Comprehensive income attributable to 42,667 million yen owners of the parent |
|                           | Comprehensive income attributable to 15 minority interests                   |
|                           | Total 42,682   |
|                           | *2 Other comprehensive income in the previous fiscal year                    |
|                           | Valuation difference on 2,154 million yen available-for-sale securities      |
|                           | Foreign currency translation 1,887 adjustment                                |
|                           | Total 4,041  |

## Notes to consolidated statement of changes in net assets

Year ended March 31, 2010 (April 1, 2009 to March 31, 2010)

(1) Type and number of shares in issue and type and number of shares of treasury stock

Shares

|                 | March 31, 2009 | Increase | Decrease | March 31, 2010 |
|-----------------|----------------|----------|----------|----------------|
| Shares in issue |                |          |          |                |
| Common stock    | 351,136,165    | _        | _        | 351,136,165    |
| Total           | 351,136,165    | _        | _        | 351,136,165    |
| Treasury stock  |                |          |          |                |
| Common stock    | 16,189,825     | 41,420   | _        | 16,231,245     |
| Total           | 16,189,825     | 41,420   | _        | 16,231,245     |

Note: The increase in treasury stock reflects the purchase of odd-lot shares.

None

(3) Dividends

A) Dividend payments

| Resolution   | Category     | Total dividends   | Dividends per share | Dividend record date | Effective date   |
|--|--------------|-------------------|---------------------|----------------------|------------------|
| Annual General Meeting of<br>Shareholders held on June<br>25, 2009 | Common stock | 4,689 million yen | 14 yen              | March 31, 2009       | June 26, 2009    |
| Meeting of Board of<br>directors on<br>November 4, 2009            | Common stock | 6,028 million yen | 18 yen              | September 30, 2009   | December 1, 2009 |

B) Dividends whose effective date is subsequent to March 31, 2010

| Resolution   | Category     | Total dividends   | Resolution        | Dividends per<br>share | Dividend<br>record date | Effective date |
|--|--------------|-------------------|-------------------|------------------------|-------------------------|----------------|
| Annual General Meeting of<br>Shareholders to be held on<br>June 24, 2010 | Common stock | 6,028 million yen | Retained earnings | 18 yen                 | March 31, 2010          | June 25, 2010  |

Year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

(1) Type and number of shares in issue and type and number of shares of treasury stock

Shares

|                 |                |          |          | Julius         |
|-----------------|----------------|----------|----------|----------------|
|                 | March 31, 2010 | Increase | Decrease | March 31, 2011 |
| Shares in issue |                |          |          |                |
| Common stock    | 351,136,165    | _        | _        | 351,136,165    |
| Total           | 351,136,165    | _        | _        | 351,136,165    |
| Treasury stock  |                |          |          |                |
| Common stock    | 16,231,245     | 6,530    | _        | 16,237,775     |
| Total           | 16,231,245     | 6,530    | _        | 16,237,775     |

Note: The increase in treasury stock reflects the purchase of odd-lot shares.

<sup>(2)</sup> Matters concerning subscription rights and subscription rights owned by the Company

(2) Matters concerning subscription rights and subscription rights owned by the Company

(3) Dividends

A) Dividend payments

| / · · · · · · · · · · ·  |              |                   |                     |                      |                  |
|--|--------------|-------------------|---------------------|----------------------|------------------|
| Resolution   | Category     | Total dividends   | Dividends per share | Dividend record date | Effective date   |
| Annual General Meeting of<br>Shareholders held on June<br>24, 2010 | Common stock | 6,028 million yen | 18 yen              | March 31, 2010       | June 25, 2010    |
| Meeting of Board of directors on November 1, 2010                  | Common stock | 6,698 million yen | 20 yen              | September 30, 2010   | December 1, 2010 |

B) Dividends whose effective date is subsequent to March 31, 2011

The following is to be approved at the 146th Annual General Meeting of Shareholders to be held on June 24, 2011.

| Resolution   | Category     | Total dividends  | Resolution        | Dividends per<br>share | Dividend<br>record date | Effective date |
|--|--------------|------------------|-------------------|------------------------|-------------------------|----------------|
| Annual General Meeting of<br>Shareholders to be held on<br>June 24, 2011 | Common stock | 6,697million yen | Retained earnings | 20 yen                 | March 31, 2011          | June 27, 2011  |

## Notes to consolidated statements of cash flow

| Notes to consolidated statements of (   | cash flow               |   |  |
|---|-------------------------|---|--|
| Year ended March 31, 20   | 10                      | Year ended March 31   | , 2011   |
| *1. Reconciliation of balance of cash and cash eq<br>end with the amounts reported in the consolid  |                         | *1. Reconciliation of balance of cash and c<br>period end with the amounts reported in<br>sheets:   |  |
| Cash and deposits  Time deposits with a maturity exceeding three months Cash and cash equivalents including "Marketable securities"  Cash and cash equivalents  *2. Assets and liabilities of companies new acquisition of shares The assets, liabilities, acquisition cost and | net acquisition cost of | Cash and deposits Time deposits with a maturity exceeding three months Cash and cash equivalents including "Marketable securities"  Cash and cash equivalents | 27,579 million yen<br>(1,487)<br>84,600<br>110,691 million yen |
| Addrenex, Inc. ("Addrenex") upon consolidat shares are as follows.  Current assets  | 47 million yen          |   |  |
| In-process research and development   | 2.827                   |   |  |
| Goodwill  | 1,063                   |   |  |
| Current liabilities   | (141)                   |   |  |
| Noncurrent liabilities  | (769)                   |   |  |
| Existing equity   | (330)                   |   |  |
| Purchase price of shares of Addrenex  | 2,697                   |   |  |
| Offsetting of advance payments-trade, etc.  | (145)                   |   |  |
| Cash and cash equivalents of Addrenex   | (46)                    |   |  |
| Purchase of investments in subsidiaries resulting in change in scope of consolidation   | 2,506                   |   |  |
|   |                         |   |  |

|    | Year ended March 31, 2  | 2010                      |
|----|---|---------------------------|
| *3 | Assets and liabilities of companies ex subsidiaries through sale of shares. Assets and liabilities at the time of transf shares and gain on transfer of Bushu Pharare as follows: | er, proceeds from sale of |
|    | Current assets  | 4,186 million yen         |
|    | Noncurrent assets   | 11,556                    |
|    | Current liabilities   | (2,377)                   |
|    | Noncurrent liabilities  | (10,599)                  |
|    | Cost for sale of shares of Bushu  | 437                       |
|    | Gain on transfer of business  | 5,351                     |
|    | Sales price of shares of Bushu  | 8,555                     |
|    | Cash and cash equivalents of Bushu  | (462)                     |
|    | Proceeds from sales of investments in<br>subsidiaries resulting in change in scope<br>of consolidation  | 8,092                     |
| *4 | . Gain on exchange from business combination  | on                        |

## Notes to segment information

a. Business segment information

Year ended March 31, 2010 (April 1, 2009 to March 31, 2010)

Business segment information has been omitted because pharmaceuticals and related businesses operations account for more than 90% of net sales, operating income and total assets in all segments.

## b. Geographical segment information

Year ended March 31, 2010 (April 1, 2009 to March 31, 2010)

Millions of yen

|                                     | Japan   | North<br>America | Other | Total   | Eliminations and corporate | Consolidated |
|-------------------------------------|---------|------------------|-------|---------|----------------------------|--------------|
| I. Net sales and operating income   |         |                  |       |         |                            |              |
| Net sales                           |         |                  |       |         |                            |              |
| (1) Sales to third parties          | 238,191 | 38,642           | 1,669 | 278,502 | _                          | 278,502      |
| (2) Inter-group sales and transfers | 413     | 2,926            | 58    | 3,397   | (3,397)                    | _            |
| Total                               | 238,604 | 41,569           | 1,727 | 281,900 | (3,397)                    | 278,502      |
| Operating expenses                  | 185,631 | 38,656           | 1,414 | 225,701 | 363                        | 226,064      |
| Operating income (loss)             | 52,972  | 2,912            | 313   | 56,199  | (3,761)                    | 52,438       |
| II. Total assets                    | 287,602 | 85,802           | 3,818 | 377,224 | 163,537                    | 540,761      |

Note: 1. National and regional segments are based on geographic proximity.

- 2. Main countries and regions included in categories other than Japan are as follows:
  - (1) North America: United States
  - (2) Other: Asia
- 3. Eliminations in other operating expenses include ¥3,761 million in unallocable operating expenses consisting primarily of amortization of anodwill
- 4. Eliminations in assets include ¥163,537 million in general corporate assets consisting primarily of surplus funds under management (securities), long-term investment funds (investment securities) and goodwill at Shionogi & Co., Ltd
- 5. Change of accounting policy

As presented in 'Changes to presentation of consolidated financial statements,' effective from the fiscal year ended March 31, 2010 the income and expenses of overseas subsidiaries are translated into yen at the average exchange rates for the period. Formerly, the rates of exchange in effect at the balance sheet date were used.

For the fiscal year ended March 31, 2010, compared with the previous method this change increased sales by ¥643 million in the North America segment and reduced sales by ¥11 million in the Other segment; increased operating expenses by ¥643 million in the North America segment, reduced operating expenses by ¥7 million in the Other segment and increased eliminations and general corporate assets related to operating expenses by ¥62 million; and reduced operating income by ¥0 in the North America segment, reduced operating income by ¥4 million in the Other segment and reduced eliminations and general corporate assets related to operating income by ¥62 million.

#### c. Overseas sales

Year ended March 31, 2010 (April 1, 2009 to March 31, 2010)

Millions of yen

|   | Europe | North America | Other | Total   |
|---|--------|---------------|-------|---------|
| I. Overseas sales   | 51,039 | 44,652        | 4,149 | 99,842  |
| II. Consolidated net sales                                    | _      | _             | _     | 278,502 |
| III. Overseas sales as a percentage of consolidated net sales | 18.3%  | 16.0%         | 1.5%  | 35.8%   |

- Notes: 1. National and regional segments are based on geographic proximity.
  - 2. Main countries and regions included in each segment
    - (1) Europe: United Kingdom, Switzerland, Germany and others
    - (2) North America: United States of America and others
    - (3) Others: Asia and others
  - 3. Overseas sales represent those of the Company and consolidated subsidiaries in countries areas outside Japan and include profit derived from licensing fees as royalty revenue.
  - 4. Changes in national and regional categories Previously, overseas sales were categorized as "Europe" and "Others." From the fiscal year ended March 31, 2010, "North America" is presented as a separate category because sales in North America exceeded 10 percent of consolidated net sales. For reference, sales in North America presented in "Overseas sales" for the fiscal year ended March 31, 2009 totaled ¥14,567 million and represented 6.4 percent of consolidated net sales.
  - 5. As presented in 'Notes to consolidated financial statements,' effective from the fiscal year ended March 31, 2010, the income and expenses of overseas subsidiaries are translated into yen at the average exchange rates for the period. Formerly, the rates of exchange in effect at the balance sheet date were used.
    - For the fiscal year ended March 31, 2010, compared with the previous method this change increased sales by ¥643 million in the North America segment, reduced sales by ¥11 million in the Other segment and increased consolidated net sales by ¥632 million. In addition, this change increased the ratio of sales in North America to consolidated net sales by 0.2 percentage points. The effect of this change on the ratio of sales in Europe and Other to consolidated net sales was not material.

#### d. Segment information

Year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

Shionogi group has a single business segment related to prescription drugs. The group operates research, development, purchase, manufacturing, and distributing prescription drugs and related businesses. While analysis of each product sales and profits or expenses of each subsidiary are made, decision of business strategy and allocation of the management resources, especially allocation of R&D expenses, are made on a company-wide basis. Therefore disclosure of segment information is omitted.

Notes to amounts per share

| Item                 | Year ended March 31, 2010 | Year ended March 31, 2011 |
|----------------------|---------------------------|---------------------------|
| Net assets per share | 1,019.71 yen              | 979.69 yen                |
| Earnings per share   | 115.33 yen                | 59.80 yen                 |

Notes: 1. Net income after giving effect to the diluted potential of common stock has not been presented since there are no such potential shares to be issued.

2. Information for the computation of net assets per share is as follows.

| Item   | Year ended March 31, 2010   | Year ended March 31, 2011   |
|--|-----------------------------|-----------------------------|
| Total net assets   | 341,976 million yen         | 328,096 million yen         |
| Amount deducted from total net assets                          | 471million yen              | - million yen               |
| (Amounts attributed to minority interests in total net assets) | (471 million yen)           | ( - million yen)            |
| Net assets at year end available to common stocks              | 341,504 million yen         | 328,096 million yen         |
| Shares outstanding as of the period end                        | 334,904 thousands of stocks | 334,898 thousands of stocks |

3. Information for the computation of earnings per share is as follows.

| Item  | Year ended March 31, 2010   | Year ended March 31, 2011   |
|---|-----------------------------|-----------------------------|
| Net income  | 38,625 million yen          | 20,026 million yen          |
| The amount which is not attributable to ordinary shareholders | _                           | _                           |
| Net income related to common stocks                           | 38,625 million yen          | 20,026 million yen          |
| Average number of shares outstanding during the period        | 334,915 thousands of stocks | 334,902 thousands of stocks |

## **Important Subsequent Events**

Year ended March 31, 2010 (April 1, 2009 to March 31, 2010) and Year ended March 31, 2011 (April 1, 2010 to March 31, 2011)

None

## 4. Others

Change in Directors and Auditors (Scheduled for June 24, 2011)

## (1)Change in Representatives

No change.

## (2)Change in other Directors and Auditors

1) New Corporate Auditor Candidates

Standing Corporate Auditor Sachio Tokaji (Director, Senior Executive Officer)

Outside Corporate Auditor Kenji Fukuda (Attorney at Law, DOJIMA Law Office)

2) Retiring Directors

Director Sachio Tokaji

3) Retiring Corporate Auditors

Standing Corporate Auditor Satoshi Komatsu

The 146th Annual General Meeting of Shareholders to be held on June 24, 2011 will decide on the new candidates for Corporate Auditors. These issues were disclosed as of February 21, 2011.