Bank of America Merrill Lynch Japan Conference 2014



The Growth Strategy of Shionogi

The New Medium-Term Business Plan "SGS2020"

September 10, 2014

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External Environment of Pharmaceutical Industry



- Rapidly-aging global society
 - ⇒ Expanded and segmented medical needs
 - ⇒ Increased expectations for efficacy and safety of new drugs
- Expanding range of therapeutic agents
 - ⇒ Creating biopharmaceuticals and large molecules in addition to small molecules to address unmet medical needs
- Changes in the Japanese and global pharmaceutical markets
 - ⇒ Even greater financial pressure on the health insurance systems of developed countries
 - ⇒ Uncertain economic conditions in emerging countries
- Enhanced expectations for the pharmaceutical industry in Japan
 - ⇒ Contribution to economic growth as a high value-added industry
 - ⇒ Strategic industry supported by the government



SHIONOGI's Growth Strategy toward 2020



New Medium-Term Business Plan of SHIONOGI

Shionogi Growth Strategy 2020 (SGS2020) (Announced on Mar. 28, 2014)

Our Vision

Grow as a drug discovery-based pharmaceutical company





SHIONOGI's History

From the 1st Mid-term Business Plan to Now



Impact of Implementation of SHIONOGI's Medium-termong Business Plans since FY2000

Increased profitability while consistently maintaining R&D investment





Stages 1 through 3: FY2000 - FY2013



1st stage: Laying the foundation (FY2000 - 2004)

- Focused specifically on the prescription drug business
- Established infrastructure for global development

2nd stage: Accelerating toward significant strides (FY2005 - 2009)

- Focused R&D efforts on priority therapeutic areas (infectious diseases, pain, and metabolic syndrome)
- Acquired US-based Sciele Pharma, Inc.

3rd stage: SONG for the Real Growth (FY2010 - 2013)

- Shifted US business focus from 505(b)2s to innovative drugs while stabilizing business performance, and established business footholds in EU and China
- In Japan, increased sales of 8 strategic products, and expanded their share of Rx sales
- Launched Tivicay® and Osphena®
- Established a new business scheme for HIV integrase inhibitor franchise
- Modified the Crestor royalty structure



Expansion of Global Presence and Capabilities



A company capable of independent global development and, in the highest value markets, independent commercialization

SHIONOGI Co.



- Create innovative new drugs
- Enhance domestic sales force
- Global business management

SHIONOGI LTD.

(Established in Feb. 2012)

- Accelerate global development
- Select business partners in EU

C&O

(Acquired in Oct. 2011)

- Establish a foundation for Asian business
- Strengthen development and sales force for new drugs



SHIONOGI INC.

(Restarted with new management from Apr. 2011)

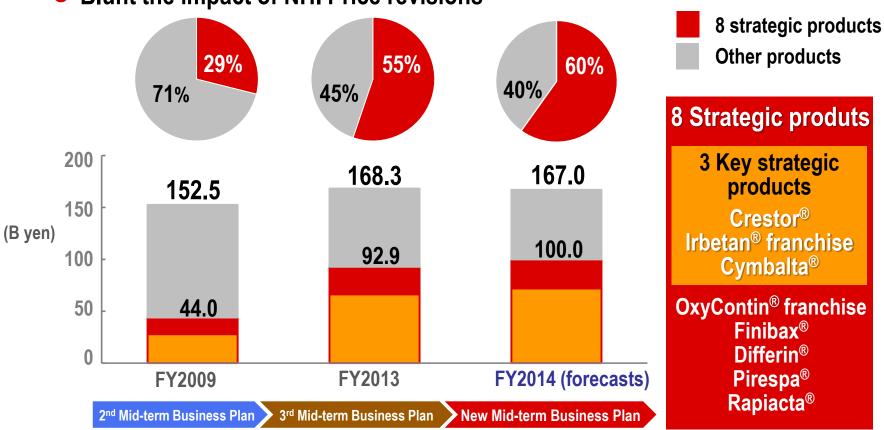
- Full transition to new drugdriven business
- Focus on Osphena's early success



Sales Growth of Strategic Products in Japanese Market

- Increase Sales of Eight Strategic Products by Improving Sales Force Impact
 - Increase profitability by deploying SG&A funds in a new way







US Launch of Osphena



- **♦** Shionogi's First NCE in the US
 - US brand name: Osphena
 - Approval: Feb. 26, 2013

(Launch: Jun. 2013)



- Osphena is the First and Only Oral Non-Estrogen Treatment Alternative for Women with Dyspareunia, a Symptom of VVA due to Menopause
 - Represents an important advancement in the treatment of dyspareunia, providing a alternative treatment option of the millions of women living with this condition







Osphena® (ospemifene) tablets



Global Launch of Tivicay

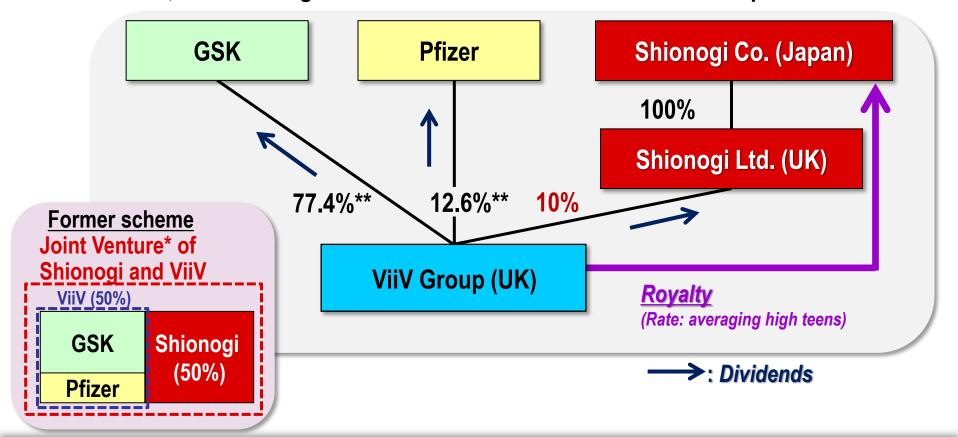


- Demonstrated drug discovery capabilities for anti-infectives
 - Tivicay was discovered via collaborative research and development with ViiV (former Shionogi-GlaxoSmithKline joint venture)
 - Approval: US (Aug. 12, 2013), EU, Canada, Japan, etc.
 - Launched by a highly experienced team at ViiV, a global specialist HIV company
 - Indication: For use in combination with other antiretroviral agents for the treatment of human immunodeficiency virus type 1 (HIV-1) infection
 - Characteristics: Oral, 50mg tablet, once-daily
- Tivicay, with its Strong Efficacy and Safety Profile, is an important New option for all lines of HIV treatment
 - Tivicay can be used in treatment-naïve and treatment-experienced patients including children ages 12 years and older weighing at least 40kg (For children, excluding those who have previously taken other integrase inhibitors)
 - US HHS panel recommended both Tivicay and Epzicom[®] and Tivicay plus Truvada[®] as preferred regimens for ART-naive patients



Stable Earnings from HIV Integrase Inhibitor Portfolio

- New Arrangement with ViiV Healthcare Ltd. (announced on Oct. 29, 2012)
 - JV's rights* to the integrase inhibitor franchise products were transferred to ViiV., and Shionogi became a 10% shareholder with Board representation





^{*} JV: Shionogi-ViiV Healthcare LLC

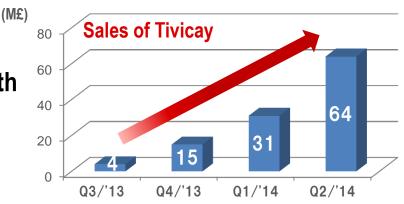
^{**} GSK increased from 76.5% to 77.4%, Pfizer decreased from 13.5% to 12.6%, effective on Oct. 1, 2013 11

Realizing the Potential of HIV Franchise by ViiV Healthcare

- Global HIV Market: over US\$18B
 - Integrase inhibitors and their fixed-dose combinations are accelerating the growth of HIV market



 Global sales (Jan.-Jun., 2014): £95M (US\$159M)



- Ongoing Efforts to Maximize HIV Franchise by ViiV
 - Triumeq® (dolutegravir/abacavir/lamivudine single-pill regimen)
 - Approval: Aug. 22, 2014 (US), Sep. 3, 2014 (EU)
 - ViiV Healthcare and Janssen have entered into an agreement for the development and commercialization of a single pill combining dolutegravir as a standard therapy and Janssen's NNRTI rilpivirine in Jun. 2014
 - S/GSK1265744LAP: Phase II study



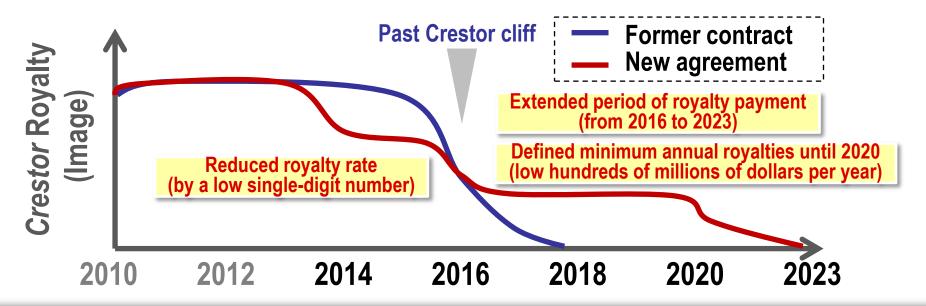
Modification of the Crestor Royalty Structure



◆ The Biggest Business Challenge of the 3rd Mid-Term Business Plan was to Overcome the Crestor Cliff

Crestor	2010	2011	2012	2013	Lose all of Crestor
Global sales (B\$)	5.7	6.6	6.3	5.6	royalty due to its patent expiration in
Royalty income (M\$*)	729	810	791	682	2016 and 2017

New License Agreement with AstraZeneca (announced on Dec. 25, 2013)



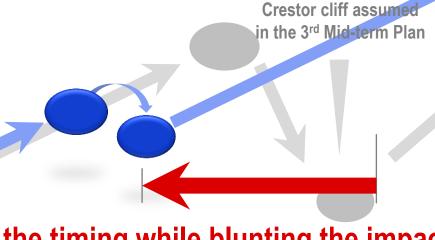


Impact of "Accelerating the Crestor Cliff"



Secures our mid- to long-term revenue base

- Leveling Crestor cliff, avoiding sharp decline in corporate performance
- Entering continuous growth phase with key future drivers including expanding profit from new products and launching current late phase pipeline compounds



Advances the timing while blunting the impact of the Crestor cliff

by contractual modification of the royalty

2010 2012 2014 2016 2018 2020 (FY)



External and Internal Changes during the 3rd Mid-term Plan or your

Rapid changes in external environment

- Difficult global economic conditions
- Challenging competitive environment
- Fluctuation in exchange rates

Reaction to environmental changes

- Shifted to innovative drug-driven business in the US
- Established new scheme for anti-HIV drugs
- Modified Crestor royalty contract

Solid platform in changing environment

In order to drive growth from this strengthened base, Shionogi prepared the New Mid-term Business Plan: "SGS2020"





SHIONOGI's Future New Medium-Term Business Plan

- Shionogi Growth Strategy 2020



What is Our Vision in SGS2020?



Corporate Mission "Shionogi's purpose"

Class*2 compounds

Shionogi strives constantly to supply the best possible medicine to protect the health and wellbeing of the patients we serve



- Expand sales in Japan and the US, establish development footholds in the EU and Asia
- Ensure that people around the world benefit from the new drugs and medical innovation generated from Shionogi's R&D

R&D expenses: More than 100 B yen R&D expense ratio: 20%



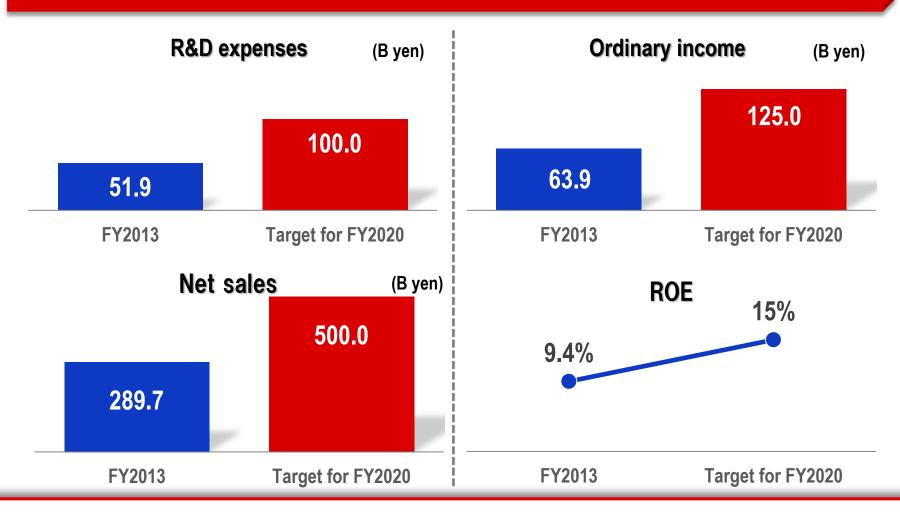
^{*1} First in Class (FIC): Innovative medicines with particularly high novelty and therapeutic value that can significantly change the existing therapeutic paradigm

^{*2} Last in Class (LIC): Unrivaled medicines with clear superiority over others with the same mechanism of action

Consolidated Financial Target in SGS2020



Grow as a drug discovery-based pharmaceutical company





SGS2020 Growth Strategy



- Clear priorities and focused resourcing
- Growth driven by FIC and LIC compounds
- Continued improvement of business operations

Growth of Top-line

Sales area, Therapeutic area

Clear priorities and focused resourcing

Growth driven by FIC and LIC compounds

Growth of Bottom-line

Continued improvement of business operations

2014 2020



Management Objectives for SGS2020



Rapid response and rapid communication (Three-year rolling plan; communicate targets and results annually)

Targets for FY2016 (the next three years)

Qualitative objectives

- 1. Focus on key growth driver products and high-priority latestage pipeline compounds
- 2. Continue to enhance business operations

Quantitative targets

Net sales 320 B yen

Ordinary income 75 B yen

R&D expenses 63 B yen

ROE 11%



SGS2020: Growth of Top-line and Pipeline



Sales area, Therapeutic area

Clear Priorities and Focused Resourcing

Growth of Top-line

Sales area, Therapeutic area

Clear priorities and focused resourcing



Clear Priorities and Focused Resourcing



External environmental factors

- Rapidly-aging global society
- Even greater financial pressure on the health insurance systems of developed countries
- Uncertain economic conditions in emerging countries

Internal challenges

- Intensify efforts supporting growth drivers
- Strengthen sales capabilities in Japan and US
- Secure royalty-independent earning capacity

Territories

Focus on the highest-value territories for Shionogi

Therapeutic area

Focus on unmet medical needs of the present, near future and future

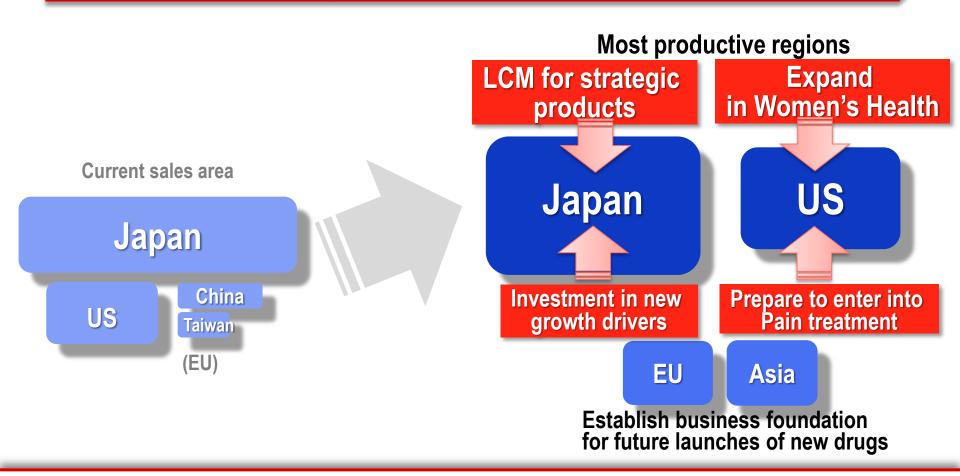
- ➤ Therapeutic area priorities for research, development and sales activities selected on the above basis
- Drive pipeline forward and continue to strengthen it



Clear Priorities and Focused Resourcing: Sales



- Focus on regions with the highest growth potential
- Maximize existing products while expanding pipeline





Clear Priorities and Focused Resourcing: Therapeutic Areas



- Reorganized to effectively focus on our target therapeutic areas
- Utilizing the strengths of Shionogi's R&D capabilities to generate FIC and LIC compounds in these areas

Needs of a rapidly-aging society (extension of HALE, ability to return to productive activities)

Discovery Research Laboratory for Core Therapeutic Areas

Needs of the near future

Previous span of therapeutic areas

Infectious disease

Pain

MS

Frontier

Infectious disease

Pain/CNS

Obesity/Geriatric metabolic disease

Oncology/ Immunological disease

Discovery Research Laboratory for Innovative Frontier Medicines

Needs of the future



Continued Discovery of Future Growth Drivers



- Maximize synergy with existing products
- Cultivate our future growth areas from the frontier research programs

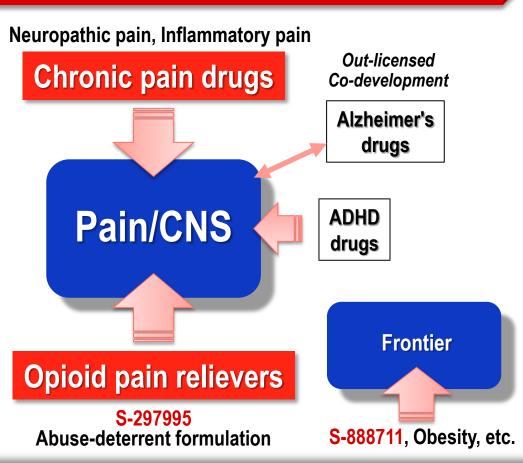
Anti-flu drug (new mechanism) Enhancement of HIV franchise

Anti-viral drugs



Drugs for severe infection

S-649266
Antibody drug for *Pseudomonas*



S-297995 (Naldemedine): Front-Runner in Pain/CNS Area

- Indication
 - Treatment of opioid-induced constipation
- Development Status
 - Global Phase III study (Global: 3 studies, Japan: 4 studies)
 - Recruitment proceeding on target
- Global opioid market*: US\$14.8B

Top 5 markets
(US, UK, Germany, Canada and France)
Account for up to 80% of total markets
(70M chronic opioid patients)

40 - 50% of chronic opioid patients experience opioid-induced constipation (28-35M patients)

<50% of patients taking laxative report a satisfactory results

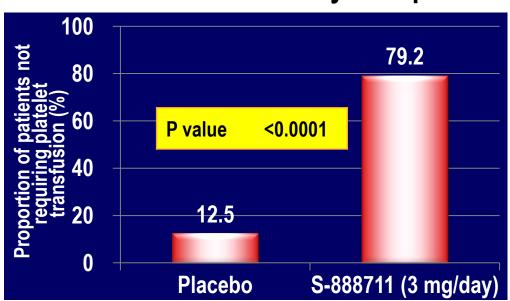
- Show efficacy at a low, once-daily, dose
- Improve treatment satisfaction of cancer and non-cancer chronic pain patients



S-888711 (Lusutrombopag): Meet an Unmet Medical Need

- Indication
 - Thrombocytopenia
- Development Status
 - Japan: Phase III code-break, plan to submit NDA in 2014
 - Global: Plan to initiate global clinical trials after discussion with EMA and FDA

Result of Phase III Study in Japan



- S-888711 can be a new alternative to platelet transfusion before elective invasive procedures
- Considering global clinical trials

Note:

Drug price of blood derivative for platelet transfusion

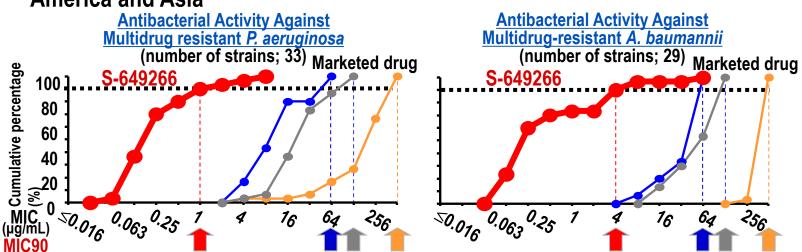
 JP¥77,270 (Irradiated platelet concentrate, leukocytes reduced, NISSEKI Unit: 10, 200mL)





S-649266: Targeting Severe Infectious Diseases

- Expected indication
 - Aerobic gram-negative (MDR) bacterial infections
- Development Status
 - Global Phase II study (discussion with regulators are ongoing)
- Severe Infections
 - Each year in the US, about 2 million people acquire serious infections with "resistant bacteria" and about 20,000 people die each year *4
 - The increase of bacterial resistance is a serious problem in Eastern Europe, Latin-America and Asia



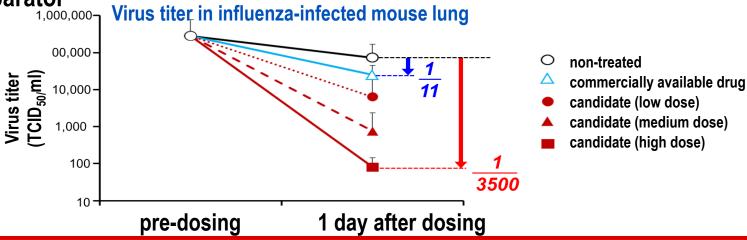
Antibacterial activity shown against multidrug-resistant *P. aeruginosa* and multidrug-resistant *A. baumannii*, which are problematic in clinical settings





Discovery of an Anti-Flu Drug Candidate

- Applying our know-how in anti-viral drug discovery to discover an oral anti-flu drug candidate, aiming at "innovative First-in-Class
 - Discovered a candidate with strong anti-flu activity and a novel mechanism of action
 - Much greater decline in viral load in mouse model compared to that achieved with a commercially available comparator
 - Showed potent in vitro inhibitory activity against both seasonal and highly pathogenic bird influenza strains resistant to a commercially available comparator



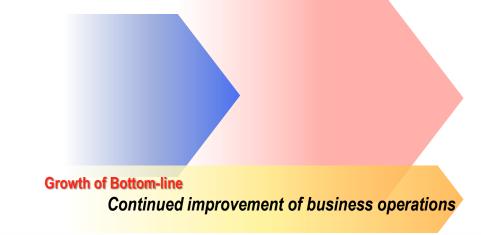
Expanding and applying our knowledge base built in anti-HIV drug discovery to other viral infections



SGS2020: Growth of Bottom-line



Continued Improvement of Business Operations

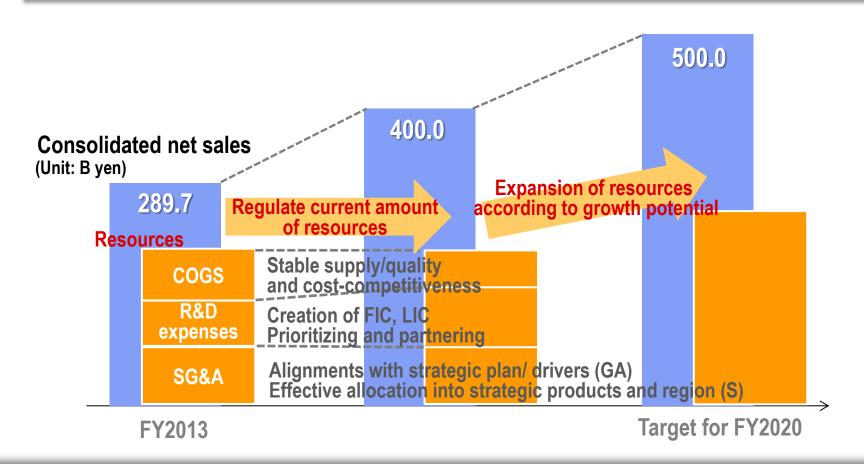




Continued Enhancement of Business Operations



- Resource level to be aligned to growth stage
- Strategic resource allocation







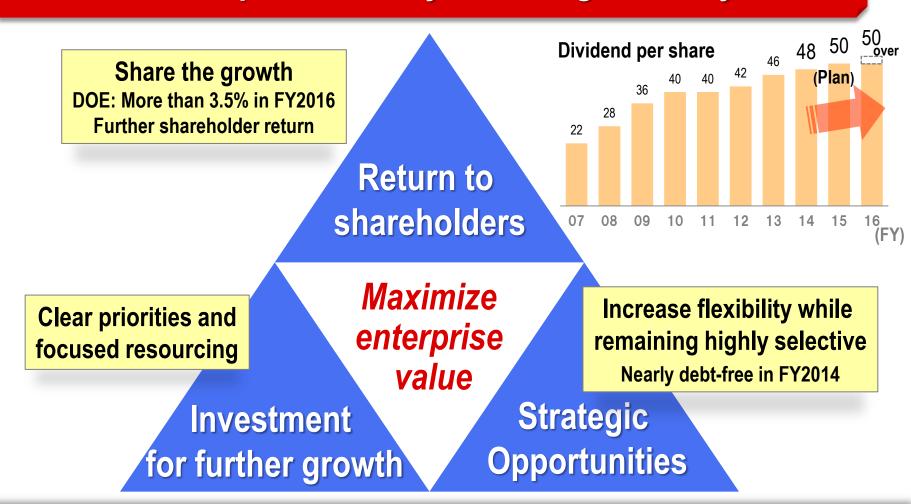
Shareholder Return and Investment for Our Future



Balancing Shareholder Return and Investment for Our Future



Maximize enterprise value by balancing three key factors



Shionogi Growth Strategy



Achieve SGS2020, and continue to grow as a drug discovery-based pharmaceutical company

- Invest in R&D
- Strengthen Japanese sales
- Full transition to new drugdriven business in the US
- Expansion of global presence
- İmprove cost management

Growth of Top-line

Sales area, Therapeutic area

Clear priorities and focused resourcing

Growth led by FIC and LIC compounds

Growth of Bottom-line

Continued improvement of business operations

Continued launch of growth drivers (S-297995, S-888711, S-649266, etc.)

Expanding profit from HIV franchise

Increasing sales of Osphena in US and global markets

Maintain stable earnings from Crestor royalty

2010 2012 2014 2016 2018 2020 (FY)



End of File





Appendix

FY2014 Business Plan and 1Q FY2014 Results



Position of FY2014 Business Plan



Business operation from FY2014 to FY2016

Enter into a true growth phase, with a gentler "Crestor Hill"

Establish a stable foundation for our mid- to long-term growth through "Clear priorities and focused resourcing"

- R&D: Select high-priority compounds and accelerate global development
- Japanese domestic business: Expand 8 strategic products and improve profitability
- US business: Drive Osphena growth
- Cost management: Improve cost control to invest for future growth and achieve financial targets

2020



ALL IN SGS2020



FY2014 Forecast and 1Q Results (Consolidated)



(Unit: B yen)	FY2014			Progress vs. 1H	FY2013	Y on Y
	Full year forecasts	1H forecasts	Apr-Jun results	forecasts (%)	Apr-Jun results	change (%)
Sales	269.0	130.0	62.7	48.3	67.3	(6.7)
Domestic prescription drugs	167.0	80.5	38.7	48.1	40.4	(4.3)
- 8 strategic products	100.0	47.3	22.9	48.4	21.6	6.0
Crestor royalty	47.5	24.2	11.8	48.6	13.1	(10.1)
Overseas sales/export	31.3	15.0	6.7	44.7	8.4	(19.6)
- Shionogi Inc.	17.7	7.9	2.8	36.0	5.4	(47.0)
Osphena	7.0	2.5	0.8	30.4	-	-
- C&O	7.5	3.4	1.8	52.0	1.3	37.6
Cost of sales	79.0	38.0	19.8	52.2	18.4	8.1
SG&A expenses	145.0	73.5	34.9	47.4	36.8	(5.3)
Selling & general expenses	93.0	46.5	23.1	49.7	23.6	(2.2)
R&D expenses	52.0	27.0	11.7	43.5	13.2	(10.7)
Operating income	45.0	18.5	8.0	43.5	12.1	(33.6)
[Excluding royalty income]	(7.0)	(7.5)	(4.6)	-	(1.9)	-
Non-operating income and expenses	P5.0	P5.5	P5.6	-	P0.5	-
Ordinary income	50.0	24.0	13.6	56.8	12.6	8.4

Domestic Rx sales

- 8 new products: Steady growth
- Long listed products:
 Decreased due to NHI price revision and generic penetration

Crestor royalty

- Decreased based on modification of royalty structure
- AZN's sales on track Overseas sales
- Shionogi Inc.(US): Gradual progress of Osphena Contribution from divestments in FY2013
- C&O (China) sales on track

Cost

- Cost of sales: weak yen and extraordinary factors
- SG&A expenses were decreased

Ordinary income

 Higher than 1Q of any prior fiscal year due to dividend from ViiV





Appendix



Dolutegravir: Summary of Phase III/IV Results



Study No.	Patient Population	Study Design	Results
ING113086 SPRING ²	Treatment-	ART-naive pts (n=822) DTG 50mg QD vs. RAL 400mg BID (+ ABC/3TC or TDF/FTC) non-inferiority design	Week 48 Non-inferior (AIDS 2012)
ING114467 SINGLE	naive	ART-naive pts (n=833) DTG 50 mg/ABC/3TC QD vs. <i>Atripla</i> QD non-inferiority design	Week 48 Superior (ICAAC 2012)
ING112574 VIKING-3	INI-resistance patients	INI-resistant pts (n=183) Single cohort, DTG 50mg BID + OBR	Week 24 63% patients showed HIV RNA <50c/mL (HIV 11 2012)
ING111762 SAILING	Treatment- experienced but INI-naive	ART-experienced, INI-naive pts (n=719) DTG 50mg QD vs. RAL 400mg BID (+ BR) non-inferiority design	Week 24 (CROI 2013) Week 48 (IAS 2013) Superior
ING114915	Treatment- naive	ART-naive pts (n=468) DTG 50mg QD vs. DRV/r 800/100mg QD (+ ABC/3TC or TDF/FTC) non-inferiority design (open label)	Week 48 Superior (ICAAC 2013)



New Agreement for HIV Integrase Inhibitors with ViiV Healthcare Ltd.



Difference between the Two Schemes (1/2)

	Former contract	New scheme
Royalty and financial condition	 Royalty rate depends on sales amount and territories JV territory (US and potentially EU5); JV sells products, and the profit is shared on a 50/50 basis, in principle. An originator receives the royalty depending on the sales amount Shionogi territory (Japan and Taiwan); were under discussion in former contract ViiV territory (ROW); ViiV sells products in principle, and pays royalty In case of combination products such as Triumeq, JV profit share and royalty is calculated by the proportion of DTG in the combination Shionogi holds call option for acquiring the JV. The option could be exercised anytime after 10 years since the JV established, or after 12 years since the first product was launched or sales exceed a certain amount 	 Shionogi receives royalty averaging high teens for the sales of DTG and its combo pills Shionogi becomes a 10% shareholder of ViiV and receives dividends on the basis of ViiV's net profit Royalty rate is the same for DTG and its combo pills Shionogi has no call option



New Agreement for HIV Integrase Inhibitors with ViiV Healthcare Ltd.



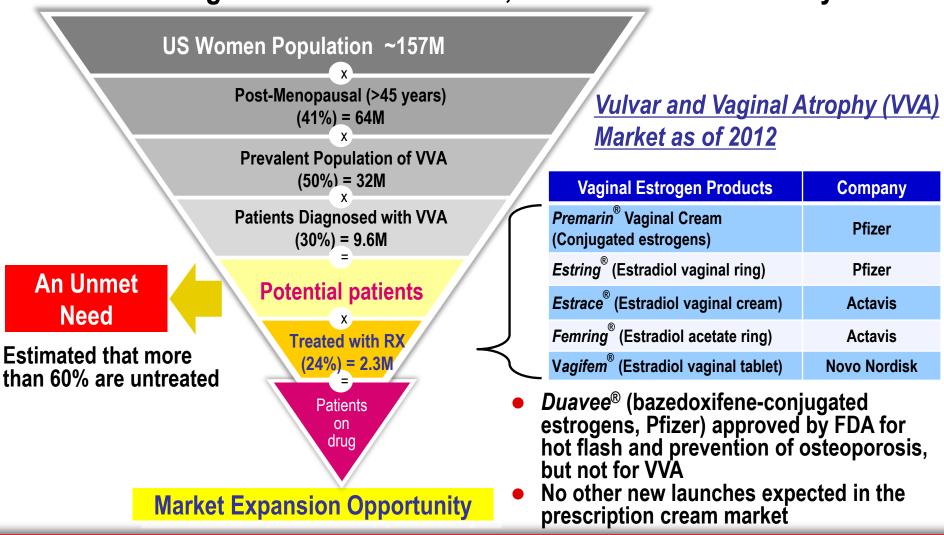
Difference between the Two Schemes (2/2)

	Former contract	New scheme
R&D and SG&A expenses	■ Both Shionogi and ViiV pay on a 50/50 basis	■ ViiV pays all expenses
Commercial scheme	 US; JV establishes its subsidiary EU5; Option to establish a subsidiary for commercialization by JV. If not conducting the option, ViiV sells and royalty scheme applies 	■ ViiV sells products globally
	Japan and Taiwan; approach was under discussionROW; ViiV sells products	

Osphena – Market Opportunity



Enhancing Awareness of Product, Focused on OB-GYN Physicians



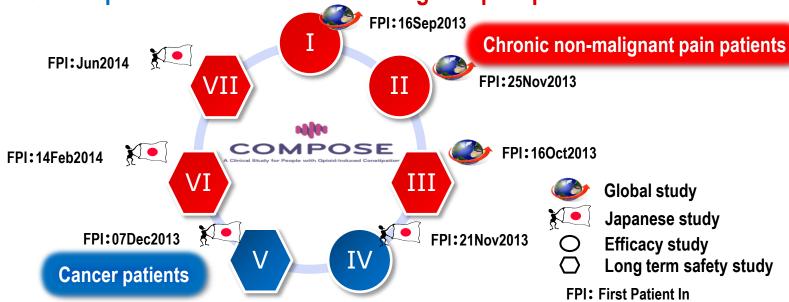
S-297995(Naldemedine): Phase III Studies (COMPOSE Program)



Target Patients

US: Chronic non-malignant pain patients

JP: Cancer patients and chronic non-malignant pain patients



Global Phase III Study	Subjects	Group	Treatment period	Objectives
Confirmatory study I	540	0.2 mg / placebo	12 wks	Efficacy, Safety, PK
Confirmatory study II	540	0.2 mg / placebo	12 wks	Efficacy, Safety, PK
Long term safety study	1,500	0.2 mg / placebo	52 wks	Safety, Efficacy



S-649266: Market Opportunity (Severe Infections)



- Healthcare-associated Infections (Hospital-acquired Infections)
 - The total annual incidence in the US, Europe and Japan is estimated at 6 million and has been increasing at 1.7% per year
 - The additional healthcare cost related to healthcare-associated infections is estimated to be about US\$154,000 in the US (PHC4*1)
 - Global sales of carbapenem is US\$1.9 billion (2013, EvaluatePharma)
- ◆ Prevalence of Carbapenem Resistance (NHSN*2, ECDC*3)

	E. coli	P. aeruginosa	A. baumannii	K. pneumoniae
US	2%	23%	61%	12%
France	<1%	18%		<1%
Germany	<1%	11%	81%	<1%
Italy	<1%	25%	(29 European	29%
Spain	<1%	21%	countries)	<1%
UK	<1%	6%		<1%

Severe Infections

- Each year in the US, about 2 million people acquire serious infections with "resistant bacteria" and about 20,000 people die each year (CDC*4)
- The increase of resistant bacteria is a serious problem in Eastern Europe, Latin-America and Asia



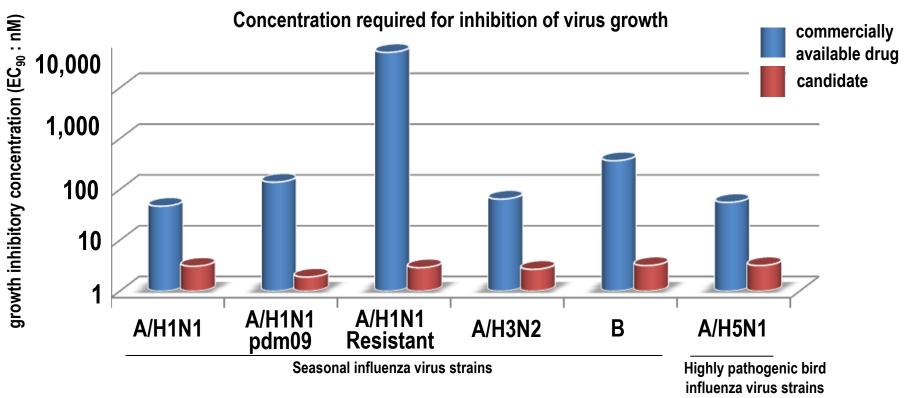
^{*1:} Pennsylvania Health Care Cost Containment Council; *2: National Healthcare Safety Network;

^{*3:} European Centre for Disease Prevention and Control; *4: Centers for Disease Control and Prevention

Infectious Diseases: Discovery of an Anti-Flu Drug Candidate



Antiviral activity against various influenza virus strains



Showed potent in vitro inhibitory activity against both seasonal and highly pathogenic bird influenza strains resistant to a commercially available comparator



Pipeline (as of September 2014)



	Phase I	Phase IIa	Phase IIb	Phase III	Filing/Approval
Infectious diseases	S-649266 (In	fection) Global:	Phase II		1
	Cymbalta (F	ibromyalgia)		Japan: NDA submis	ssion (Jun. 2014)
	Cymbalta (C	hronic low back	pain) Japan: Phase II		
	S-297995 (AI	leviation of opio	id-induced adverse ef	fect) Japan: Phase III, Gl	obal: Phase III
	OxyContin (Moderate to seve	ere chronic pain) Japa	n: Phase III	
Pain/CNS	S-877503 (AI	OHD) Japan: Pha	ase II/III		
	S-877489 (AI	OHD) Japan: Pha	ase II		
	S-117957 (Ne	europathic pain)	US: POM		į
	S-120083 (In	flammatory pain	Japan: Phase I		į
	S-010887 (Ne	europathic pain)	Japan: Phase I	I I	i
	C 556074 (D)	ralinidamia\ lan	ani Dhasa II		1
Metabolic		/slipidemia) Jap		I	i
disorder	S-707106 (Ty	pe2 diabetes) U	S: Phase IIa I		Red: Filing/Approval
	S-237648 (O	besity) Japan: P	hase I	I	Blue: Change of Phase



Pipeline (as of September 2014)



	Phase I	Phase IIa	Phase IIb	Phase III	Filing/Approval
	Ospemifene	(Post-menopaus	sal vaginal atrophy	EU: NDA submis US: Launched (J	ssion (Mar. 2013) Jun. 2013)
	S-524101 (A	llergic rhinitis ca	used by house-dust n	nite allergen) <mark>Japan: NDA</mark>	submission (Apr. 2014)
	S-555739 (A	llergic rhinitis)	EU: POM, US: Phase	la, Japan: Phase III	
Fuantian	S-888711 (Th	rombocytopenia	a) US, EU: Phase II, Ja	pan: Phase III	
Frontier	S-588410 (B	ladder cancer) J	apan, EU: Phase II		į
	S-488210 (H	ead and neck squ	uamous cell carcinom	a) EU: Phase I/II	
	S-646240 (A	ge-related Macul	ar Degeneration) Jap	। an: Phase IIa	i
	S-222611 (Ma	alignant tumor)	∖ ĘU: Phase I/II	l I	I I
	S-525606 (AI	lergic rhinitis ca	। µsed by Japanese ced	। ar allergen) Japan: Phase	e l l
	l I		I I	 	I I
	S/GSK13495	72 (HIV infection	US: Approval (An) Japan: Approva	Aug. 2013), EU: Approval al (Mar. 2014), Other: Appi	(Jan. 2014), roval in 11 countries
< Out-licensed>	Dolutegravi	r/Abacavir/Lam	nivudine (HIV infection	n) US: Approval (Aug. 20	014), EU: Approval (Sep. 2014)
	S/GSK12657	44 LAP (HIV inf	ection) US: Phase II		Į.
	Janssen/Shi	onogi BACE in	hibitor (Alzheimer's	disease) EU: Phase I	Red: Filing/Approval Blue: Change of Phase



Forward-Looking Statements



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