



## Regarding the Reorganization and Liquidation of Wholly-Owned Subsidiaries through Absorption-Type Company Split

**OSAKA, Japan, October 1, 2024** - Shionogi & Co., Ltd. (Head Office: Osaka, Japan; Chief Executive Officer: Isao Teshirogi, Ph.D.; hereafter "Shionogi") announced that effective April 1, 2025, Shionogi Pharma Co., Ltd. (Head Office: Osaka, Japan; President and Chief Executive Officer: Akira Kato; hereafter "Shionogi Pharma"), a wholly-owned subsidiary of Shionogi, will succeed the vaccine production function of UMN Pharma Inc. (Head Office: Akita, Japan; Representative Director and Chief Executive Officer: Kazufumi Katayama; hereafter "UMN Pharma"), a wholly-owned subsidiary of Shionogi, through an absorption-type company split (hereafter "this absorption-type company split"), and UMN Pharma will be liquidated.

### 1. Purpose of this absorption-type company split

In our medium-term management plan, STS2030 Revision, we have set forth enhancement of our vaccine business as part of total care for infectious diseases<sup>\*1</sup>. This fiscal year, we established the Vaccine Business Division to oversee research and development, production, and sales in an integrated manner, thereby creating a system that can respond quickly and flexibly from vaccine production to supply. To strengthen and streamline our vaccine production capabilities, Shionogi Pharma has decided to succeed the vaccine production function of UMN Pharma through this absorption-type company split.

Through this absorption-type company Split, we will integrate UMN Pharma's production, research, and other related functions into Shionogi Pharma. The Akita Plant will be transferred as a new vaccine production base for Shionogi Pharma, while the Akita laboratory, Yokohama laboratory, and Tokyo Head office will be closed. This will allow us to unify our vaccine production system, from initial formulation to clinical trial drug manufacturing and scaling up to commercial production, thereby strengthening the collaboration between our vaccine functions. By combining UMN Pharma's BEVS<sup>\*2</sup>-based recombinant protein vaccine technology platform with Shionogi Pharma's independently developed manufacturing technologies, long-standing manufacturing expertise, and cultivated human resources, we will accelerate our efforts in our vaccine business.

<sup>\*1</sup> Not only researching and developing therapeutic drugs, but also building awareness, epidemiologic monitoring, prevention, diagnosis, addressing exacerbations, and prevention

<sup>\*2</sup> BEVS: Baculovirus Expression Vector System

## 2. Outline of this absorption-type company split

	Succeeding company in absorption-type company split	Absorption-type Company
1. Company Name	Shionogi Pharma Co., Ltd.	UMN Pharma Inc.
2. Major Business Areas	Manufacturing, sale, analytical testing and pharmaceutical engineering of medicinal drugs and investigational drugs	Research, Development, Manufacturing, and Sales of Biopharmaceuticals
3. Date Established	October 1, 2018	April 20, 2004
4. Address	2-5-1, Mishima, Settsu, Osaka	4-2-3, Gosyonoyumoto, Akita
5. Representative	President and CEO Akira Kato	Representative Director and CEO Kazufumi Katayama
6. Capital	90 million yen	90 million yen
7. End of Fiscal Year	March 31	March 31
8. Principal shareholders and investment ratio	Shionogi & Co., Ltd. 100.0%	Shionogi & Co., Ltd. 100.0%

## 3. Status after this absorption-type company split (Scheduled for April 1, 2025)

There will be no changes to the names, locations, business activities, or capital of the companies involved in this absorption-type company split. Through this absorption-type company split, the production functions of UMN Pharma will be succeeded to Shionogi Pharma, while certain assets such as goodwill and intangible assets will be transferred to Shionogi. UMN Pharma is scheduled to be dissolved at an extraordinary general meeting of shareholders on March 31, 2025, and the liquidation is expected to be completed by early June of the same year.

## 4. Prospects

Since this absorption-type company split involves wholly-owned subsidiaries of Shionogi, its impact on our consolidated financial results is expected to be minimal.

**Forward-Looking Statements**

*This announcement contains forward-looking statements. These statements are based on expectations in light of the information currently available, assumptions that are subject to risks and uncertainties which could cause actual results to differ materially from these statements. Risks and uncertainties include general domestic and international economic conditions such as general industry and market conditions, and changes of interest rate and currency exchange rate. These risks and uncertainties particularly apply with respect to product-related forward-looking statements. Product risks and uncertainties include, but are not limited to, completion and discontinuation of clinical trials; obtaining regulatory approvals; claims and concerns about product safety and efficacy; technological advances; adverse outcome of important litigation; domestic and foreign healthcare reforms and changes of laws and regulations. Also for existing products, there are manufacturing and marketing risks, which include, but are not limited to, inability to build production capacity to meet demand, lack of availability of raw materials and entry of competitive products. The company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.*

**For Further Information, Contact:**

SHIONOGI Website Inquiry Form : <https://www.shionogi.com/global/en/contact.html>