

## **Notice Regarding the Execution of an Absorption-Type Company Split Agreement (Simplified Absorption-Type Split) for the Succession of Business**

**OSAKA, Japan, Sep 25, 2025** - Shionogi & Co., Ltd. (Head Office: Osaka, Japan; Chief Executive Officer: Isao Teshirogi, Ph.D.; hereafter "Shionogi") announced that as stated in the press release dated May 7, 2025, titled "Notice of the Execution of an Agreement for Company Split (Simplified Absorption-type Split) of the Pharmaceutical Business of Japan Tobacco Inc. and for Acquisition of Shares in Akros Pharma Inc. by Shionogi Inc. (to Make Akros Pharma Inc. a Sub-subsidiary of Shionogi & Co., Ltd.)" Shionogi has entered into an absorption-type company split agreement (hereinafter referred to as the "Absorption-Type Split Agreement") with Japan Tobacco Inc. (Headquarters: Minato-ku, Tokyo; President: Masamichi Terabatake; hereinafter referred to as "Japan Tobacco") to succeed the pharmaceutical business of Japan Tobacco (hereinafter referred to as the "JT Pharmaceutical Business") through a simplified absorption-type split (hereinafter referred to as the "Absorption-Type Split").

In connection with this, the schedule for the Absorption-Type Split has been partially finalized, and we hereby provide notice as follows. The item numbers and terminology used in this document are aligned with the aforementioned press release, and newly confirmed items are underlined.

### **II. Overview of the Absorption-Type Split**

#### **i. Summary of the Absorption-Type Split**

##### **(1) Date**

(1) Date of Board Resolution for Agreement	May 7, 2025
(2) Date of Agreement	May 7, 2025
(3) Date of Board Resolution for Absorption-Type Split Agreement	September <u>12</u> , 2025
(4) Date of Absorption-Type Split Agreement	September <u>25</u> , 2025
(5) Effective Date of Absorption-Type Split	December <u>25</u> , 2025

(Note 1): The Absorption-Type Split falls under the simplified absorption-type split stipulated in Article 796, Paragraph 2 of the Companies Act for the Company, and Article 784, Paragraph 2 of the Companies Act for Japan Tobacco. Therefore, it will be carried out without the approval resolution of the shareholders' meeting.

(Note 2): The schedule may be changed as necessary, considering the need for responses to approvals, registrations, notifications, etc., from relevant authorities, circumstances, and other various factors.

**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>