



September 22, 2025

To whom it may concern

Company name: Mochida Pharmaceutical Co., Ltd.
Name of representative: Naoyuki Mochida, Representative
Director, President
(Securities code: 4534; Prime
Market)
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Notice Concerning Subscription to a Third-Party Allotment of Shares and the Acquisition of Shares of And Pharma Co., Ltd. (Making it an Equity-Method Affiliate)

Mochida Pharmaceutical Co., Ltd. announces that it decided to underwrite a third-party allocation of shares conducted by And Pharma Co., Ltd. (Head office: Chuo-ku, Tokyo; President: Shingo Iwamoto; hereinafter "And Pharma"), and to acquire 20% of And Pharma's shares through the partial acquisition of shares held by Godo Kaisha JEH (hereinafter "JEH"), which is managed and operated by J-Will Partners Co., Ltd. (Head office: Chiyoda-ku, Tokyo; President: Yuichiro Eda; hereinafter "JWP"), thereby making And Pharma an equity-method affiliate. This action, which includes both the underwriting of the third-party allocation and the acquisition of shares, is collectively referred to as "this acquisition of shares." We also announce that we have signed the contract related to this acquisition of shares.

1. Reason for this acquisition of shares

Our group has established "Vision for 2031" that the Group aims to realize in 2031 to achieve sustainable growth by overcoming a business environment that is expected to become increasingly severe in the future. With the pharmaceutical business, biomaterials business and healthcare business as our three business pillars, we are working to offer a lineup of distinctive products that meet needs in each business, while also eyeing global expansion. In the fiscal year 2025, we have developed 25-27 Medium-term Management Plan, which is positioned as "three years to accelerate growth strategy" aimed at realizing the "Vision for 2031." We are focusing on three key themes: "Strengthening the Profitability of Core Businesses," "Continued Investment in Growth Businesses," and "Strengthening the Management Foundation to Support Growth."

Our group has been engaged in the pharmaceutical business, which is our core business, focusing on new drugs while also working on generic drugs, including authorized generics, and biosimilars. While the government's target of 80% volume share for generics has been achieved, social issues such as ensuring quality and stable supply and controlling medical expenses remain unresolved. Addressing these challenges requires industry-wide efforts including product integration and supply efficiency improvements, supported by government initiatives encouraging collaboration and industry restructuring. Furthermore, promotion of biosimilars is advancing as they contribute to maintaining medical quality while improving health insurance finances.

And Pharma is a pure holding company that has subsidiaries including Nichi-Iko Pharmaceutical Co., Ltd. (hereinafter "Nichi-Iko"), Kyowa Pharmaceutical Industry Co., Ltd. (hereinafter "Kyowa"), and T's Pharma Co., Ltd. (hereinafter "T's Pharma") and has a revenue scale comparable to that of major generic pharmaceutical companies in Japan. And Pharma boasts a wide range of products in areas such as generic drugs, including authorized generics and biosimilars, and long-listed products, contributing to the stable supply of pharmaceuticals in the domestic market. While some subsidiaries have undergone debt restructuring in the past, they are currently

achieving profit recognition as part of business rehabilitation plans, and further growth is expected through the implementation of policies focused on profitability.

Through collaboration with And Pharma's subsidiaries via this acquisition of shares, our group aims to create synergy by combining our know-how in biosimilar development and commercialization with their manufacturing capabilities, and also envisions manufacturing collaboration for existing products, thereby strengthening profitability in our core pharmaceutical business. As stated in the 25-27 Medium-term Management Plan, while continuing efforts in innovative new drugs that provide new value to society and ongoing investments in growth businesses such as biomaterials business, oligonucleotide drugs, and cellular medicines, this acquisition of shares is positioned as a concrete measure to provide medical economic value through generics and biosimilars under "Strengthening the Profitability of Core Businesses." In the mid-to-long term, we intend to accelerate our growth strategy by leveraging a stable earnings base from generics and biosimilars.

Simultaneously with this acquisition of shares, Itochu Corporation (hereinafter "Itochu") has also announced its acquisition of shares in And Pharma. Itochu is one of Japan's leading general trading companies and has experience supplying pharmaceutical raw materials and contract development services to pharmaceutical companies through its group companies. By combining Itochu Group's strengths in raw material procurement, distribution functions, and consumer contact points in the lifestyle consumption sector, the business foundation of And Pharma's subsidiaries is expected to be further strengthened. Our group will participate in And Pharma's management together with Itochu during its new growth phase, striving to enhance corporate value.

Through these initiatives triggered by this acquisition of shares, we aim to establish a stable supply system for pharmaceuticals through this collaboration between brand-name drug companies and generic drug companies, and contribute to Japan's medical economy by widely providing generics and biosimilars that excel in both economic efficiency and quality.

2. Expected Business Synergies and Collaborative Effects

- (1) Establishment of a domestic biosimilar supply system utilizing the extensive biosimilar expertise held by our company and the manufacturing capabilities of And Pharma's subsidiaries
- (2) Establishment of an efficient manufacturing and supply system through optimization of manufacturing and quality control frameworks
- (3) Establishment of collaborative frameworks to alleviate supply uncertainties for generics through collaboration between brand-name drug companies and generic drug companies

3. Overview of And Pharma Co., Ltd.

(1)	Name	And Pharma Co., Ltd.	
(2)	Location	1-5-4 Nihonbashi-Honcho, Chuo-ku, Tokyo	
(3)	Job title and name of representative	Shingo Iwamoto	
(4)	Description of business	Management and supervision of group companies	
(5)	Share capital	100 million yen	
(6)	Date of establishment	January 6, 2025	
(7)	Major shareholders and ownership ratios	Godo Kaisha JEH 100%	
(8)	Relationship between the Company and said company	Capital relationship	None
		Personnel relationship	None
		Business relationship	None

(Reference Information) Main Operating Results of Subsidiaries for Fiscal Year Ended March 2025

	Nichi-Iko	Kyowa	T's Pharma***	T's Seiyaku***
Sales (billion yen)	124.9	27.8	36.9	15.6
Operating Income (billion yen)	7.0**	1.7	2.3	1.6

* Financial results and conditions of And Pharma are not disclosed due to their intents and confidentiality obligations.

** Core operating income.

*** T's Pharma (renamed from Teva Takeda Pharma Ltd. as of September 1, 2025) and T's Seiyaku (T's Seiyaku Co., Ltd., renamed from Teva Takeda Yakuhin Ltd. as of September 1, 2025, a wholly owned subsidiary of T's Pharma) figures correspond to a three-month irregular fiscal period due to change in fiscal year-end, so December 2024 figures are presented.

4. Overview of the counterparty to the acquisition of shares

(1) Name	Godo Kaisha JEH*	
(2) Location	1-4 Shimomiyabicho, Shinjuku-ku, Tokyo	
(3) Job title and name of representative	Shingo Kaminaga, Executive Officer and Representative Member of Ippan shadan houjin JHH*	
(4) Description of business	Holding, managing, and trading of securities	
(5) Share capital	300,000 yen	
(6) Date of establishment	May 12, 2022	
(7) Major shareholders and ownership ratios	Ippan shadan houjin JHH*	
(8) Relationship between the Company and said company	Capital relationship	None
	Personnel relationship	None
	Business relationship	None
	Related party relationship	None

* The name provided here is a non-official translation for reference purposes.

** Net assets and total assets are not disclosed due to counterparty's intents and confidentiality obligations.

5. Number of shares acquired, acquisition costs, and shareholding before and after acquisition

(1) Number of shares held before the change	0 shares	
(2) Number of shares to be acquired	197,818,534 shares (Number of voting rights: 197,818,534 units)	
(3) Acquisition costs	Common shares of And Pharma Co., Ltd.	16,199 million yen
(4) Number of shares held after the change	197,818,534 shares (Number of voting rights: 197,818,534 units) (Ratio of voting rights held: 20.0%)	

6. Timetable

(1)	Date of resolution at the meeting of the board of directors	September 19, 2025
(2)	Date of resolution by the representative directors	September 22, 2025
(3)	Date of conclusion of the agreement	September 22, 2025
(4)	Date of subscription for third-party allotment capital increase	October 1, 2025 (scheduled)
(5)	Date of commencement of share transfer	October 1, 2025 (scheduled)

* At the meeting of the board of directors (1), it was resolved to delegate to the representative directors the authority to determine the prerequisites for this acquisition of shares and to make the decision regarding this acquisition of shares. The decision was subsequently made by the representative directors on September 22, 2025.

7. Future outlook

By making And Pharma an equity-method affiliate, we expect it to contribute to our performance through equity method investment income. Additionally, we believe that synergies from collaboration, particularly in biosimilars, will also lead to the expansion of our consolidated performance and enhancement of corporate value. However, the impact of this acquisition of shares on our consolidated earnings forecast for the fiscal year ending March 2026 is currently under review. Should any matters requiring disclosure arise in the future, we will promptly announce them. Following this acquisition of shares, we plan to establish a Strategic Alliance Coordination Department within our company to facilitate discussions and concretize cooperation with And Pharma and Itochu.

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(Reference) Capital Relationship Diagram After This Acquisition of Shares

