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Tokyo, June 19, 2025

FOR IMMEDIATE RELEASE

Announcement of Results of the Tender Offer for Our Shares by Shionogi & Co., Ltd. and Changes in an Other Associated Company and a Major Shareholder

TORII PHARMACEUTICAL CO., LTD. (the “Company”) hereby announces that the tender offer for shares of the Company’s common stock (the “Company Stock”), which was commenced by Shionogi & Co., Ltd. (the “Tender Offeror”) on May 8, 2025 (the “Tender Offer”), ended on June 18, 2025, as detailed below.

The Company also announces that, as a result of the Tender Offer, there will be changes in an other associated company and a major shareholder of the Company as of June 25, 2025 (the settlement commencement date of the Tender Offer), as described below.

1. Results of the Tender Offer

The Company has today received a report from the Tender Offeror on the results of the Tender Offer as stated in the “Notice of Results of Tender Offer for Shares of TORII PHARMACEUTICAL CO., LTD. (Securities Code: 4551)”, released today by the Tender Offeror. Since the total number of shares of the Company Stock tendered in the Tender Offer exceeded the minimum number of shares to be purchased (3,342,000 shares), the Tender Offer was successfully completed.

2. Change of an Other Associated Company and a Major Shareholder

(1) Scheduled Date of Change

June 25, 2025 (the settlement commencement date of the Tender Offer)

(2) Background of Change

The Company has today received a report from the Tender Offeror on the result of the Tender Offer, which states that 10,977,091 shares of the Company Stock have been tendered, which is equal to or more than the minimum number of shares to be purchased and the Tender Offer was successfully completed, so the Tender Offeror would acquire all of the tendered Company Stock.

As a result, when the Tender Offer is settled, the ownership ratio of voting rights in the Company owned by the Tender Offeror relative to the total number of voting rights of all shareholders of the Company will be, as of June 25, 2025 (the settlement commencement date of the Tender Offer), 20% or more. Therefore, the Tender Offeror will become an other associated company and a major shareholder of the Company.

3. Overview of the Shareholder to Newly Become an Other Associated Company and a Major Shareholder

(1) Name	Shionogi & Co., Ltd. (TSE Prime Code No. 4507)
(2) Address	1-8, Doshomachi 3-chome, Chuo-ku, Osaka

(3)	Representative’s name and title	Isao Teshirogi, Ph.D., Representative Director, President and CEO		
(4)	Description of business	Research and development, purchase, manufacturing and distribution of ethical drugs, and services incidental to the above		
(5)	Capital	21,279 million yen (as of March 31, 2025)		
(6)	Date of incorporation	June 5, 1919		
(7)	Consolidated Net Assets	1,362,497 million yen (as of March 31, 2025)		
(8)	Consolidated Total Assets	1,535,349 million yen (as of March 31, 2025)		
(9)	Major shareholders and their stakes (as of March 31, 2025)	The Master Trust Bank of Japan, Ltd. (Trust Account)	18.01%	
		Custody Bank of Japan, Ltd. (Trust Account)	7.91%	
		Sumitomo Life Insurance Company	6.49%	
		SMBC Trust Bank Ltd. (Sumitomo Mitsui Banking Corporation Retirement Benefit Trust Account)	3.30%	
		Nippon Life Insurance Company	2.93%	
		BANK OF CHINA (HONG KONG) LIMITED-PING AN LIFE INSURANCE COMPANY OF CHINA, LIMITED (Standing proxy: Citibank, N.A., Tokyo Branch)	2.21%	
		STATE STREET BANK WEST CLIENT - TREATY 505234 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	2.14%	
		STATE STREET BANK AND TRUST COMPANY 505001 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	1.40%	
		JP MORGAN CHASE BANK 385781 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	1.27%	
		STATE STREET BANK AND TRUST COMPANY 505103 (Standing proxy: Settlement & Clearing Services Department, Mizuho Bank, Ltd.)	1.23%	
(10)	Relationship between the Company and the Tender Offeror			
	Capital relationship	The Tender Offeror holds 1 share of the Company.		
	Personal relationship	Not applicable.		
	Transactional relationship	The Company had transactions in the past with the Tender Offeror’s consolidated subsidiary Shionogi Pharma Co., Ltd. whereby the Company contracted out services related to the quality assessment of pharmaceuticals; however, the amounts of the transactions were negligible.		
	Status as related parties	Not applicable.		

4. Number of Voting Rights Owned by, Ownership Ratio of Voting Rights of, and Number of Shares Owned by the Changing Shareholder, Before and After Change

(1) Shionogi & Co., Ltd. (Tender Offeror)

	Attributes	Number of Voting Rights (Ownership Ratio of Voting Rights (Note), Number of Shares Owned)			Rank among Major Shareholders
		Directly Owned Voting Rights	Jointly Owned Voting Rights	Total	
Before Change	—	0 voting right (0.00%, 1 share)	—	0 voting right (0.00%, 1 share)	—

After Change	Other associated company and major shareholder	109,770 voting rights (39.04%, 10,977,092 shares)	—	109,770 voting rights (39.04%, 10,977,092 shares)	Second
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Note: “Ownership Ratio of Voting Rights” is calculated using as the denominator the number of voting rights (281,159 voting rights) represented by the number of shares (28,115,914 shares) which is obtained by adding (i) the total number of issued and outstanding shares of the Company as of March 31, 2025 (28,800,000 shares), as stated in the “Financial Results for the First Three Months of Fiscal Year Ending December 2025” released by the Company on April 25, 2025 less the number of treasury shares held by the Company as of the same date (688,848 shares) (28,111,152 shares) and (ii) the number of treasury shares disposed (4,762 shares), as stated in the “Announcement of Completion of Payment for the disposal of the treasury shares as Restricted Stock Units” released by the Company on April 25, 2025 and is rounded to two decimal places.

5. Whether There Is Change of Any Unlisted Parent Company, etc., Subject to Disclosure

Not applicable.

6. Future Outlook

Although 10,977,091 shares of the Company Stock were tendered in the Tender Offer as stated above, the Tender Offeror was unable to acquire all of the Company Stock (excluding the treasury shares held by the Company and the shares of the Company Stock held by Japan Tobacco Inc. (“Japan Tobacco”) which is the parent company of the Company) through the Tender Offer. Thus, the Tender Offeror will follow a series of processes to make the Tender Offeror and Japan Tobacco the only shareholders of the Company as described in “(4) Policy for Organizational Restructuring After the Tender Offer (Information on the ‘Two-Step Acquisition’)” in “3. Details of, and Grounds and Reasons for, the Company’s Opinion on the Tender Offer” of the “Announcement of Expression of Opinion in Support of the Tender Offer for Our Shares by Shionogi & Co., Ltd. and Recommendation to Tender Shares in the Tender Offer” released by the Company on May 7, 2025. As a result, the Company Stock will be delisted through the prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”). After delisting, the Company Stock no longer can be traded on the Prime Market of the Tokyo Stock Exchange.

The Company will promptly announce the specific procedures, the timing of implementation, and other details once they are determined through consultation with the Tender Offeror.

End

(Ref.) Overview of the Tender Offer

Please see “Notice of Results of Tender Offer for Shares of TORII PHARMACEUTICAL CO., LTD. (Securities Code: 4551)” released today by the Tender Offeror.