

Notice Regarding Disposition of Treasury Stock by way of Third-party Allotment

OSAKA, Japan, June 23, 2022 - Shionogi & Co., Ltd. (Head Office: Osaka, Japan; President and CEO: Isao Teshirogi, Ph.D.; hereafter “Shionogi” or “Company”) hereby announces that, at a meeting held on June 23, 2022, the Board of Directors resolved the terms for the disposition of treasury stock by way of third-party allotment. The disposition of treasury stock itself was resolved, subject to the approval of shareholders at the 157th Ordinary General Meeting of Shareholders to be held on June 23, 2022, at the meeting of the Board of Directors held on May 11, 2022. The delegation to the Board of Directors of the power to decide the terms of such disposition was approved, pursuant to the provisions of Articles 199 and 200 of the Companies Act, at the Ordinary General Meetings of Shareholders held today.

1. Disposal of treasury stock

(1) Outline of disposition

I. Number of shares to be disposed of	3,000,000 shares of common stock
II. Price of disposition	1 yen per share
III. Amount of proceeds	3,000,000 yen
IV. Method of offering or disposition	Disposition by way of third-party allotment
V. Subscriber	Custody Bank of Japan, Ltd. (re-trustee, with the trustee being Sumitomo Mitsui Trust Bank, Limited)
VI. Date of disposition	September 1, 2022 (plan)
VII. Other	The delegation to the Board of Directors of the power to decide the terms of the disposition of treasury stock was approved, pursuant to the provisions of Articles 199 and 200 of the Companies Act, at the Ordinary General Meetings of Shareholders held on June 23, 2022.

2. Outline of the subscriber

(1) Subscriber

Custody Bank of Japan, Ltd.

(2) Outline of the trust agreement

I. Manner of trust	Third-party benefit trust
II. Purpose of trust	To put into effect social contribution activities by delivering dividends on the shares of the common stock of the settlor, as issuer, to the beneficiary as trust proceeds.
III. Settlor	Shionogi & Co., Ltd.
IV. Trustee	Sumitomo Mitsui Trust Bank, Limited (Re-trustee of the trust: Custody Bank of Japan, Ltd.)

Press Release



V. Beneficiary	Shionogi Infectious Disease Research Promotion Foundation, a General Incorporated Foundation
VI. Date of trust agreement	September 1, 2022 (plan)

(Note) The voting rights of the shares held by the trust upon disposition of the treasury stock shall not be exercised through the term of trust.

For the details of this matter, please refer to the press release [Notice Regarding Establishment of the “Shionogi Infectious Disease Research Promotion Foundation”, a General Incorporated Foundation, and Disposition, Acquisition and Cancellation of Treasury Stock ¹] disclosed on May 11, 2022.

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Reference

1. Press release on May 11, 2022

Notice Regarding Establishment of the “Shionogi Infectious Disease Research Promotion Foundation”, a General Incorporated Foundation, and Disposition, Acquisition and Cancellation of Treasury Stock

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>