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May 16, 2023

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 Name of representative: Takashi Nakamura, Representative Director and President
 (Securities code: 3034, Prime Market)
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Notice Concerning Acquisition of Shares (phased acquisition) of DAIICHI SANKYO ESPHA CO., LTD. and the Revision of Financial Forecasts

Qol Holdings Co., Ltd. (hereinafter "the Company") announced today that at its Board of Directors meeting has resolved to acquire all of the issued shares of DAIICHI SANKYO ESPHA CO., LTD (hereinafter "DSEP") held by DAIICHI SANKYO COMPANY, LIMITED (hereinafter "DAIICHI SANKYO") to make it a subsidiary, and on the same day, the Company have concluded a share transfer agreement with DAIICHI SANKYO.

Regarding the schedule for acquiring DSEP shares, the Company plans to acquire 51% of the shares held by DAIICHI SANKYO by April 2024, and acquire 100% of shares in the future.

I. Concerning Acquisition of Shares (phased acquisition) of DAIICHI SANKYO ESPHA CO., LTD.

1. Overview of the subsidiary (DAIICHI SANKYO ESPHA CO., LTD.) subject to change

(1) Name	DAIICHI SANKYO ESPHA CO., LTD.	
(2) Location	3-5-1 Nihonbashi Honcho, Chuo-ku, Tokyo	
(3) Job title and name of representative	Takeshi Shinseki, Representative Director, President	
(4) Description of business	Research, development and sales of pharmaceuticals	
(5) Share capital	450 million yen	
(6) Date of establishment	April 1, 2010	
(7) Major shareholders and ownership ratios	DAIICHI SANKYO COMPANY, LIMITED (100%)	
(8) Relationship between the Company and said company	Capital relationship	None.
	Personnel relationship	None.
	Business relationship	APO PLUS STATION Co., Ltd. (APS), a consolidated subsidiary of the Company concerned, provides services of dispatching medical representatives (MRs). APS dispatches MRs to DSEP. Medical Qol Co., Ltd., a consolidated subsidiary of the Company concerned, produces sales materials for DSEP. Fujinaga Pharm Co., Ltd., a consolidated subsidiary of the Company concerned, conducts co-promotion with DSEP.

(9) Consolidated operating results and consolidated financial positions of said company for the last three years			
As of / Fiscal year ended	March 31, 2021	March 31, 2022	March 31, 2023
Consolidated net assets	17,431	17,554	18,982
Consolidated total assets	36,024	37,431	46,466
Consolidated net assets per share (Yen)	968,427.82	975,233.15	1,054,567.82
Consolidated net sales	60,159	64,382	78,769
Consolidated operating profit	10,698	10,879	12,865
Consolidated ordinary profit	10,706	10,880	12,897
Profit attributable to owners of parent	7,398	7,520	8,934
Consolidated earnings per share (Yen)	411,037.45	417,805.33	496,334.67
Dividend per share (Yen)	411,000	417,000	-

(Millions of yen, unless otherwise noted)

2. Overview of the counterparty to the acquisition of shares

(1) Name	DAIICHI SANKYO COMPANY, LIMITED	
(2) Location	3-5-1 Nihonbashi Honcho, Chuo-ku, Tokyo	
(3) Job title and name of representative	Hiroyuki Okuzawa, Representative Director, President and COO	
(4) Description of business	Research, development, manufacture and sales of pharmaceuticals	
(5) Share capital	50,000 million yen	
(6) Date of establishment	September 28, 2005	
(7) Net assets	977,560 million yen	
(8) Total assets	1,865,707 million yen	
(9) Major shareholders and ownership ratios	The Master Trust Bank of Japan, Ltd. (trust account)	17.60%
	Custody Bank of Japan, Ltd. (trust account)	8.85%
	JP MORGAN CHASE BANK 385632	6.76%
	Nippon Life Insurance Company	4.48%
	STATE STREET BANK AND TRUST COMPANY 505001	2.93%
(10) Relationship between the Company and said company	Capital relationship	DAIICHI SANKYO holds 3.45% of the Company.
	Personnel relationship	None.
	Business relationship	APO PLUS STATION Co., Ltd. (APS), a consolidated subsidiary of the Company concerned, provides services of dispatching medical representatives (MRs). APS dispatches MRs to DAIICHI SANKYO. Medical Qol Co., Ltd., a consolidated subsidiary of the Company concerned, produces sales materials for DAIICHI SANKYO. Fujinaga Pharm Co., Ltd., a consolidated subsidiary of the Company concerned, sells pharmaceuticals to DAIICHI SANKYO.
	Related party relationship	None.

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

(1)	Number of shares held before the change	0 share (Number of voting rights: 0 units) (Ratio of voting rights held: 0%)
(2)	Number of shares to be acquired	18,000 share
(3)	Acquisition costs	25,000 million yen
(4)	Number of shares held after the change	18,000 shares (Number of voting rights: 18,000 units) (Ratio of voting rights held: 100%)

4. Timetable

(1)	Date of resolution at the meeting of the Board of Directors	May 16, 2023
(2)	Date of conclusion of the agreement	May 16, 2023
(3)	Date of commencement of share acquisition	October 1, 2023 (scheduled) 30% of shares held by DAIICHI SANKYO April 1, 2024 (scheduled) 21% of shares held by DAIICHI SANKYO The date of execution of the acquisition of the remaining 49% of DAIICHI SANKYO's shares will be determined by separate negotiation.

5. Future outlook

Please refer “II. The Revision of Financial Forecasts.”

II. The Revision of Financial Forecasts

The Company revised Consolidated financial forecast for the fiscal year ending March 31, 2024 (April 1, 2023 to March 31, 2024) from those announced on May 11, 2023 as shown below.

1. Revision of Financial Forecasts

Consolidated financial forecast for the fiscal year ending March 31, 2024 (April 1, 2023 to March 31, 2024)

	Net Sales	Operating income	Ordinary income	Profit attributable to owners of parent	Earnings per share
Previously announced forecast (A)	Million yen 180,000	Million yen 10,000	Million yen 10,000	Million yen 5,500	Yen 148.74
Revised forecast (B)	180,000	10,000	10,700	6,200	167.67
Change (B-A)	0	0	700	700	-
Percent change (%)	0	0	7.0	12.7	-
(Reference) Business results for FY2022	170,036	9,495	10,098	5,656	152.96

2. Reasons of revision

As described in “I. Concerning Acquisition of Shares (phased acquisition) of DAIICHI SANKYO ESPHA CO., LTD.”, the Company revised Consolidated financial forecast in light of the current situation including the Company to acquire DSEP shares and DSEP to become an equity method affiliate by share acquisition. The dividend forecast remains unchanged.