

## Sosei Heptares Announces Determination of the Issuance Terms for its New Shares, Convertible Bonds and Third Party Allotment

Tokyo, Japan and Cambridge, UK, 29 November 2023 – Sosei Group Corporation (“Sosei Heptares” or “the Company”; TSE: 4565) announces that it has determined the issuance terms and certain other matters for its new shares (the “New Shares”), Euro-yen denominated convertible bonds due 2028 (the “Bonds”; the stock acquisition rights incorporated therein shall be referred to as the “Stock Acquisition Rights”) and third party allotment to JICVGI Opportunity Fund No.1 Investment Limited Partnership (the “Third Party Allotment”), the issuance and/or offering of which was resolved at the meeting of its Board of Directors held on 28 November 2023.

### 1. Issuance of New Shares through an International Offering (the “Share Offering”)

- |     |                                    |                        |
|-----|------------------------------------|------------------------|
| (1) | Number of New Shares to be Issued: | 1,500,000 shares       |
| (2) | Issue Price (Offer Price):         | JPY 1,426 per share    |
| (3) | Aggregate Issue Price:             | JPY 2,139,000,000      |
| (4) | Amount to be Paid:                 | JPY 1,368.96 per share |
| (5) | Total Amount to be Paid:           | JPY 2,053,440,000      |

### (6) Amount of Capital Stock and Capital Reserve Increase

Amount of capital stock to be increased: JPY 1,026,720,000

Amount of capital reserve to be increased: JPY 1,026,720,000

- |     |               |                        |
|-----|---------------|------------------------|
| (7) | Closing Date: | 14 December 2023 (GMT) |
|-----|---------------|------------------------|

(Note) The New Shares are to be underwritten and purchased by the Underwriter at the amount to be paid, and offered at the Issue Price (Offer Price).

### 2. Issuance of Euro-yen Denominated Convertible Bonds due 2028 through an International Offering (the “Bond Offering”)

#### Particulars of the Stock Acquisition Rights

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|-----|--|--|
| (1) | The Value of the Asset to be Contributed to Capital upon Exercise: | Equal to the principal amount of the Bonds |
| (2) | Conversion Price:  | JPY 1,782                                  |
|     | (For Reference)  |  |
|     | Share Price, etc. on the Pricing Date (28 November 2023)           |  |
| (i) | Share Price (Closing Price) on the Tokyo Stock Exchange:           | JPY 1,534                                  |

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- (ii) Conversion Premium  
[ $\{(Conversion\ Price)/(Issue\ Price\ (Offer\ Price)\ of\ the\ New\ Shares) - 1\} \times 100\%$ ] = 24.96%  
\*The Conversion Premium is being calculated on the basis of the Issue Price (Offer Price) of the New Shares.

### 3. Third Party Allotment

- (1) Number of New Shares to be Issued: 5,610,000 shares  
(2) Issue Price (Offer Price): JPY 1,426 per share  
(3) Aggregate Issue Price: JPY 7,999,860,000  
(4) Amount of Capital Stock and Capital Reserve Increase  
Amount of capital stock to be increased: JPY 3,999,930,000  
Amount of capital reserve to be increased: JPY 3,999,930,000  
(5) Closing Date: 15 December 2023

### 4. Concurrent Repurchase and Cancellation of Existing Convertible Bonds

The Company has determined that it will repurchase any and all of the outstanding JPY 30,000,000,000 0.25 per cent convertible bonds due 2026 (ISIN: XS2363140810), which will be cancelled by the Company after the repurchase.

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### About Sosei Heptares

Sosei Heptares is a fully integrated biopharmaceutical company focused on bringing life-changing medicines based on world-class science to patients globally. Our vision is to become one of Japan's global biopharmaceutical champions.

Our global business combines our world-leading GPCR-targeted StaR® technology, structure-based drug design and early development capabilities in the UK with a highly experienced clinical development capability and a commercial operation in Japan.

We are leveraging these capabilities to generate and advance a broad and deep pipeline of novel medicines across multiple therapeutic areas, including neurology, immunology, gastroenterology and inflammatory diseases. We intend to develop these opportunities for patients in Japan and globally both internally and through our partnerships with global biopharmaceutical companies and emerging technology companies.

Sosei Heptares operates from key locations in Tokyo and Osaka (Japan), London and Cambridge (UK), Basel (Switzerland) and Seoul (South Korea).

*“Sosei Heptares” is the corporate brand and trademark of Sosei Group Corporation, which is listed on the Tokyo Stock Exchange (ticker: 4565). Sosei, Heptares, the logo and StaR® are trademarks of Sosei Group companies.*

For more information, please visit <https://www.soseiheptares.com/>  
LinkedIn: [@soseiheptaresco](#) | X: [@soseiheptaresco](#) | YouTube: [@soseiheptaresco](#)

### Enquiries

#### Sosei Heptares – Media and Investor Relations

Kentaro Tahara, VP Investor Relations and Corporate Strategy  
Shinichiro Nishishita, VP Investor Relations, Head of Regulatory Disclosures  
Maya Bennison, Communications Manager  
+81 (0)3 5210 3399 | +44 (0)1223 949390 | [IR@SoseiHeptares.com](mailto:IR@SoseiHeptares.com)

#### MEDI STRAVA Consulting (for International Media)

Mark Swallow, Frazer Hall, Erica Hollingsworth  
+44 (0)203 928 6900 | [SoseiHeptares@medistrava.com](mailto:SoseiHeptares@medistrava.com)

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offering of securities is to be made in the United States, it will be by means of a prospectus prepared pursuant to the provisions of the Securities Act. The Company does not intend to conduct a public offering of the Bonds in the United States.

Note on translation

This is a summary translation of the original Japanese document and is provided for informational purpose only. If there are any discrepancies between this and the original, the original Japanese document prevails.