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Document on Absorption-type Split Post-disclosure

(Disclosure in accordance with Article 791, Paragraph 1, Item 1 and Article 801, Paragraph 3, Item 2 of the Companies Act, and Article 189 of the Regulations for Enforcement of the Companies Act)

December 1, 2025

Japan Tobacco Inc.
Shionogi & Co., Ltd.

December 1, 2025

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(Disclosure in accordance with Article 791, Paragraph 1, Item 1 and Article 801, Paragraph 3, Item 2 of the Companies Act, and Article 189 of the Regulations for Enforcement of the Companies Act)

Masamichi Terabatake, President, Chief Executive Officer and Representative Director
Japan Tobacco Inc.
1-1, Toranomon 4-chome, Minato-ku, Tokyo, Japan

Isao Teshirogi, Ph.D., Representative Director, President and CEO
Shionogi & Co., Ltd.
1-8, Doshomachi 3-chome, Chuo-ku, Osaka, Japan

Japan Tobacco Inc. (the “Splitting Company”) and Shionogi & Co., Ltd. (the “Successor Company”) entered into an absorption-type split agreement dated September 25, 2025, designating the Splitting Company as the company splitting in the absorption-type split and the Successor Company as the company succeeding in the absorption-type split. They conducted an absorption-type split (the “Absorption-type Split”) whereby the rights and obligations pertaining to the pharmaceutical business operated by the Splitting Company (the “Business Subject to Succession”) were transferred to the Successor Company as of the effective date of December 1, 2025.

The matters to be disclosed regarding the Absorption-type Split pursuant to Article 791, Paragraph 1, Item 1 and Article 801, Paragraph 3, Item 2 of the Companies Act, and Article 189 of the Regulations for Enforcement of the Companies Act are as follows.

1. Effective date of the Absorption-type Split (Article 189, Item 1 of the Regulations for Enforcement of the Companies Act)

December 1, 2025

2. Matters listed as follows in the Splitting Company (Article 189, Item 2 of the Regulations for Enforcement of the Companies Act)

- (1) Status of procedures regarding demands pursuant to the provisions of Article 784-2 of the Companies Act

No items to report as the Absorption-type Split falls under the case stipulated in Article 784, Paragraph 2 of the Companies Act (simplified absorption-type split).

- (2) Status of procedures pursuant to the provisions of Articles 785, 787, and 789 of the Companies Act

- i Dissenting shareholders’ share purchase demands (Article 785 of the Companies Act)

The Absorption-type Split meets the requirements for a simplified split as stipulated in Article 784, Paragraph 2 of the Companies Act. Therefore, there were no shareholders who could make share purchase demands to the Splitting Company.

- ii Stock acquisition rights purchase demands (Article 787 of the Companies Act)

The Splitting Company made a public announcement to stock acquisition rights holders on October 21, 2025, based on Article 787, Paragraphs 3 and 4 of the Companies Act. However, in accordance with Paragraph 1 of the same Article, there were no stock acquisition rights holders who could make demands for the purchase of stock acquisition rights to the Splitting Company.

iii Objections of creditors (Article 789 of the Companies Act)

The Splitting Company, pursuant to the provisions of Article 789, Paragraphs 2 and 3 of the Companies Act, announced in its official gazette and electronic public notice on October 21, 2025, its intention to conduct an absorption-type split, the trade name and address of the Successor Company, matters related to the financial statements of both the Splitting Company and the Successor Company, and the fact that creditors can raise objections within a certain period. Additionally, separate notifications were made to creditors who might fall under the category specified in the parentheses of Item 3 of the same Paragraph. However, there were no creditors who raised objections in accordance with Paragraph 1 of the same Article within the prescribed period.

3. Matters listed as follows in the Successor Company (Article 189, Item 3 of the Regulations for Enforcement of the Companies Act)

(1) Status of procedures regarding demands pursuant to the provisions of Article 796-2 of the Companies Act

No items to report as the Absorption-type Split falls under the case stipulated in Article 796, Paragraph 2 of the Companies Act (simplified absorption-type split).

(2) Status of procedures pursuant to the provisions of Articles 797 and 799 of the Companies Act

i Dissenting shareholders' share purchase demands (Article 797 of the Companies Act)

The Successor Company, pursuant to the provisions of Article 797, Paragraphs 3 and 4 of the Companies Act, announced to its shareholders on October 21, 2025, regarding an absorption-type split and the trade name and address of the Splitting Company. However, the Absorption-type Split meets the requirements for a simplified split as stipulated in Article 796, Paragraph 2 of the Companies Act. Therefore, there were no shareholders who could make share purchase demands to the Successor Company.

ii Objections of creditors (Article 799 of the Companies Act)

The Successor Company, pursuant to the provisions of Article 799, Paragraphs 2 and 3 of the Companies Act, announced in its official gazette and electronic public notice on October 21, 2025, its intention to conduct an absorption-type split, the trade name and address of the Splitting Company, matters related to the financial statements of both the Successor Company and the Splitting Company, and the fact that creditors can raise objections within a certain period. However, there were no creditors who raised objections in accordance with Paragraph 1 of the same Article within the prescribed period.

4. Matters related to significant rights and obligations assumed by the Successor Company from the Splitting Company due to the absorption-type split (Article 189, Item 4 of the Regulations for Enforcement of the Companies Act)

The Successor Company has assumed from the Splitting Company the rights and obligations pertaining to the pharmaceutical business operated by the Splitting Company as of December 1, 2025, the day the Absorption-type Split took effect.

5. Date on which the change to Article 923 of the Companies Act was registered (Article 189, Item 5 of the Regulations for Enforcement of the Companies Act)

The change is planned to be carried out within 14 days from December 1, 2025, the day the Absorption-type Split took effect.

6. Significant matters related to the absorption-type split beyond what is stated above (Article 189, Item 6 of the Regulations for Enforcement of the Companies Act)

The Splitting Company, pursuant to the provisions of Article 784, Paragraph 2 of the Companies Act regarding the absorption-type split agreement, conducted the Absorption-type Split without obtaining approval through a resolution at a general meeting of shareholders as stipulated in Article 783, Paragraph 1 of the same Act.

Furthermore, the Successor Company, pursuant to the provisions of Article 796, Paragraph 2 of the Companies Act regarding the absorption-type split agreement, conducted the Absorption-type Split without obtaining approval through a resolution at a general meeting of shareholders as stipulated in Article 795, Paragraph 1 of the same Act. Furthermore, pursuant to the provisions of Article 796, Paragraph 3 of the Companies Act, there were four shareholders of the Successor Company who gave notification of their opposition to the Absorption-type Split. The total number of shares held by them (limited to those that can exercise voting rights at general meetings of shareholders as stipulated in Article 795, Paragraph 1 of the same Act) amounted to 119,300 shares. The number of these shares is lower than the number specified in Article 197 of the Regulations for Enforcement of the Companies Act.

The Splitting Company and the Successor Company, in relation to the Absorption-type Split, submitted a plan notification regarding the absorption-type split to the Japan Fair Trade Commission on April 28, 2025, based on Article 15-2, Paragraph 3 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947), and on May 28, 2025, received a notification from the Japan Fair Trade Commission stating that no cease-and-desist order would be issued regarding the plan.