

Press Release



Notice of Group Organizational Restructuring

TOKYO, April 23rd, 2021 - ASKA Pharmaceutical Co., Ltd. (Headquarters: Minato-ku, Tokyo, President: Takashi Yamaguchi, hereinafter “ASKA pharmaceutical”), a wholly owned subsidiary of ASKA Pharmaceutical Holdings Co., Ltd. announced that it decided to distribute shares of subsidiary shares held by ASKA pharmaceutical to us in kind at an extraordinary general meeting of shareholders held on April 23, 2021 (a written resolution pursuant to Article 319-1 of the Companies Act). As a result, we will acquire shares in sub-sub-subsidiaries, and there will be changes in sub-subsidiaries.

1. Business Rationale for the Dividends in Kind

On April 1, 2021, we shifted to a holding company structure with the aim of maximizing Group synergies through optimal allocation of management resources and enhancing the corporate value of the Group as a whole.

As part of these efforts, ASKA Pharmaceutical, our wholly owned subsidiary, has decided to pay dividends in kind (qualified in-kind distribution) to us of its subsidiary shares as dividends from surplus. As a result, we will acquire all of the shares held by two sub-subsidiaries (ASKA Animal Health Co., Ltd. (hereinafter “ASKA Animal Health”) and ASKA Pharma Medical Co., Ltd. (hereinafter “ASKA Pharma Medical”), and these two companies will become our directly owned subsidiaries.

Through the businesses of ASKA Pharma Medical, ASKA Animal Health, and ASKA Pharmaceutical, the Group will expand its business as a total healthcare company that provides support everything from Prevention to Testing and Diagnosis, Treatment, and Prognosis.

2. Appropriation of ASKA Pharmaceutical's Surplus

ASKA Pharmaceutical will distribute dividends from retained earnings (dividends in kind) using other retained earnings.

(1) Type of property to be distributed to us and the aggregate book value

Company Name	Number of Shares	Ratio of Shareholding	Book Value
ASKA Animal Health Co., Ltd.	2,000 shares	100.0%	100,000,000 yen
ASKA Pharma Medical Co., Ltd.	4,000 shares	100.0%	92,922,500 yen
Total			192,922,500 yen

(2) Matters concerning the allocation of dividend assets to us

At the effective time of the in-kind dividend, all of the dividend property will be allocated to us, which is the shareholder of all outstanding ASKA Pharmaceutical's shares.

(3) Effective date of dividends of the surplus to us: Monday, April 26, 2021

3. Overview of the Company to Pay Dividends in Kind

(1) Company Name	ASKA Pharmaceutical Co., Ltd.
(2) Address	5-1, Shibaura 2-chome, Minato-ku, Tokyo
(3) Representative	Takashi Yamaguchi, President, Representative Director Atsushi Maruo, Representative Director, Senior Managing Member of the Board of Directors
(4) Business	Manufacturing, sale and import/export of pharmaceuticals, quasi-drugs, foods, and medical devices, etc.
(5) Capital	1,197.9 million yen
(6) Founded	June 16, 1920
(7) Major Shareholders and Ratio of Shareholding	ASKA Pharmaceutical Holdings Co., Ltd. (listed company) 100%
(8) Net assets	¥40,587 million (Year ended March 31, 2020)
(9) Total assets	¥78,145 million (Year ended March 31, 2020)

4. Overview of Sub-subsidiaries to be Transferred

(1) Company Name	ASKA Animal Health Co., Ltd.
(2) Address	15-6, Shibaura 2-chome, Minato-ku, Tokyo
(3) Representative	Fumiyoshi Yamaguchi, President, Representative Director
(4) Business	Manufacture, sale, and import/export of veterinary medicines, veterinary medical devices, feed and feed additives, reagents, agrochemicals, industrial chemicals, hygiene products, food products and their raw materials.
(5) Capital	100 million yen
(6) Founded	June 10, 2013
(7) Major Shareholders and Ratio of Shareholding	ASKA Pharmaceutical Co., Ltd. 100.0%

(1) Company Name	ASKA Pharma Medical Co., Ltd.
(2) Address	26-1, Muraoka-higashi 2-chome, Fujisawa-shi, Kanagawa
(3) Representative	Koichi Hasumi, President, Representative Director
(4) Business	Clinical inspection and biological testing consigned business
(5) Capital	30 million yen
(6) Founded	May 27, 1991
(7) Major Shareholders and Ratio of Shareholding	ASKA Pharmaceutical Co., Ltd. 100.0%

5. Schedule

Extraordinary General Meeting of Shareholders Resolution: Friday, April 23, 2021

Effective date (dividend-in-kind): Monday, April 26, 2021

6. Future Financial Outlook

This is a transaction within the Group and does not cause a change in the consolidated net assets amount, and there is no impact on results of operations.

【Contact】

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