

# 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 ASKA Pharmaceutical Holdings Co., Ltd. (listed company)  
and Ratio of Shareholding 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 ASKA Pharmaceutical Co., Ltd.  
and Ratio of Shareholding 100.0%
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- (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 ASKA Pharmaceutical Co., Ltd.  
and Ratio of Shareholding 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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