PRESSRELEASE

SHIONOGI

Notice of Transition to Company with Audit and Supervisory Committee and the Candidates for Directors After the Transition

OSAKA, Japan, March 24, 2025 - Shionogi & Co., Ltd. (Head Office: Osaka, Japan; Chief Executive Officer: Isao Teshirogi, Ph.D.; hereafter "Shionogi") is pleased to announce as follows that, at a meeting of its Board of Directors held today, it was resolved that it will transition from a company with a Board of Corporate Auditors to a Company with an Audit and Supervisory Committee, subject to approval at the 160th Annual General Meeting of Shareholders to be held on June 18, 2025. Additionally, in conjunction with the transition to a Company with an Audit and Supervisory Committee, we have decided on the candidates for directors to be proposed at the 160th Annual General Meeting of Shareholders, as detailed below.

1. Purpose of Transitioning to a Company with an Audit and Supervisory Committee

i. Purpose of Transitioning

By transitioning to a company with an Audit and Supervisory Committee, we will further strengthen oversight over the representative director within the Board of Directors, and on that basis, establish a framework that enables the Board of Directors to determine and distinguish between proposals that should be left to the executive side and proposals that should be discussed by the Board of Directors, thereby enabling the Board to focus on discussing medium- to long-term company-wide strategies with an emphasis on maintaining a balance with each stakeholder and to delegate authority to expedite decision-making.

The Audit and Supervisory Committee will use its authority and the internal auditing division to more closely monitor and oversee the overall decision-making process of the executive side.

While maintaining a Board of Directors with a majority of outside directors and ensuring diversity of skills, etc., we will develop a framework to facilitate the election of additional executive directors with knowledge and experience of Shionogi's business, with a view to promote globalization and business model transformation.

ii. Timing of Transitioning

Timing of Transitioning to a Company with an Audit and Supervisory Committee

We plan to transition to a company with an Audit and Supervisory Committee following the approval of the necessary amendments to the Articles of Incorporation at the 160th Annual General Meeting of Shareholders to be held on June 18, 2025.

2. Candidates for Directors after Transition to a Company with an Audit and Supervisory Committee

i. Candidates for directors (excluding directors who are audit and supervisory committee members)

Name	New Position
Isao Teshirogi	Representative Director
John Keller	Director, Senior Executive Officer, Senior Vice President, R&D Supervisory Unit
Keiichi Ando	Outside Director
Hiroshi Ozaki	Outside Director
Takaoki Fujiwara	Outside Director
Kyoko Hirose	Outside Director

ii. Candidates for Directors who are Audit and Supervisory Committee Members

Name	New Position	Present Position
Noriyuki Kishida	Director, Audit and Supervisory Committee Member	Standing Corporate Auditor
Koji Hanasaki	Director, Audit and Supervisory Committee Member	Senior Executive Officer, Senior Vice President, Supply Supervisory Unit
Shuichi Okuhara	Outside Director, Audit and Supervisory Committee Member	Outside Corporate Auditor
Fumi Takatsuki	Outside Director, Audit and Supervisory Committee Member	Outside Director
Yoriko Goto	Outside Director, Audit and Supervisory Committee Member	Outside Corporate Auditor

We also plan to appoint Ms. Kyoko Hirose, who is newly appointed as a director (excluding Audit and Supervisory Committee Members), as a substitute for the Audit and Supervisory Committee Members.

iii. Retired Directors and Auditors

Name	Present Position
Takuko Sawada	Director, Vice Chairperson of the Board
Akira Okamoto	Standing Corporate Auditor
Tsuguoki Fujinuma	Outside Corporate Auditor

After stepping down, Ms. Takuko Sawada will continue to serve as Vice-Chair, mainly responsible for external affairs.

3. Other

Other details including specific amendments to the Articles of Incorporation following the transition to a Company with an Audit & Supervisory Committee will be disclosed as soon as they are determined..

Forward-Looking Statements

This announcement contains forward-looking statements. These statements are based on expectations in light of the information currently available, assumptions that are subject to risks and uncertainties which could cause actual results to differ materially from these statements. Risks and uncertainties include general domestic and international economic conditions such as general industry and market conditions, and changes of interest rate and currency exchange rate. These risks and uncertainties particularly apply with respect to product-related forward-looking statements. Product risks and uncertainties include, but are not limited to, completion and discontinuation of clinical trials; obtaining regulatory approvals; claims and concerns about product safety and efficacy; technological advances; adverse outcome of important litigation; domestic and foreign healthcare reforms and changes of laws and regulations. Also for existing products, there are manufacturing and marketing risks, which include, but are not limited to, inability to build production capacity to meet demand, lack of availability of raw materials and entry of competitive products. The company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

For Further Information, Contact:

SHIONOGI Website Inquiry Form:
https://www.shionogi.com/global/en/contact.html

References

Biographies of Newly Appointed Director Candidates

Name	John Keller
Date of Birth	December 14, 1964
Biographies	July 2010, Joined Shionogi Inc. (SI) Executive Vice President, Corporate Development and Strategy April 2011, President and Chief Executive Officer（CEO） April 2013, Corporate Officer, President and CEO of SI April 2017, Senior Executive Officer, President and CEO of SI April 2018, Senior Executive Officer, Senior Vice President, Global Business Division July 2021, Senior Executive Officer, Senior Vice President, Corporate Strategy Division July 2022, Senior Executive Officer, Senior Vice President, R&D Supervisory Unit (current position)

Name	Kyoko Hirose
Date of Birth	March 27, 1959
Biographies	March 1982, Joined Hirose Manufacturing Co., Ltd. March 1983, Director of Hirose Manufacturing Co., Ltd. December 2001, President and Representative Director of Hirose Manufacturing Co., Ltd. (current position) November 2020, Vice-Chair of Osaka Chamber of Commerce and Industry (current position) May 2022, Outside Director of Kintetsu Department Store Co., Ltd. (current position) June 2024, Outside Director of Okumura Corporation (current position)

Biographies of Newly Appointed Director Candidates for the Audit and Supervisory Committee

Name	Koji Hanasaki
Date of Birth	December 9, 1961
Biographies	April 1986, Joined Shionogi & Co., Ltd. April 2009, Vice President, Discovery Research Laboratories April 2010, Corporate Officer, Senior Vice President, Pharmaceutical Research Division April 2015, Corporate Officer, Vice President, Finance & Accounting Department April 2017, Senior Executive Officer, Vice President, Finance & Accounting Department April 2018, Senior Executive Officer, Senior Vice President, Corporate Strategy Division July 2021, Senior Executive Officer, Senior Vice President, Global Business Division July 2022, Senior Executive Officer, Senior Vice President, Supply Supervisory Unit (current position)