Press Release

ASKA Pharmaceutical Holdings Co., Ltd.

ASKA Pharmaceutical Holdings to Collaborate with MedChoice Pharma, Inc. (Conversion into Equity Method Affiliate) through Share Acquisition of FTS Ambrose Holdings, Inc.

TOKYO, March 3, 2025 – ASKA Pharmaceutical Holdings Co., Ltd. (TSE:4886, Head Office: Minato-ku, Tokyo/ President, Representative Director: Takashi Yamaguchi) announced that the Company has decided at the Board of Directors meeting held on March 3, 2025 to enter into a share transfer agreement with FTS Ambrose Holdings, Inc. ("FTS Ambrose") for the purpose of collaboration with MedChoice Pharma, Inc. MedChoice Pharma is a wholly owned subsidiary of FTS Ambrose, and FTS Ambrose will become an equity method affiliate of the Company after this acquisition of shares.

Reason for share acquisition

In its Medium-Term Management Plan 2025, ASKA Pharmaceutical Holdings Group aims to become a "Total Healthcare Company with a Strong Foundation as a Specialty Pharma Company." In order to achieve the goals of the Medium-Term Management Plan, the Company has set four visions and seven strategies for the business activities, and one of the seven strategies is "Overseas Operations." The Company aims for further growth in the domestic pharmaceutical market, mainly in the field of obstetrics and gynecology, as well as establishing business in emerging countries, especially in Southeast Asia, where the market is growing rapidly due to population growth and economic development.

MedChoice Pharma is a branded generic* pharmaceutical company in the Philippines with excellent sales and marketing capabilities, advocating a specialty pharma targeting specific fields and chronic diseases. MedChoice Pharma is characterized by handling many pharmaceutical products in the endocrine and central nervous system fields, with a high market share in thyroid agents. The Company has decided to enter into a share transfer agreement with FTS Ambrose and collaborate with MedChoice Pharma because of the potential for collaboration in the thyroid area, where ASKA Pharmaceutical has strength.

Through this acquisition of shares, the two companies will work together to create synergies in the thyroid area and develop business in the Southeast Asian region.

*Products differentiated from original generics and marketed under their own brand name

Outline of the Subsidiary to Be Transferred

(1)	Trade name	FTS AMBROSE HOLDINGS, INC.	
(2)	Location	201 Dingalan St., Ayala Alabang, Muntinlupa City	
(3)	Title and name of representative	Chairman, Ambrosio V. Padilla III	
(4)	Business	Holding company of MedChoice Pharma, Inc.	
(5)	Capital	4.5 million yen	
(6)	Establishment	October 27, 2003	
(7)	Major Shareholders and Shareholding Ratio	Ambrosio V. Padilla III	12%
(8)	Relationship between	Capital	Not applicable

	the Company and MedChoice Pharma	relationship	
		Personal relationship	Not applicable
		Business relationship	Not applicable

(9)	Consolidated financial results and consolidated financial position of MedChoice Pharma for the past three years			
	Fiscal Year	FY ended December 31, 2021	FY ended December 31, 2022	FY ended December 31, 2023
	Consolidated net assets	1,298 million yen	1,567 million yen	1,888 million yen
	Consolidated total assets	1,696 million yen	2,454 million yen	2,649 million yen
	Consolidated net sales	1,854 million yen	2,285 million yen	2,501 million yen
	Profit attributable to owners of parent	492 million yen	520 million yen	562 million yen

Calculated at 2.59 yen per Philippine peso.

Outline of the counterparty of the share acquisition

(1)	Name	Shares will be acquired from five major shareholders, which will not be disclosed for the protection of personal information.
(2)	Relationship between listed companies and the individuals	There is no capital relationship, personal relationship, business relationship, or relationship with the individuals that is required to be disclosed.

Number of Shares to be Acquired, Acquisition Price, and Shareholdings Before and After the Acquisition

(1)	Number of shares held before the transfer	0 shares (Percentage of voting rights held: 0%)
(2)	Number of shares to be acquired	3,675 shares
(3)	Acquisition Price	The acquisition price, which is refrained from disclosing due to confidentiality obligations, was determined and agreed upon as a reasonable price calculated by us based on objective criteria.
(4)	Number of shares to be held after the transfer	3,675 shares (Percentage of voting rights held: 21%)

Schedule

(1)	Date of resolution by the Board of Directors	March 3, 2025
(2)	Date of execution of share transfer agreement	March 6, 2025
(3)	Date of execution of stock transfer	April 8, 2025 (scheduled)

Outlook

The impact of this transaction on the Company’s consolidated financial results for the fiscal year ending March 31, 2025 is minimal. The Company will promptly announce any matters that should be disclosed in the future.

Media Contacts
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