Note: This document is an English translation of a statement written originally in Japanese. The Japanese original should be considered as the primary version.

October 26, 2026

Company name: Zeria Pharmaceutical Co., Ltd.
Name of representative: Mitsuhiro Ibe,
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(Securities code: 4559; Prime Market, TSE)
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Notice Concerning Acquisition of Equity Interests of Haupt Pharma Wülfling GmbH (Making It a Sub-subsidiary) by a Consolidated Subsidiary

Zeria Pharmaceutical Co., Ltd. (the "Company") hereby announces that its Swiss consolidated subsidiary, Tillotts Pharma AG ("Tillotts"), entered into an equity interest purchase agreement on October 23, 2026 (Swiss time), to acquire all equity interests of Haupt Pharma Wülfling GmbH ("HPW") from Aenova Holding GmbH ("Aenova"). Details are as follows:

1. Purpose of the acquisition of equity interests

As a specialty pharmaceutical company targeting digestive system diseases, Tillotts, a Swiss subsidiary of the Company, distributes prescription medicines including its core product, "Asacol®," a treatment for inflammatory bowel disease (IBD), in approximately 65 countries worldwide, and is promoting global business expansion.

HPW, the target of this acquisition of equity interests, has functioned for many years as an important strategic manufacturing base responsible for a substantial proportion of the manufacturing of Tillotts' "Asacol®." By acquiring all equity interests of HPW and bringing the manufacturing at this site in-house, Tillotts' pharmaceutical manufacturing base will be significantly expanded, enabling it to control manufacturing capacity, production planning, and quality management more directly and flexibly. This will further solidify the long-term stable supply system for its products.

In addition, HPW possesses a high level of expertise in the development, manufacturing, and packaging of solid dosage forms, as well as the handling of clinical trial supplies. Welcoming employees with many years of experience into the Company's group is essential for maintaining and developing Tillotts' in-house manufacturing capabilities, and will also enable it to meet flexible manufacturing needs for future portfolio expansion.

The Company has determined that this transaction aligns with Tillotts' long-term strategy and will contribute to enhancing the mid- to long-term corporate value of the Company's group. Going forward, through continuous investment in HPW, the Company aims to strengthen manufacturing capabilities and further improve quality and production efficiency.

2. Overview of the consolidated subsidiary acquiring equity interests (Tillotts)

(1)	Name	Tillotts Pharma AG
(2)	Location	Baslerstrasse 15, 4310 Rheinfelden, Switzerland
(3)	Title and name of representative	Thomas A. Tóth von Kiskér, CEO Tillotts Group
(4)	Description of business	Development, production, distribution and commercialization of pharmaceutical products
(5)	Share capital	CHF 1,644,730
(6)	Date of establishment	November 23, 1998
(7)	Major shareholders and ownership ratios	Zeria Pharmaceutical Co., Ltd.: 100%

3. Overview of the sub-subsidiary to be acquired (HPW)

(1)	Name	Haupt Pharma Wülfling GmbH		
(2)	Location	Bethelner Landstrasse 18, 31028 Gronau, Germany		
(3)	Title and name of representative	Managing Director, Ralf Gaugel Managing Director, Jan Kengelbach		
(4)	Description of business	Manufacturing of pharmaceuticals		
(5)	Share capital	EUR 5,000,000		
(6)	Date of establishment	September 24, 1996		
(7)	Major shareholders and ownership ratios	Aenova Holding GmbH : 100%		
(8)	Relationship between the Company and HPW	There are no capital, personnel, or business relationships to be disclosed between the Company and HPW.		
(9)	Consolidated operating results and consolidated financial positions of said company for the last three years			
	As of / Fiscal year ended	Dec. 31, 2023	Dec. 31, 2024	Dec. 31, 2025
	Net assets	EUR 8,857 thousand	EUR 12,513 thousand	EUR 12,420 thousand
	Total assets	EUR 57,288 thousand	EUR 54,520 thousand	EUR 55,666 thousand
	Net sales	EUR 51,007 thousand	EUR 47,828 thousand	EUR 41,062 thousand

Note: The amounts of operating profit and other profit items are undisclosed. These amounts fall within the de minimis criteria for timely disclosure.

4. Overview of the counterparty to the acquisition of equity interests (Aenova)

(1)	Name	Aenova Holding GmbH
(2)	Location	Berger Str. 8-10, 82319 Starnberg, Germany
(3)	Title and name of representative	Managing Director, Jan Kengelbach Managing Director, Dr. Peter Waller
(4)	Description of business	Contract development and manufacturing of pharmaceuticals
(5)	Share capital	EUR 25,000
(6)	Date of establishment	2008
(7)	Relationship between the Company and Aenova	There are no capital, personnel, or business relationships to be disclosed between the Company and Aenova.

5. Acquired Ownership Ratio, acquisition price, and ownership ratio before and after acquisition

(1)	Ownership ratio before purchase	0% (Voting right ratio: 0%)
(2)	Ownership ratio to be acquired	100%
(3)	Ownership ratio after purchase	100% (Voting right ratio: 100%)

Note: The acquisition price is undisclosed.

6. Schedule

(1)	Date of execution of equity interest purchase agreement	October 23, 2026 (Swiss time)
(2)	Equity interest purchase execution date	January 2027 or later (Scheduled)

Note: Completion of the transaction is subject to customary closing conditions, including approvals from relevant authorities.

7. Future Outlook

The impact of this acquisition on the Company's consolidated financial results for the current fiscal year and the following fiscal years is currently under review. The Company will promptly disclose any matters that require disclosure should they arise.