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(Commencement Date of the Measures for Electronic Provision) May 30, 2023

## Other Matters Subject to Measures for Electronic Provision for the 203<sup>rd</sup> Annual Shareholders' Meeting (Matters Omitted from the Delivered Documents)

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Sumitomo Pharma Co., Ltd.

## **System to Ensure the Appropriateness of Business Operations and its Implementation (System to Ensure the Appropriateness of Business Operations)**

At a meeting held by the Board of Directors, the Company passed a resolution on the following basic policy for the establishment of a system to ensure the appropriateness of business operations.

### **(1) System to Ensure Compliance by the Directors and Employees of the Company with Laws and Regulations and the Articles of Incorporation in the Execution of Their Duties**

- ① The Company shall establish the Compliance Standard and shall take measures to fully disseminate its corporate ethics in order to further ensure daily compliance pursuant to the Declaration of Conduct.
- ② As a system to promote compliance, the Company shall establish the Compliance Committee, in which the Executive Officer for Compliance will serve as the chairperson, and the Compliance Committee Secretariat, and shall appoint department leaders as compliance promotion leaders.
- ③ The Company shall periodically hold meetings of the Compliance Committee, and shall keep track of the status of promoting compliance. The Compliance Committee shall appropriately provide a summary of the status to the Board of Directors.
- ④ The Compliance Committee shall formulate and carry out the annual policy of education and training for the Directors and employees.
- ⑤ The Company shall establish a compliance hotline inside and outside the Company that will serve as a window for reporting and consulting matters related to compliance. The Company shall not adversely treat persons who have reported or consulted such matters on the basis that they made such reports or consultation.
- ⑥ The Company shall establish a department that is in charge of internal audit. The department shall audit the status of compliance, and shall appropriately report to the President and the Executive Officer for Compliance.

### **(2) System for the Maintenance and Management of Information Concerning the Execution of Duties by the Directors of the Company**

The Company shall establish internal regulations with respect to the handling of records and information, and shall appropriately maintain and manage information in connection with the execution of duties by the Directors.

### **(3) Rules and Other Systems Regarding the Management of the Risk of Loss of the Company**

- ① The Company shall establish the SMP Group Risk Management Policy that provides for basic thoughts as the Group with respect to risk management and shall conduct appropriate risk management.
- ② The Company shall establish the Risk Management Rules under which it is clarified that the President oversees risk management and shall develop systems to promote risk management for respective risks classified on the basis of risk characteristics. The status of operations in each system to promote risk management is periodically

reported to the Board of Directors.

- ③ In order to minimize any effects of an emergency, which is likely to materially affect the management or business activities of the Company, the Company shall establish the Rules for Emergency Response and secure the continuity of management and business.

**(4) System to Ensure Efficient Execution of Duties by the Directors of the Company**

- ① The Company shall establish internal regulations such as the Regulations of the Board of Directors, the Regulations of Duties and Authority, the Regulations on Organization and the Rules for Division of Duties, and shall clarify the rules regarding duties and authority, division of duties and decision making.
- ② The Company shall aim to realize speedy and efficient management by introducing an executive officer system.
- ③ The Company shall aim to promote speedy and efficient decision making by introducing an electronic approval system.

**(5) System to Ensure the Appropriateness of the Operations of the Corporate Group (consisting of the Company, its Parent Company and Subsidiaries)**

- ① System to Ensure the Efficient Execution of Duties by Directors, etc. of Subsidiaries  
The subsidiaries shall clarify the rules regarding duties and authority, division of duties and decision making.
- ② System Regarding the Report to the Company of Matters Related to the Execution of Duties by Directors, etc. of Subsidiaries  
The Company shall establish internal regulations that provide for basic matters to promote appropriate group operations, and through commitment by the subsidiaries to comply with such regulations, shall receive from the subsidiaries, reports regarding material matters on management.
- ③ Rules and Other Systems Regarding the Management of the Risk of Loss of Subsidiaries
  - i. The subsidiaries shall develop systems to promote risk management in accordance with the types of their business and the characteristics of risks and shall conduct appropriate risk management.
  - ii. The Company shall govern risk management of the subsidiaries in general, and shall take necessary measures such as giving advice and instructions.
  - iii. The Company shall develop necessary systems to promote risk management for risks the Group should cross-functionally address and shall enhance the Group's risk management.
- ④ System to Ensure Compliance by Directors, etc. and Employees of Subsidiaries with Laws and Regulations and the Articles of Incorporation in the Execution of Their Duties
  - i. The subsidiaries shall develop an appropriate system to promote compliance.
  - ii. The Company shall enhance compliance by the subsidiaries by periodically

holding meetings, such as committee meetings, related to compliance, which the subsidiaries participate in.

iii. The department that is in charge of the internal audit of the Company shall audit the status of compliance by the subsidiaries, and shall appropriately report to the President and the Executive Officer for Compliance of the Company.

⑤ Other Systems to Ensure the Appropriateness of the Operations of the Corporate Group (consisting of the Company, its Parent Company and Subsidiaries)

i. The Company shall ensure its independence and shall develop an autonomous internal control system, while respecting the group operation policy of Sumitomo Chemical Co., Ltd., the parent company.

ii. The Company shall appropriately conduct transactions with the parent company by ensuring the fairness and rationality of transactions.

**(6) System to Ensure Effective Implementation of Audits by the Audit & Supervisory Board Members**

① Matters Concerning Employees Assigned to Assist the Audit & Supervisory Board Members in the Execution of Their Duties, Matters Concerning the Independence of Such Employees from the Directors of the Company and Matters for Ensuring the Effectiveness of Instructions Given to Such Employees

The Company shall assign one or more employees, who are not under the line of command of the department that executes operations of the Company, to assist the duties of the Audit & Supervisory Board Members and serve in the secretariat of the Audit & Supervisory Board. Decisions on transfer and evaluation of such employees will be made upon consultation with the Audit & Supervisory Board Members and by respecting their opinions.

② System for the Directors and Employees to Report to the Audit & Supervisory Board Members

The Company shall establish procedures or the like with respect to reports by the Directors and employees of the Company to the Audit & Supervisory Board Members, and shall provide information needed by the Audit & Supervisory Board Members in a timely and appropriate manner.

③ System for the Directors, Audit & Supervisory Board Members, Members Who Execute Operations and Employees of Subsidiaries, or Persons Who Receive Report from the Same, to Report to the Audit & Supervisory Board Members of the Company

The Company shall establish procedures or the like with respect to reports by the directors or the like of its subsidiaries to the Audit & Supervisory Board Members, and shall provide information needed by the Audit & Supervisory Board Members in a timely and appropriate manner.

④ System to Ensure That Persons Who Have Made Reports As Provided in the Immediately Preceding Two Paragraphs Will Not Receive Any Adverse Treatment for Having Made Such Reports

The Company shall not adversely treat persons who have made reports as

provided in the immediately preceding two paragraphs on the basis that they made such reports.

- ⑤ Matters Concerning the Procedures for Advance Payment or the Reimbursement of Expenses Incurred in Relation to the Execution of the Duties by the Audit & Supervisory Board Members and Any Other Policy for Processing of Costs and Obligations Incurred in Relation to the Execution of Their Duties

The Company shall process the costs and obligations incurred in relation to the execution of duties by the Audit & Supervisory Board Members in a timely and appropriate manner by respecting their opinions.

- ⑥ Other Systems to Ensure Effective Implementation of Audits by the Audit & Supervisory Board Members

- i. The Company shall periodically hold meetings between the Audit & Supervisory Board Members and the Representative Directors, between the Audit & Supervisory Board Members and the department which is in charge of the internal audit, and among the three parties of the Audit & Supervisory Board Members, the department which is in charge of the internal audit and the Accounting Auditor.
- ii. If there is any request from the Audit & Supervisory Board Members regarding their duties, the Company shall respect such request and shall respond to such request in a timely and appropriate manner.

#### **(7) Elimination of Anti-Social Forces**

The Company shall keep its Directors and employees thoroughly informed to take decisive actions against anti-social forces, and shall promote efforts aimed at cutting off any and all relationships with such forces.

#### **(Overview of the Implementation of the System to Ensure the Appropriateness of Business Operations)**

The overview of the status of the implementation of the system to ensure the appropriateness of business operations is as follows:

#### **(1) Implementation Relating to the Improvement of the Efficiency of the Execution of Duties**

- ① The Company established a department of Corporate Governance for further enhancing corporate governance within the Group, and strives for the effective operation of the Basic Policy on Corporate Governance.
- ② Pursuant to the Regulations of the Board of Directors, eighteen (18) meetings of the Board of Directors were held during the fiscal year under review.
- ③ The Company conducted a questionnaire to all the Directors and Audit & Supervisory Board Members as well as interviews of the Representative Directors, the Outside Directors and Outside Audit & Supervisory Board Members by outside legal counsel about the effectiveness of the Board of Directors as a whole. Based on the analyzed results of the questionnaire and external evaluation, opinions were exchanged at the

meeting of the Board of Directors. The Company has taken action for improvement with respect to matters to be addressed that were identified as a result of such measures.

**(2) Implementation Relating to the Compliance System**

- ① In order to ensure compliance throughout the Group, the Company developed a system to promote compliance and appointed the Executive Officer for Compliance who oversees compliance matters of the Company and the group companies in Japan and abroad.
- ② The President and the Executive Officer for Compliance delivered compliance-related messages within the Company and to the group companies in Japan and abroad, and thoroughly emphasized the importance of making further efforts to enhance compliance.
- ③ The Company held meetings of the Company's Compliance Committee, the Compliance Committee for Group Companies in Japan, and the Compliance Committee for Overseas Group Companies, respectively. At such meetings, the status of compliance promotion within the Group was discussed.
- ④ The status of compliance promotion within the Group, the activities of each Compliance Committee and other related matters were reported to the Board of Directors.
- ⑤ The compliance hotline established inside and outside the Company has been appropriately operated, including the necessary response to the Whistleblower Protection Act, and the status of its operations was reported to the Company's Compliance Committee.
- ⑥ For the further enhancement of compliance, the Company examined compliance risks at each workplace, and reviewed, formulated and implemented measures to prevent the occurrence of major risks.
- ⑦ The Company held educational seminars about compliance with topics such as the "Whistleblower Protection Act," "Prevention of Harassment," "Information Management," "Restrictions on Insider Trading," and "System for Compliance with the Act on Securing Quality, Efficacy and Safety of Products Including Pharmaceuticals and Medical Devices."

**(3) Implementation Relating to the Risk Management System**

- ① The Company established the SMP Group Risk Management Policy which sets forth basic policies on the Group's risk management.
- ② For the further promotion of the Group's risk management, the Company classified risks depending on risk characteristics for risks to be addressed by the Group cross-functionally and risks to be addressed by each company at its own responsibility, and developed systems to promote risk management for each classified risk.
- ③ The Company established the systems to keep track of the promotion system for risk management of group companies in Japan and abroad as well as the status of their operations, and to provide guidance, advice and the like to group companies as necessary.
- ④ The status of operations in each system to promote risk management was periodically reported to the Board of Directors.

- ⑤ Pursuant to the Regulations on Information Management, the meeting of the Information Management Committee was held, wherein the status of progress in information management of the Group, the status of progress in IT security and the status of evaluation of IT security of business partners were reported, and the details of such meeting were reported to the Board of Directors.
- ⑥ The Company established the Computer Security Incident Response Team (CSIRT) as an expert group to respond to cyberattacks, and conducted training, simulating the occurrence of incidents, and other relevant measures.
- ⑦ The Company conducted e-learning training regarding “Information Management,” “Restrictions on Insider Trading” and “IT Security.”
- ⑧ A Crisis Management Team (CMT) was established in order to promptly gather useful information for decision-making by the Disaster Response Headquarters and to enhance initial response capacity upon the occurrence of disasters, and training was carried out aiming to improve initial response capacity.
- ⑨ The Company proactively formulated business continuity plans based on the results of risk assessment by using the service of an outside consultant. Disaster drills were also conducted at respective business sites such as plants and research laboratories.

**(4) Implementation Relating to the Audit by the Audit & Supervisory Board Members**

- ① In order to enable the Audit & Supervisory Board Members to carry out their duties effectively, the Company has secured an appropriate system in accordance with the Basic Policy for Developing the Internal Control System by, for example, assigning a full-time staff member, who is not under the line of command of the department that executes operations of the Company, to assist the Audit & Supervisory Board Members.
- ② The Company established procedures or the like with respect to reports by the Directors and employees (including the department in charge of the internal audit) of the Company to the Audit & Supervisory Board Members, and has appropriately operated the same.
- ③ The Audit & Supervisory Board Members regularly conducted meetings with the Representative Directors, the department that is in charge of internal auditing and the Accounting Auditor, respectively, to exchange opinions and for other purposes. In addition, the Audit & Supervisory Board Members have made efforts to keep track of the status relating to internal control by attending important meetings such as the meetings of the Management Committee and the Compliance Committee.
- ④ Pursuant to the Regulations of the Audit & Supervisory Board, thirteen (13) meetings of the Audit & Supervisory Board were held during the fiscal year under review.

**(5) Transactions with the Parent Company, etc.**

Pursuant to the Regulations of the Board of Directors, at the meeting of the Board of Directors at which Independent Outside Directors are present, the relevant deliberation is conducted on significant transactions with related parties as matters to be resolved, and transactions that do not fall thereunder are reported as matters to be reported. The

Company established the Supervisory Committee for Conflict of Interests in Transactions between Group Companies, which is composed of the Independent Outside Directors only, as a consultative body to the Board of Directors, where the deliberation is conducted on significant transactions, etc. with its parent company's group in light of protecting the interest of minority shareholders. Pursuant to the Regulations of the Supervisory Committee for Conflict of Interests in Transactions between Group Companies, one (1) meeting of the Supervisory Committee for Conflict of Interests in Transactions between Group Companies was held during the fiscal year under review.



### **Overview of the Agreement Limiting the Liability of the Directors and Audit & Supervisory Board Members**

Pursuant to Paragraph 1 of Article 427 of the Companies Act, with respect to liability for damages, the Company executed an agreement (hereinafter referred to as the “Limited Liability Agreement”) with Outside Directors Saeko Arai, Nobuhiro Endo, Minoru Usui and Koji Fujimoto and Outside Audit & Supervisory Board Members Yoshio Iteya, Mayumi Mochizuki and Daishiro Michimori to limit their liability for damages under circumstances where they acted in good faith and were not grossly negligent in performing their respective duties. The Limited Liability Agreement provides for a total maximum liability of ten (10) million yen or any amount stipulated by the relevant laws and regulations, whichever is higher.

### **Overview of the Agreement of Directors and Officers Liability Insurance**

The Company entered into an agreement of directors and officers liability insurance with an insurance company which is provided in Paragraph 1, Article 430-3 of the Companies Act. All the officers and major employees such as executive officers (hereinafter, “Officers, etc.”) of the Company and its domestic subsidiaries (hereinafter, the “Company and its Domestic Subsidiaries”) are insured by the insurance. The Company pays the premium of the insurance in full, and the insurance covers any loss or damage of compensation for damage and litigation costs for which the insured may be liable because of any claim for compensation for damage made against the insured during the term of the insurance arising from any act (including omission of an act) performed by the insured with respect to any duties as Officers, etc. of the Company and its Domestic Subsidiaries. However, the insurance includes certain exceptions to liability such as damage arising from an act conducted by the insured knowing such act is in violation of laws and regulations.

**Consolidated Statement of Changes in Equity**

**(April 1, 2022 to March 31, 2023)**

(millions of yen)

	Equity attributable to owners of the parent					
	Share capital	Capital surplus	Treasury shares	Retained earnings	Other components of equity	
					Net gain (loss) on revaluation of financial assets measured at fair value through other comprehensive income	Remeasurements of defined benefit plans
Balance at April 1, 2022	22,400	16,725	(681)	514,210	23,838	—
Net profit (loss)				(74,512)		
Other comprehensive income					18,334	3,553
Total comprehensive income				(74,512)	18,334	3,553
Purchase of treasury shares			(1)			
Dividends				(11,124)		
Changes associated with losing control of subsidiaries				991	(976)	
Transactions with non-controlling interests		(170,105)				
Reclassification from other components of equity to retained earnings				4,814	(1,261)	(3,553)
Transfer to other comprehensive income associated with assets held for sale					(675)	
Transfer of negative balance of other capital surplus		153,380		(153,380)		
Total transactions with owners	—	(16,725)	(1)	(158,699)	(2,912)	(3,553)
Balance at March 31, 2023	22,400	—	(682)	280,999	39,260	—

	Equity attributable to owners of the parent						Non-controlling interests	Total equity
	Other components of equity				Total	Total		
	Exchange differences on translation of foreign operations	Cash flow hedges	Total	Other comprehensive income associated with assets held for sale				
Balance at April 1, 2022	31,273	123	55,234	—	607,888	65,681	673,569	
Net profit (loss)					(74,512)	(22,202)	(96,714)	
Other comprehensive income	32,824	(108)	54,603		54,603	7,026	61,629	
Total comprehensive income	32,824	(108)	54,603		(19,909)	(15,176)	(35,085)	
Purchase of treasury shares					(1)	—	(1)	
Dividends					(11,124)	—	(11,124)	
Changes associated with losing control of subsidiaries		(15)	(991)		—	—	—	
Transactions with non-controlling interests					(170,105)	(50,472)	(220,577)	
Reclassification from other components of equity to retained earnings			(4,814)		—	—	—	
Transfer to other comprehensive income associated with assets held for sale			(675)	675	—	—	—	
Transfer of negative balance of other capital surplus					—	—	—	
Total transactions with owners	—	(15)	(6,480)	675	(181,230)	(50,472)	(231,702)	
Balance at March 31, 2023	64,097	—	103,357	675	406,749	33	406,782	

(Note) All amounts are rounded to the nearest million yen

## **Notes to Consolidated Financial Statements**

### **1. Summary of significant accounting policies for consolidated financial statements**

#### **(1) Accounting standards of consolidated financial statement**

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) pursuant to Article 120, paragraph 1 of the Regulations on Company Accounting. Part of the disclosures required by IFRS have been omitted pursuant to Article 120, the later part of paragraph 1 of the Regulations on Company Accounting.

#### **(2) Scope of consolidation**

Number of consolidated subsidiaries: 40 companies

Names of major consolidated subsidiaries

- (i) Overseas consolidated subsidiaries  
Sumitomo Pharma America Holdings, Inc., Sunovion Pharmaceuticals Inc.,  
Sumitomo Pharma Oncology, Inc., Sumitovant Biopharma, Inc.,  
Myovant Sciences Ltd., Urovant Sciences, Inc., Enzyvant Therapeutics, Inc.,  
Spirovant Sciences, Inc., Sumitomo Pharma (Suzhou) Co., Ltd.
- (ii) Domestic consolidated subsidiaries  
Sumitomo Pharma Animal Health Co., Ltd.,  
Sumitomo Pharma Promo Co., Ltd., S-RACMO Co., Ltd.

Increase/Decrease in consolidated subsidiaries

Increase: 4 companies

Sumitomo Pharma (China) Co., Ltd., Myovant Science LLC, Urovant Sciences LLC and Enzyvant Therapeutics LLC have been established and included in the scope of consolidation in the current fiscal year.

Decrease: 7 companies

Sumitomo Pharma Food & Chemical Co., Ltd. has been excluded from the scope of consolidation as a result of the transfer of all the shares.

Urovant Sciences Ltd., Enzyvant Therapeutics Ltd. and Altavant Sciences Ltd. have been extinguished as a result of being merged by Sumitovant Biopharma Ltd.

Altavant Sciences, Inc. has been extinguished as a result of being merged by Enzyvant Therapeutics Inc.

Sunovion Respiratory Development Inc. has been extinguished as a result of being merged by Sunovion Pharmaceuticals Inc.

Pharmavant 4 Holdings Limited has been extinguished as a result of liquidation.

In addition, Zeus Sciences Ltd., which was formed solely for the purpose of making Myovant Sciences Ltd. become a wholly-owned subsidiary of the Group in the current fiscal year, has been extinguished as a result of the absorption-type merger in which Myovant Sciences Ltd. has become the surviving company.

#### **(3) Application of the equity method**

Number of affiliated companies applied by the equity method: 2 companies

Names of affiliated companies applied by the equity method

Sighregen Co., Ltd. and Aikomi Ltd.

Increase / Decrease in affiliated companies applied by the equity method

Decrease: 1 company

Suntegre Co., Ltd., which was held by Sumitomo Pharma Food & Chemical Co., Ltd. has been excluded from the scope of the equity method as a result of the transfer of all the shares of Sumitomo Pharma Food & Chemical Co., Ltd.

#### **(4) Fiscal year end of consolidated subsidiaries**

Among the consolidated subsidiaries, the account closing date of Sumitomo Pharma (Suzhou) Co., Ltd. and Sumitomo Pharma (China) Co., Ltd. is December 31. Consolidated financial statements are prepared based on the financial statements on which a provisional financial closing has been performed according to the year-end closing requirements as of the consolidated fiscal year end.

#### **(5) Significant accounting policies**

##### **① Valuation standards and methods of significant assets (except for financial instruments)**

##### **(a) Property, plant and equipment**

Cost model is applied for measurement of property, plant and equipment after initial recognition. Property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses.

The acquisition cost includes direct costs of acquisition, estimated costs of dismantlement, removal and restoration, and borrowing costs eligible for capitalization requirements.

##### **(b) Goodwill**

Goodwill is carried at cost less accumulated impairment losses.

Goodwill is not amortized and is allocated to cash-generating units or group of cash-generating units. Goodwill is tested for impairment annually and whenever there is an indication of that may be impaired. Impairment loss on goodwill is recognized in profit or loss and is not reversed in subsequent periods.

##### **(c) Intangible assets**

Intangible assets are non-monetary assets without physical substance, other than goodwill, including patents, technologies, marketing rights and in-process research and development acquired separately or acquired in a business combination.

Separately acquired intangible assets are measured initially at cost. Intangible assets acquired in a business combination are measured at fair value at the acquisition date.

Cost model is applied for measurement of intangible assets after initial recognition. Intangible assets are carried at its cost less accumulated amortization and accumulated impairment losses. Research expenditures of an internal project are recognized as expenses when they are incurred. Development expenditures of an internal project that satisfy all the recognition criteria are recognized as intangible assets. However, internally generated development expenditures incurred before acquisition of marketing approval, including clinical trial expenditures, etc. are recognized as expenses when they are incurred, because such expenditures are considered not meeting the criteria for recognition of intangible assets due to the uncertainties related to the length of period and the development.

Acquisition costs and development expenditures of software for internal use purpose are recognized as intangible assets if future economic benefits are expected to flow to the Group.

##### **(d) Right-of-use asset**

The right-of-use asset is measured at cost. The cost of the right-of-use asset is measured at the amount of the initial measurement of the lease liability at the commencement date of the lease adjusted for the initial direct costs, etc.

The Group applies a cost model for subsequent measurement of right-of-use asset. After initial recognition, the right-of-use asset is depreciated using the straight-line method over the shorter of lease term of underlying asset or its estimated useful life.

As for short-term leases and leases of low-value assets, the Group basically does not recognize right-of-use assets and lease liabilities, but charges the lease payments associated with short-term leases and leases of low-value assets to the net profit or loss on a straight-line basis over the lease term.

##### **(e) Impairment of non-financial assets**

The Group assesses whether there is any indication that non-financial assets other than inventories, retirement benefit assets and deferred tax assets may be impaired.

If there is an indication of impairment or annual impairment test is required, the recoverable amount of each asset is measured. Goodwill, intangible assets with indefinite useful lives and

an intangible asset not yet available for use are tested for impairment annually or whenever there is an indication of impairment.

Recoverable amount of an asset or a cash-generating unit is measured at the higher of its fair value less costs of disposal and its value in use. The value in use of an asset is measured at the present value of estimated future cash flows by applying the discount rate that is a pre-tax rate reflecting the time value of money and the risk specific to the asset. Only if the recoverable amount of an asset or a cash-generating unit is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is recognized in profit or loss.

A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

The impairment loss recognized for a cash-generating unit is first allocated to reduce the carrying amount of goodwill allocated to the unit, and subsequently to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit.

Impairment losses on goodwill are not reversed.

The Group assesses at each reporting date whether there is any indication that reversal of impairment loss recognized in prior periods for an asset other than goodwill may exist. An impairment loss recognized in prior periods for an asset other than goodwill is reversed if there has been a change in the estimates used to determine the asset's recoverable amount.

The reversal of an impairment loss does not exceed the carrying amount (net of amortization or depreciation) that would have been determined if no impairment loss had been recognized for the asset in prior periods.

#### **(f) Inventories**

Inventories mainly comprise merchandise and finished goods, work-in-process, raw materials and supplies.

Inventories are measured at the lower of acquisition cost and net realizable value. The cost of inventories is calculated by the average method and comprises purchase costs, processing costs and other related production costs. Finished goods and work-in-process include a proper allocation of production overheads that are based on the expected capacity of the production facilities. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### **② Depreciation and amortization of significant depreciable assets**

#### **(a) Property, plant and equipment**

Property, plant and equipment other than land and construction in progress is depreciated by using straight-line method over each asset's useful life. Depreciation of such asset begins when it is available for use.

The estimated useful lives of major categories of property, plant and equipment are as follows:

· Buildings and structures	3 - 60 years
· Machinery, equipment and vehicle	2 - 17 years
· Tools, furniture and fixtures	2 - 20 years
· Right-of-use assets	The shorter of the estimated useful lives or lease terms

The depreciation method, the residual value and the estimated useful life are reviewed at each fiscal year-end and are subject to revise when necessary.

#### **(b) Intangible assets**

Intangible assets other than in-process research and development project are amortized using straight-line method over each asset's useful life. Amortization of such asset begins when it is available for use.

The estimated useful lives of major categories of intangible assets are as follows:

· Intangible assets related to products	3 - 20 years
· Software	3 - 5 years

The amortization method, the residual value and the estimated useful life are reviewed at each fiscal year-end and are subject to revise when necessary.

In-process research and development project recognized as intangible asset is not amortized because it is not available for use. Impairment test is performed annually and whenever there

is an indication that the in-process research and development project may be impaired. In-process research and development expenditures are reclassified to patents, marketing rights or other related accounts when marketing approval from regulatory authorities is obtained and are amortized when they are available for use.

### ③ Valuation standards and methods of financial instruments

#### (a) Financial assets

##### (i) Initial recognition and measurement

The Group initially recognizes financial assets on transaction date and classifies as financial assets measured at amortized cost and financial assets measured at fair value at the initial recognition. Financial assets are classified as financial asset measured at amortized cost if the following conditions are met. Otherwise, financial assets are classified as financial assets measured at fair value.

- The financial asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- Contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principals and interests.

##### (ii) Subsequent measurement

After initial recognition, financial assets are measured as follows:

###### a) Financial assets measured at amortized cost

Financial assets measured at amortized cost are measured using the effective interest method.

###### b) Financial assets measured at fair value through profit or loss

Financial assets measured at fair value through profit or loss are measured at fair value and subsequent changes in fair value are recognized in profit or loss.

###### c) Financial assets measured at fair value through other comprehensive income

Among the financial assets measured at fair value, an entity may make an irrevocable election at initial recognition for an investment in an equity instrument that is not held for trading purpose to present subsequent changes in the fair value in other comprehensive income. Therefore, the Group makes such election for each financial instrument.

Financial assets measured at fair value through other comprehensive income are measured at fair value, and subsequent changes in fair value are recognized in other comprehensive income. The cumulative amount recognized in other comprehensive income is reclassified to retained earnings, but not profit or loss, when equity instruments are derecognized or when the fair value of equity instruments declines significantly. However, dividends are recognized in profit or loss.

##### (iii) Derecognition

A financial asset is derecognized when it meets one of the following conditions:

- the contractual rights to the cash flows from the financial assets expire; or
- the Group transfers the financial assets and substantially all the risks and rewards related to the ownership of the financial assets.

##### (iv) Impairment

Financial assets measured at amortized cost are presented at the carrying amount reduced by a loss allowance recognized for expected credit losses to be incurred in the future. The Group assesses whether a credit risk on a financial asset measured at amortized cost has increased significantly since initial recognition and considers all reasonable and supportable information in addition to delinquency information when assessing the credit risk.

The Group estimates expected credit losses for each individual financial asset measured at amortized cost at an amount equal to the lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If not, the Group estimates expected credit losses for that financial asset at an amount equal to expected credit losses for 12 months after the reporting date.

Among the financial assets measured at amortized cost, the Group estimates expected credit

losses at an amount equal to lifetime expected credit losses for trade receivables, independently by each type of similar receivables.

**(b) Financial liabilities**

**(i) Initial recognition and measurement**

The Group initially recognizes financial liabilities when the Group becomes a contractual party and classifies financial liabilities as follows:

a) Financial liabilities measured at fair value through profit or loss

Financial liabilities which were designated to be measured at fair value through profit or loss.

b) Financial liabilities measured at amortized cost

Financial liabilities other than financial liabilities measured at fair value through profit or loss.

Financial liabilities are measured at fair value at initial recognition. However, financial liabilities measured at amortized cost are measured at fair value after deducting transaction costs that are directly attributable to the financial liabilities.

**(ii) Subsequent measurement**

After the initial recognition, financial liabilities are measured as follows:

a) Financial liabilities measured at fair value through profit or loss

Financial liabilities are measured at fair value and subsequent changes are recognized in profit or loss.

b) Financial liabilities measured at amortized cost

Financial liabilities are measured at amortized cost using the effective interest method.

**(iii) Derecognition**

A financial liability is derecognized only when the obligation specified in the contract is fulfilled, discharged, cancelled or expires.

**(c) Derivatives**

The Group uses derivatives to hedge foreign currency risk exposures. Such derivatives used by the Group are foreign currency forward contracts. However, the Group does not use derivatives for speculative purpose. Derivatives are initially recognized at fair value and the related transaction costs are recognized as expenses when incurred. Derivatives not qualified for hedge accounting are measured at fair value after initial recognition and the change in fair value is recognized in profit or loss.

**(d) Hedge accounting**

Certain derivatives are designated as hedging instruments in cash flow hedges and if they meet certain hedging criteria, the effective portion of fair value changes of derivatives is recognized in other comprehensive income and is cumulated in accumulated other comprehensive income. At the inception of the designation of hedge, the Group has a formal documentation of the relationship between hedging instruments and hedged items, including risk management objective, strategy for undertaking the hedge and method for assessing whether the hedge effectiveness requirements are met. At the inception of the hedge and on an ongoing basis, the Group assesses whether the Group can forecast if the hedging instrument is effective in offsetting changes in fair value or cash flows of the hedged item attributable to the hedged risk throughout the period for which the hedge is designated.

The other components of equity are reclassified to profit or loss, in the hedged item related account in the consolidated statement of profit or loss, during the same period in which the expected cash flows of hedged item affect profit or loss. If a hedged forecasted transaction subsequently results in the recognition of a non-financial asset or non-financial liability, the cumulative amount previously recognized in other components of equity are reclassified to and included in the initial amount of the cost of the non-financial asset or the non-financial liability. In the changes in the fair value of derivatives, the portion of hedging ineffectiveness is immediately recognized in profit or loss.

Hedge accounting is discontinued when the Group revokes the designation of hedge, when the hedging instrument expires or is sold, terminated or executed or when the hedge no longer meets the criteria for hedge accounting.

**④ Accounting for significant provisions**

Provisions are recognized when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation. The discount rate is generally a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

**(a) Reserve for sales returns**

Reserve for sales returns is provided based on the estimated amount of sales return of products and goods. The future outflow of economic benefits is expected to be incurred within one year from the end of each reporting period.

**(b) Reserve for sales rebates**

Reserve for sales rebates is provided based on the estimated amount to be paid for sales rebates related to public programs, wholesales and other contacts. The future outflow of economic benefits is expected to be incurred within one year from the end of each reporting period.

**⑤ Post-employment benefits**

The Group has both defined benefit plans and defined contribution plans as employee post-retirement benefits.

**(a) Defined benefit plan**

The present value of the defined benefit obligations arising from a defined benefit plan and the related current service cost and past service cost are measured by using the projected unit credit method by each plan. The discount rates are determined by reference to market yields at the fiscal year-end on high quality corporate bonds for the corresponding periods in which the retirement benefits are to be paid. The amount of the net defined benefit liability (asset) is calculated by deducting the fair value of plan assets from the present value of the defined benefit obligation. Service cost and net interest on the net defined benefit liability (asset) are recognized as post-retirement benefit expense in profit or loss. Remeasurement of the net defined benefit liability (asset) are recognized in other comprehensive income and immediately reclassified to retained earnings in the period in which they occur.

**(b) Defined contribution plan**

The expense related to post-retirement arising from a defined contribution plan is recognized as post-retirement benefit expense in profit or loss in the period which the employee renders service to the Group.

**⑥ Revenue recognition**

The Group's revenue mainly consists of revenue from sales of products such as pharmaceuticals for medical treatments (sales of products), revenue from lump sum payments received arising from technology licensing-out agreements, milestone income and royalty income (revenue arising from intellectual property rights). The revenue recognition policies for each type of revenue are as follows.

**(a) Sales of products**

For sales of products, the performance obligation is judged to have been satisfied and revenue is recognized upon delivery of the products, because the customer obtains control over the products upon delivery. Revenue is measured at the consideration promised in a contract with a customer, less product returns, discounts and rebates, to the extent that it is highly probable that a significant reversal will not occur.

**(b) Revenue arising from intellectual property rights**

Lump sum payments received arising from agreements are recognized as revenue, after signing



the technology licensing-out agreements and at a point in time that the development and marketing rights are granted to the third party.

Milestone income is recognized as revenue at a point in time of the achievement of a milestone defined in an agreement.

Royalty income is a consideration on the technology licensing-out agreement that is calculated based on the revenue of counterparty. It is recognized as revenue at the later of either when the revenue of counterparty is recognized or when the performance obligation is satisfied.

The Group's trade receivables are generally collected in one to three months after recognizing revenue on satisfying of performance obligations. In addition, the consideration for performance obligations does not include a significant financing component.

**⑦ Standards applicable to the translation of significant foreign currency-denominated assets and liabilities into Japanese Yen**

**(a) Foreign currency transactions**

Foreign currency transactions are translated into the functional currency at the spot exchange rate at the date of transactions or at the foreign exchange rate that approximates the spot exchange rate at the date of the translation.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency using the exchange rate at the reporting date. Non-monetary assets and liabilities measured at fair value that are denominated in foreign currency are translated into the functional currency at the exchange rates prevailing at the date when the fair value was measured.

Exchange differences arising from foreign currency translations and settlements are recognized in the profit or loss. However, exchange differences arising from financial assets measured at fair value through other comprehensive income and the effective portion of cash flow hedges are recognized in other comprehensive income.

**(b) Foreign operations**

The assets and liabilities (including any goodwill arising on the acquisition and fair value adjustments) of the Group's foreign operations are translated into Japanese yen at the spot exchange rate at the reporting date. Income and expenses are translated into Japanese yen at the average exchange rate for the period except for the case that the exchange rate fluctuates significantly.

Exchange differences arising from translation of financial statements of the foreign operations are recognized in other comprehensive income. The cumulative amount of such exchange differences is recognized as other components of equity in the consolidated statements of financial position. On the disposal of a foreign operation, the cumulative amount of the exchange differences relating to the foreign operation is reclassified to profit or loss during the period in which the foreign operation is disposed.

## 2. Notes to the accounting estimates

The amounts recognized in the consolidated financial statements based on the accounting estimates that would significantly affect the consolidated financial statements for the year ending March 31, 2024 are as follows:

### (1) Goodwill and Intangible assets

- ① The amounts recognized in consolidated financial statements for the year ended March 31, 2023 of goodwill and intangible assets were 209,415 million yen and 329,314 million yen, respectively.
- ② Other information that enables the users of the consolidated financial statements to understand the accounting estimates

Fair value less costs of disposal in impairment test for goodwill and intangible assets is determined by the present value of estimated future cash flows by using a discount rate which is a weighted average cost of capital, etc. set for each cash generating unit. The future cash flows are estimated under many assumptions such as the planned launch schedules, the probability of success of R&D activities, revenue forecasts and plans including selling prices of products and developed products, and forecasts of fixed costs, etc. These assumptions and discount rates may be affected by uncertain future events and could have a material impact on the amounts of goodwill and intangible assets in the consolidated financial statements for the year ending March 31, 2024.

### (2) Provisions

- ① The amount of provisions recognized in the consolidated financial statements for the year ended March 31, 2023 was 119,083 million yen.
- ② Other information that enables the users of the consolidated financial statements to understand the accounting estimates

Provisions are measured based on the best estimation on the timing of settlement of the future obligations as well as cash flows estimated to be required to settle obligations at the end of the reporting period. Especially, future sales volume and rebate rate used in the estimation of reserve for sales rebates for products which are sold in the United States may be affected by uncertain future events, and could have a material impact on the amounts of provisions in the consolidated financial statements for the year ending March 31, 2024.

### (3) Recoverability of deferred tax assets

- ① The amounts of deferred tax assets and deferred tax liabilities recognized in the consolidated financial statements for the year ended March 31, 2023 were 10,845 and 36,505 million yen, respectively.
- ② Other information that enables the users of the consolidated financial statements to understand the accounting estimates

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against deductible temporary differences that can be used. The assessment of recoverability of deferred tax assets is under the assumptions of estimated taxable profits of each year in the future based on the Group's business plan. Such estimated future taxable profits may be affected by uncertain future events and could have a material impact on the amounts of deferred tax assets in the consolidated financial statements for the year ending March 31, 2024.

### 3. Notes to consolidated statement of financial position

#### (1) Assets pledged as collateral and secured liabilities

62 million yen of pledged assets as collateral for lease contracts are included in “Other financial assets” under Current assets.

#### (2) Accumulated depreciation and accumulated impairment losses of property, plant and equipment

130,474 million yen

#### (3) Guaranteed obligations

16 million yen

The amounts of housing funds borrowed by employees from financial institutions have been guaranteed by the Company.

### 4. Notes to consolidated statement of changes in equity

#### (1) Type and total number of issued shares as of the current year end

Ordinary share 397,900,154 shares

#### (2) Dividends

##### ① Dividend payment amounts

Resolution	Type of share	Total dividend amount	Dividend amount per share	Declaration date	Effective date of distribution
June 23, 2022 Annual shareholders meeting	Ordinary share	5,562 million yen	14.00 yen	March 31, 2022	June 24, 2022
October 31, 2022 Meeting of the Board of Directors	Ordinary share	5,562 million yen	14.00 yen	September 30, 2022	December 1, 2022

##### ② Dividends for which the declaration date belonged to the current consolidated fiscal year and for which the effective date of distribution falls in the following consolidated fiscal year

Resolution schedule	Type of share	Total dividend amount	Source of funds for dividend distribution	Dividend amount per share	Declaration date	Effective date of distribution
June 27, 2023 Annual shareholders meeting	Ordinary share	2,781 million yen	Retained earnings	7.00 yen	March 31, 2023	June 28, 2023

## **5. Notes to financial instruments**

### **(1) Matters pertaining to financial instruments**

#### **① Overview of financial risk management**

In order to reduce the financial risks (such as credit risk, liquidity risk, market risk and etc.) arising from business operations, the Group performs risk management. Derivatives are used to mitigate part of such risks and are not used for speculative purposes.

#### **② Credit risk**

Credit risk is the risk of financial loss to the Group if a customer or a counterparty of financial instrument fails to meet its contractual obligations. It mainly arises from the debtors, such as trade receivables due from the Group's customers.

As for the customers' credit risk arising from trade receivables and etc., the Group monitors the status of overdue balances, reviews outstanding balances of each customer according to the Group's internal credit management policies and assesses the credibility of major customers on a regular basis in order to reduce credit risks.

#### **③ Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Group manages the liquidity risk by preparing monthly funding plan by each company and etc.

#### **④ Market risk**

Market risk is the risk that changes in market prices-such as foreign exchange rates, interest rates, and equity prices - will affect the Group's income or the value of its holdings of financial instruments. The Group implements certain measures for each kind of risks.

## (2) Fair value of financial instruments

The carrying amounts of financial assets and liabilities, and fair values as of March 31, 2023 are as follows:

(Millions of yen)

	Carrying amount on the consolidated statement of financial position	Fair value	Difference
Financial liabilities			
Financial liabilities measured at amortized cost			
Bonds	119,240	111,960	(7,280)
Borrowings	215,476	215,137	(339)
Total	334,716	327,097	(7,619)

(Note)

1. The financial assets and financial liabilities of which carrying amounts approximate their fair values are not included.
2. The fair value of bonds is evaluated based on market price.
3. The fair values of borrowings are calculated based on the present values of the total amount of principle and interests discounted by using an interest rate assuming that would presumably apply if similar borrowings were newly made.

## (3) Breakdown of financial instruments by each level of the fair value hierarchy

For financial instruments measured at fair value, the fair value developed observability of the inputs into the valuation techniques used in measurement are categorized within the following three levels.

Level 1: Fair value measured at quoted prices in active markets for identical assets or liabilities.

Level 2: Fair value measured using inputs other than quoted price included in Level 1 that are observable price for the assets or liabilities, either directly or indirectly.

Level 3: Fair value measured using inputs that are not based on observable market data.

① **Financial instruments at fair value**

The fair value hierarchy of financial instruments at fair value is as follows:

(Millions of yen)

	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through profit or loss				
Investment securities, etc.	820	—	—	820
Financial assets measured at fair value through other comprehensive income				
Investment securities, etc.	108,963	—	22,198	131,161
Bonds	—	3,040	—	3,040
<b>Total</b>	<b>109,783</b>	<b>3,040</b>	<b>22,198</b>	<b>135,021</b>
Financial liabilities measured at fair value through profit or loss				
Contingent consideration	—	—	1,482	1,482
Other	822	—	—	822
<b>Total</b>	<b>822</b>	<b>—</b>	<b>1,482</b>	<b>2,304</b>

The financial assets classified as Level 1 of fair value hierarchy mainly consist of listed securities. Level 1 inputs are defined as observable inputs including quoted prices in active markets for identical assets or liabilities.

The financial assets classified as Level 3 of fair value hierarchy mainly consist of unlisted securities and their fair values are mainly calculated by valuation techniques based on the net asset value.

The financial liabilities classified as Level 3 of fair value hierarchy mainly consist of contingent consideration arising from business combination. Contingent consideration is determined by development milestones for which payment will be required upon achievement of the development progress in a specific development product, and commercial milestones for which payment will be required based on revenue earned since commencement of sales, etc. The fair value of the contingent consideration is measured by taking account of possibility of achievement of milestones and time value of money.

② **Financial instruments at amortized cost**

The fair value hierarchy of main financial instruments measured at amortized cost is as follows:

(a) Bonds

The fair value of bonds is measured at market prices for the same debt in inactive markets at the reporting date. The fair value hierarchy of bonds is Level 2.

(b) Borrowings

The fair value of the borrowings is measured at the present value of remaining principal and interest discounted using an interest rate that would be used for new borrowings with similar terms. The fair value hierarchy of borrowings is Level 3.

## 6. Revenue Recognition

### (1) Disaggregation of revenue

The Group disaggregates revenue by type of goods and services. The relationship between disaggregated revenue and the reportable segments are as follows:

(Millions of yen)

	Reportable segment					Other business (Note1)	Total	Including revenue from contracts with customers	Including revenue from other sources (Note 2)
	Pharmaceutical business								
	Japan	North America	China	Overseas Other	Subtotal				
Sales of goods	123,879	300,506	38,984	10,243	473,612	44,821	518,433	518,433	—
Revenue arising from intellectual property rights	124	8,497	—	6,509	15,130	1	15,131	15,131	—
Other	2,103	19,464	413	—	21,980	—	21,980	2,557	19,423
Total	<b>126,106</b>	<b>328,467</b>	<b>39,397</b>	<b>16,752</b>	<b>510,722</b>	<b>44,822</b>	<b>555,544</b>	<b>536,121</b>	<b>19,423</b>

(Notes)

1. The “Other business” category incorporates operations not included in reportable segments, including food ingredients, food additives, chemical product materials, veterinary drugs and other products.
2. Revenue from other sources is sales revenue from contracts with joint partners in which the counterparty is not deemed as a customer.

### (2) Information for understanding the revenue recognized or to be recognized in current and subsequent reporting periods

Contract balances arising from contracts with customers as of March 31, 2023 are as follows:

(Millions of yen)

Receivables from contracts with customers	
Accounts receivable and notes receivable	86,405
Contract assets	—
Contract liabilities	657

Receivables from contracts with customers and contract assets were included in “Trade and other receivable” and contract liabilities were included in “Other non-current liabilities”.

Contract assets are the right to receive consideration for goods or services transferred under a contract for the sale of particular products. When these rights become unconditional, the Group reclassifies contract assets to trade receivables.

Contract liabilities are the consideration of lump sum payments received arising from agreements related to some technology licensing-out agreements for which the performance obligation has not yet satisfied. Such consideration is recognized as revenue at the point of time when the performance obligations related to these technology licensing-out agreements are satisfied.

Among revenue recognized during the year ended March 31, 2023, none was included in contract liability balance at the beginning of the fiscal year ended March 31, 2023. Also, there are no significant amounts of revenue recognized during the year ended March 31, 2023 from performance obligations satisfied (or partially satisfied) in the prior fiscal years.

### **(3) Transaction price allocated to the remaining performance obligations**

As there are no transactions with expected revenue recognition period over one year, information related to remaining performance obligations are not disclosed. Also, there are no significant amounts in consideration from contracts with customers that are not included in transaction prices.

### **7. Notes to per share information**

(1) Equity per share attributable to owners of the parent	1,023.80 yen
(2) Basic earnings per share (loss)	(187.55 yen)

### **8. Others**

#### **(Impairment losses)**

Impairment losses amounting to 88,167 million yen recognized for the year ended March 31, 2023 were recorded in Cost of sales, Selling, general and administrative expenses, and Research and development expenses in the Consolidated Statement of Profit or Loss amounting to 4,378 million yen, 59,126 million yen and 24,663 million yen, respectively.

The impairment losses mainly consist of 80,066 million yen of impairment losses on intangible assets and 3,523 million yen of impairment losses on goodwill.

Impairment losses on intangible assets were mainly impairment losses of North America segment of the pharmaceutical business, including patent rights associated with KYNMOBI® (OFF episodes associated with Parkinson's disease) amounting to 55,369 million yen and software amounting to 63 million yen, patent rights associated with LONHALA® MAGNAIR® (therapeutic agent for COPD) amounting to 3,494 million yen and in-process research and development related to TP-0903, which was being developed targeting acute myeloid leukemia (AML), amounting to 20,598 million yen.

As the profitability of patent rights and software associated with KYNMOBI®, and patent rights associated with LONHALA® MAGNAIR® is no longer expected and in-process research and development of TP-0903 has been discontinued and its profitability is no longer expected as well, the carrying amount of these assets is reduced to zero.

The recoverable amount of the cash-generating unit ("CGU") of oncology area in North America



segment of the pharmaceutical business was less than the carrying amount of the CGU including goodwill. Therefore, impairment loss on goodwill amounting to 3,523 million yen was recorded in research and development expenses of the Consolidated Statement of Profit or Loss.

Impairment losses on goodwill are recognized when recoverable amount is less than carrying amount, and the carrying amount of goodwill is reduced to the extent of the recoverable amount. The recoverable amount is determined by fair value less costs of disposal that was measured based on business plan approved at management meeting. Fair value less costs of disposal is determined by the present value of estimated future cash flows based on the past experience and external information, using assumptions such as the planned launch schedules, the probability of success of R&D activities, revenue forecasts and plans including selling prices of products and developed products, and forecasts of fixed costs.

The discount rate used in the impairment test for goodwill is based on the weighted average cost of capital, etc. set by each CGU. The pre-tax discount rate used in the impairment test of goodwill was 20.5%.

(Other income)

The details of other income are as follows:

	(Millions of yen)
	Year ended March 31, 2023
Other income	
Gain on sales of intangible assets	11,979
Gain on business transfers	12,656
Gain on sales of shares of affiliates	24,735
Others	3,886
Total	53,256

**Non-consolidated Statement of Changes in Equity**

(April 1, 2022 to March 31, 2023)

(millions of yen)

	Shareholders' equity								
	Share capital	Capital surplus			Legal retained earnings	Retained earnings			Total retained earnings
		Legal capital surplus	Other capital surplus	Total capital surplus		Other retained earnings			
					Reserve for advanced depreciation of non-current assets	General reserve	Retained earnings carried forward		
Balance at April 1, 2022	22,400	15,860	1	15,861	5,288	1,180	275,510	510,447	792,425
Changes during the fiscal year									
Cash dividends								(11,124)	(11,124)
Reserve for advanced depreciation of non-current assets						(71)		71	—
Net profit (loss)								(182,960)	(182,960)
Purchase of treasury shares									
Changes in items other than shareholders' equity (net)									
Total changes during the fiscal year	—	—	—	—	—	(71)	—	(194,013)	(194,084)
Balance at March 31, 2023	22,400	15,860	1	15,861	5,288	1,109	275,510	316,434	598,341

	Shareholders' equity		Valuation, translation adjustments and others		Total net assets
	Treasury shares	Total shareholders equity	Unrealized gains on available-for-sale securities, net of tax	Total valuation, translation adjustments and others	
Balance at April 1, 2022	(681)	830,005	20,378	20,378	850,383
Changes during the fiscal year					
Cash dividends		(11,124)			(11,124)
Reserve for advanced depreciation of non-current assets		—			—
Net profit (loss)		(182,960)			(182,960)
Purchase of treasury shares	(1)	(1)			(1)
Changes in items other than shareholders' equity (net)			19,022	19,022	19,022
Total changes during the fiscal year	(1)	(194,085)	19,022	19,022	(175,063)
Balance at March 31, 2023	(682)	635,920	39,400	39,400	675,320

(Note) All amounts are rounded to the nearest million yen

## Notes to Non-Consolidated Financial Statements

### 1. Summary of significant accounting policies for non-consolidated financial statements

#### (1) Valuation of securities

Shares held in subsidiaries and affiliates	Moving-average cost method
Available-for-sale securities	
Other than those without market prices	Market value method (All valuation gains or losses are treated as a component of net assets, with the cost of securities sold calculated using the moving-average method.)
Those without market prices	Moving-average cost method

#### (2) Valuation of inventories

Weighted average cost method (Book values are calculated using the lower of cost or net realizable value.)

#### (3) Depreciation and amortization of fixed assets

##### ① Property, plant and equipment

Straight-line method

The estimated useful life of each asset is as follows:

Buildings and structures 3 - 60 years

Machinery and equipment and vehicles 2 - 17 years

Tools, furniture and fixtures 2 - 20 years

##### ② Intangible assets

Straight-line method

Intangible assets are amortized using the straight-line method over their estimated useful life.

#### (4) Accounting for allowances/reserves

##### ① Allowance for doubtful receivables

In order to provide for losses arising from uncollectable receivables and other bad debts, we review the loan loss ratio of general claims and collectability on an individual basis of particular loans, such as those with a higher probability of default, and accrue provisions for the amounts that we estimate will be uncollectible.

##### ② Reserve for bonuses

In order to provide for the payment of employee bonuses, the amounts that we estimate will be paid are accrued.

##### ③ Provision for retirement benefit

In order to provide for the retirement benefits of employees, amounts are accrued based on the projected benefit obligations and estimated value of pension assets as of the end of the reporting period.

###### (i) Method of attributing expected retirement benefits to period;

In calculating retirement benefit obligations, the benefit formula method is used for attributing expected retirement benefits to the period through March 31, 2023.

###### (ii) Method of expenses for actuarial differences and past service costs;

Unrecognized past service costs are treated as an expense and recognized using the straight-line method, based on the average number of remaining service years of employees when incurred (fourteen years).

Unrecognized actuarial gains and losses are treated as an expense and recognized from the following consolidated fiscal year using the straight-line method based on the average number of remaining service years of employees when incurred (fourteen years).

#### (5) Recognition of revenue and expenses

The Company's revenue mainly consists of revenue from sales of products such as pharmaceuticals for medical treatments (sales of products), revenue from lump sum payments received arising from technology licensing-out agreements, milestone income and royalty income (revenue arising from intellectual property rights).

##### ① Sales of products

For sales of products, the performance obligation is judged to have been satisfied and revenue is recognized upon delivery of the products, because the customer obtains control over the products upon delivery. Revenue is measured at the consideration promised in a contract with a customer, less product returns, discounts and rebates, to the extent that it is highly probable that a significant reversal will not occur.

##### ② Revenue arising from intellectual property rights

Lump sum payments received arising from agreements are recognized as revenue, after signing the technology licensing-out agreements and at a point in time that the development and marketing rights are granted to the third party.

Milestone income is recognized as revenue at a point in time of the achievement of a milestone defined in an agreement.

Royalty income is a consideration on the technology licensing-out agreement that is calculated based on the revenue of counterparty. It is recognized as revenue at the later of either when the revenue of counterparty is recognized or when the performance obligation is satisfied.

③ Other revenue

Other revenue includes revenue from co-promotion fees under co-promotion agreements which is comprised of consideration in exchange for providing promotion services and calculated based on the revenue of counterparty. Revenue is recognized at the later of either when revenue is recognized by the counterparty or when the performance obligation is satisfied.

**(6) Significant hedge accounting methods**

① Hedge accounting method

The Company uses the deferred hedge accounting method. Foreign exchange forward contracts are accounted for by recognizing gains and losses on foreign monetary rights or obligations, preset price, when the contracts conditions are satisfied.

② Hedging instruments and hedged items

Hedging instruments	Foreign exchange forward contracts
Hedged items	Monetary assets and liabilities denominated in foreign currencies and monetary assets and liabilities specifically related to anticipated transactions, denominated in foreign currencies, which are covered by an agreement.

③ Hedging policy

Foreign exchange forward contracts are conducted pursuant to internal rules and regulations in order to hedge foreign currency risks.

④ Method of evaluating the effectiveness of hedges

The effectiveness has been evaluated by comparing the accumulated changes in market value of hedged items with the accumulated changes in market value of hedging instruments. With regard to foreign exchange forward contracts, the effectiveness of such contracts has not been evaluated as important conditions for hedged items and hedging instruments are the same.

**2. Notes to significant accounting estimates**

The recorded amount in the financial statements based on the accounting estimates that would significantly affect the financial statements for the year ending March 31, 2024 are as follows:

**(1) Investment in affiliates**

① The amount recognized in the financial statements for the year ended March 31, 2023 was 559,825 million yen.

② Other information that enables the users of the financial statements to understand the accounting estimates

Shares without market prices such as investment in unlisted affiliates are measured at value reflecting excess earning power of such share issuance companies as the real value. When the real value has declined significantly, loss on valuation of shares would be recognized unless the recoverability of such decline can be supported by sufficient evidence.

In case that impairment losses occur in goodwill and intangible assets, it would impact the calculation of the real value reflecting excess earning power and could have a material impact on the amount of shares in the financial statements for the year ending March 31, 2024.

Footnotes related to accounting estimates on goodwill and intangible assets are stated in Notes to Consolidated Financial Statements, 2. Notes to accounting estimates, (1) Goodwill and Intangible Assets.

**(2) Recoverability of deferred tax assets**

① The amount of deferred tax liabilities, net recognized in the financial statements for the year ended March 31, 2023 was 1,585 million yen.

② Other information that enables the users of the financial statements to understand the accounting estimates

This footnote is omitted because the same information is disclosed in Notes to Consolidated Financial Statements.

**3. Notes to the non-consolidated statement of financial position**

**(1) Accumulated depreciation of tangible fixed assets** 105,891 million yen  
Accumulated depreciation of tangible fixed assets includes accumulated impairment losses.

**(2) Guaranteed obligations**

The amounts of housing funds borrowed by employees from  
financial institutions have been guaranteed by the Company 16 million yen  
The amounts of rent payments of affiliates 2,209 million yen

Guaranteed obligation denominated in foreign currencies is translated into  
Japanese yen at the exchange rate of the reporting period date.

**(3) Monetary claims and liabilities to affiliated companies**

Short-term monetary claims 68,518 million yen  
Short-term monetary liabilities 9,030 million yen  
Long-term monetary claims 162,812 million yen

**4. Notes pertaining to the non-consolidated statement of profit or loss**

Amounts of transactions with affiliated companies

Transaction amounts based on operating transactions  
Net sales 101,606 million yen  
Amount of goods purchased 13,761 million yen  
Other operating transactions 14,374 million yen  
Non-operating transactions 26,109 million yen

## 5. Notes to deferred tax accounting

### (1) Breakdown of deferred tax assets and deferred tax liabilities by main causes of occurrence

Deferred tax assets	
Reserve for bonuses	1,394 million yen
Allowance for doubtful accounts	2,686 million yen
Accrued enterprise taxes	1,412 million yen
Liabilities for retirement benefits	3,409 million yen
Loss on valuation of investment securities	642 million yen
Research and development costs	7,185 million yen
Inventories	1,904 million yen
Stocks of subsidiaries and affiliates	84,267 million yen
Others	<u>4,824 million yen</u>
Subtotal of deferred tax assets	107,723 million yen
Valuation allowance	<u>(90,886 million yen)</u>
Total deferred tax assets	16,837 million yen
Deferred tax liabilities	
Unrealized gains (losses) on available-for-sale securities	(17,336 million yen)
Prepaid pension cost	(193 million yen)
Reserve for advanced depreciation of fixed assets	(488 million yen)
Refund of capital surplus of a subsidiaries	<u>(405 million yen)</u>
Total deferred tax liabilities	<u>(18,422 million yen)</u>
Net amount of deferred tax liabilities	<u>(1,585 million yen)</u>

### (2) Reconciliation of effective tax rate

Statutory tax rate	30.6%
(Adjustments)	
Entertainment expenses and other items that are excluded from deductible expenses	(0.1%)
Dividend income and other items that are excluded from taxable income	2.7%
R&D tax credit	1.2%
Residence tax on per-capita basis	(0.1%)
Changes in valuation allowance	(61.2%)
Others	<u>0.2%</u>
Actual effective tax rate	<u>(26.6%)</u>

## 6. Notes to transactions with related parties

### (1) Parent company and main corporate shareholders

Type	Name of company	Ratio of voting rights (or ownership)	Relationship with related party	Description of transaction(s)	Amount of transaction(s)	Item	End-of-term balance
Parent company	Sumitomo Chemical Co., Ltd.	Direct ownership: 51.78%	<ul style="list-style-type: none"> <li>• Supplier of raw materials</li> <li>• Leasing land, etc.</li> <li>• Purchasing plant utilities, etc.</li> <li>• Lending funds</li> </ul>	Lending Funds	(15,684) million yen	Short-term loans to affiliates	10,000 million yen

Transaction terms and policies for determining transaction terms, etc.

Note: With respect to the lending of funds, a reasonable rate of interest is determined, by considering the market rate of interest.

### (2) Subsidiaries

Type	Name of company	Ratio of voting rights (or ownership)	Relationship with related party	Description of transaction(s)	Amount of transaction(s)	Item	End-of-term balance
Subsidiary	Sumitomo Pharma America Holdings, Inc.	Direct ownership: 100%	<ul style="list-style-type: none"> <li>• Lending and collection of funds</li> </ul>	Lending Funds (Note 1)	(65,703) million yen	—	—
Subsidiary	Sunovion Pharmaceuticals Inc.	Indirect ownership: 100%	<ul style="list-style-type: none"> <li>• Supplier of intermediate products</li> <li>• Commission of development</li> </ul>	Supplier of intermediate products, etc. (Note 2)	72,843 million yen	Accounts receivable	39,205 million yen
Subsidiary	Sumitovant Biopharma Ltd.	Direct ownership: 100%	<ul style="list-style-type: none"> <li>• Capital increases</li> <li>• Lending funds</li> </ul>	Underwriting of capital increases (Note 3) Lending Funds (Note 1)	251,980 million yen 43,279 million yen	Long-term loans to affiliates	114,911 million yen
Subsidiary	Myovant Sciences Ltd.	Indirect ownership: 100%	<ul style="list-style-type: none"> <li>• Lending funds</li> </ul>	Lending Funds (Note 1)	—	Long-term loans to affiliates	47,901 million yen

Transaction terms and policies for determining transaction terms, etc.

Notes: 1. With respect to the lending of funds, a reasonable rate of interest is determined, by considering the market rate of interest.

2. Prices of intermediate products are determined based on discussions between the two parties with reference to market prices.

3. All the amount of the capital increases in the subsidiary was underwritten by the Company.

## 7. Notes to Non-Consolidated Statement of Changes in Net Assets

Type and total number of Company's shares (treasury shares) as of the end of the current fiscal year  
Ordinary share 608,365 shares

**8. Notes to revenue recognition**

Basic information for understanding revenue arising from contract with customers

Basic information for understanding revenue arising from contract with customers is omitted because the relevant information is disclosed in Notes to Consolidated Financial Statements, 6. Notes to revenue recognition.

**9. Notes to per share information**

(1) Net assets per share 1,699.81 yen

(2) Net profit (loss) per share (460.52 yen)

**10. Others**

In considering the necessity of a valuation loss on the investment in Sumitomo Pharma America Holdings, Inc. (hereafter referred to as SMPA), the Company measures at value reflecting excess earning power of the North American segment of the pharmaceutical business operated by SMPA.

The Company determined that there was a significant decline in the real value of shares issued by SMPA, and loss on valuation of shares of affiliates amounting to 275,519 million yen was recorded in extraordinary losses in the Non-consolidated Statement of Profit or Loss.

In addition, as a result of examining the collectability of the receivables against SMPA based on the relevant real value, provision of allowance for doubtful accounts of affiliates amounting 8,785 million yen was recorded in extraordinary losses in the Non-consolidated Statement of Profit or Loss.