

June 6, 2024

To Whom It May Concern,

Rohto Pharmaceutical Co., Ltd.

President: Masashi Sugimoto

(Code number: 4527, Tokyo Stock Exchange Prime Market)

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## **Acquisition of Shares in the Austrian Pharmaceutical Company Mono chem-pharm Produkte GmbH**

Rohto Pharmaceutical Co., Ltd. (Headquarters: Ikuno-ku, Osaka; President: Masashi Sugimoto; hereinafter referred to as "Rohto" or "the Company") has decided to acquire 51% of the shares of the Austrian pharmaceutical company, Mono chem-pharm Produkte GmbH (Headquarters: Vienna, Austria; hereinafter referred to as "Mono") from MONDPICHLER-NOORDUNG-PRIVATSTIFTUNG (Headquarters: Vienna, Austria; hereinafter referred to as "MNP"), and we have concluded a share purchase and investment agreement as of yesterday (Central European Summer Time). We hereby announce this acquisition (hereinafter referred to as the "Share Acquisition").

### **1. Method and Reason for the Share Acquisition**

The Share Acquisition shall be carried out through a special purpose company (hereinafter referred to as "SPC") jointly invested by Rohto (including its group companies) and MNP. The total amount for acquiring 51% of Mono's shares is approximately EUR 30 million (approximately JPY 5.1 billion at EUR 1 = JPY 170). Rohto shall inject through SPC a capital amount of EUR 29 million into Mono for acquiring 49.3% of shares and will acquire an additional 1.7% shares from MNP for EUR 1 million.

With the Share Acquisition, SPC will acquire 100% of Mono's share, and the indirect shareholding ratio of Mono is expected to be 51% for Rohto and 49% for MNP.

Mono owns 100% of the shares of Sigmapharm Arzneimittel GmbH (Headquarters: Vienna, Austria; hereinafter referred to as "Sigmapharm"), which operates the wholesale and sales business of pharmaceuticals and medical devices. Both companies operate their businesses in collaboration as group companies.

Sigmapharm was founded in 1949 by Professor Pichler and has been manufacturing, selling, and exporting ophthalmic pharmaceuticals and medical devices, as well as otorhinolaryngology drugs, primarily in Austria. In 2000, the manufacturing division was spun

Rohto Pharmaceutical Co., Ltd.

off as Mono, forming a group company that handles everything from pharmaceutical and medical device manufacturing to wholesale and sales. In 2020, Mono established a new factory in Hornstein, a suburb of Vienna, with the capacity to produce high-quality products in compliance with the latest European pharmaceutical and medical device regulations.

Rohto aims to deliver "health" to people around the world through its products and services, thereby leading all individuals and society surrounding the company to "Well-being" as its purpose. In Rohto Group Management Vision 2030, we aim to further expand and strengthen our core businesses in over-the-counter (OTC) pharmaceuticals, skincare, and food.

The Europe region accounts for only 5.1% (as of FY 2023) of the company's total consolidated sales, it is essential for Rohto to provide more diverse ophthalmic product range of over-the-counter pharmaceuticals and medical devices to the high-potential European market to expand the business further. The eye care segment accounts for 19.7% (as of FY 2023) of the company's total consolidated sales, but the sales in Europe are still small with an ample room for growth. Establishing a local manufacturing base shall enable Rohto to swiftly expand its business by providing new value-added product ranges.

Additionally, since March 2024 through Sigmapharm, Rohto has started selling Rohto Dry Aid eye drops in Austria. This investment will certainly deepen the cooperative relationship between Rohto and Mono.

By combining Mono's high-quality production capabilities with Rohto's research, technology development, and product brand strength, we aim to create innovative businesses and expand our eye care business in Europe by leveraging our manufacturing and sales base in the heart of Europe.

## **2. Details of SPC for the Share Acquisition**

(1) Name	Rohto Sigmapharm Holding GmbH (Tentative)
(2) Location	Leystraße 129, 1200 Wien, Austria
(3) Representative	Maciej Misztak (Managing Director) (as of the completion of the Share Acquisition)
(4) Business	Holding company
(5) Capital	EUR 20,000 (as of the completion of the Share Acquisition)
(6) Establishment Date	July 2024 (Estimated)
(7) Major Shareholders and Shareholding Ratio	(as of the completion of the Share Acquisition), Rohto Group     51% MNP                49%

### 3. Company Profiles Related to the Share Acquisition (Mono / Sigmapharm)

Mono:

- |                                                                     |                                                                                    |
|---------------------------------------------------------------------|------------------------------------------------------------------------------------|
| (1) Name                                                            | Mono chem-pharm Produkte GmbH                                                      |
| (2) Location                                                        | Leystraße 129, 1200 Wien, Austria                                                  |
| (3) Representative                                                  | Dr. Bernhard Wittmann (Managing Director)                                          |
| (4) Business                                                        | Manufacturing, wholesale, sales, and export of pharmaceuticals and medical devices |
| (5) Capital                                                         | EUR 36,500 (as of December 2023)                                                   |
| (6) Establishment Year                                              | 1999                                                                               |
| (7) Major Shareholders and Shareholding Ratio (as of December 2023) | MONDPICHLER-NOORDUNG-PRIVATSTIFTUNG(MNP) 100%                                      |
| (8) Relationship with the Company                                   |                                                                                    |
| Capital Relationship                                                | None                                                                               |
| Personnel Relationship                                              | None                                                                               |
| Business Relationship                                               | None                                                                               |
| Status as Related Party                                             | None                                                                               |
| (9) Web site                                                        | <a href="https://mono.co.at/en/">https://mono.co.at/en/</a>                        |

Sigmapharm:

- |                                                                     |                                                                           |
|---------------------------------------------------------------------|---------------------------------------------------------------------------|
| (1) Name                                                            | Sigmapharm Arzneimittel GmbH                                              |
| (2) Location                                                        | Leystraße 129, 1200 Wien, Austria                                         |
| (3) Representatives                                                 | Dr. Bernhard Wittmann (Managing Director)<br>Mag. Gabriele Horwath-Berrer |
| (4) Business                                                        | Wholesale, sales, and export of drugs and medical devices                 |
| (5) Capital                                                         | EUR 144,000                                                               |
| (6) Establishment Year                                              | 1949                                                                      |
| (7) Major Shareholders and Shareholding Ratio (as of December 2023) | Mono chem-pharm Produkte GmbH (Mono) 100%                                 |
| (8) Relationship with the Company                                   |                                                                           |
| Capital Relationship                                                | None                                                                      |
| Personnel Relationship                                              | None                                                                      |
| Business Relationship                                               | None                                                                      |
| Status as Related Party                                             | None                                                                      |
| (9) Web site                                                        | <a href="https://sigmapharm.at/en/">https://sigmapharm.at/en/</a>         |

Recent Consolidated Business Performance and Financial Condition of Mono for the Past Three Years (in thousands of EUR)

< Rounded to the nearest whole number in accordance with the local financial statements >

Fiscal Period	Fiscal Year Ending December 2023	Fiscal Year Ending December 2022	Fiscal Year Ending December 2021
Net Assets (thousand EUR)	11,419	11,229	9,984
Total Assets (thousand EUR)	40,803	38,650	37,674
Net Sales (thousand EUR)	33,270	32,282	27,024
Operating Income (thousand EUR)	1,170	1,913	(678)
Ordinary Income* (thousand EUR)	190	1,490	(1,041)
Net Income (thousand EUR)	184	1,331	(1,444)

(\* Profit before income tax)

Note: In addition to Sigmapharm, Mono also consolidates SigmaMono Liegenschaftsverwaltung GmbH, an asset management company

#### 4. Details of the Acquisition Target (MNP)

- (1) Name MONDPICHLER-NOORDUNG-PRIVATSTIFTUNG
- (2) Location Mohsgasse 1/1.2, 1030 Wien, Austria
- (3) Representatives Florian Heiserer, Alexander Grohmann, Ferdinand Pillhofer (Executive Board Members)
- (4) Business Asset management foundation
- (5) Capital Approximately EUR 1.8 million
- (6) Establishment Date February 25, 1999
- (7) Net Assets Approximately EUR 3.0 million
- (8) Total Assets Approximately EUR 3.1 million
- (9) Major Shareholders and Shareholding Ratio None (No shareholders)
- (10) Relationship with the Company
  - Capital Relationship None
  - Personnel Relationship None
  - Business Relationship None
  - Status as Related Party None

#### 5. Number of Shares, Acquisition Value, and Ownership Ratio before and after the Share Acquisition

- (1) SPC's ownership of Mono's Shares before the Share Acquisition

100% with 100% voting rights

(2) Rohto's ownership of Mono's share before the Share Acquisition

0% with no voting rights

(3) Rohto's ownership of Mono's share after the Share Acquisition

51% with 51% voting rights

(4) Estimated Acquisition Value

EUR 30 million (approximately JPY 5.1 billion at EUR 1 = JPY 170)

## 6. Schedule

(1) Board Resolution Date: June 5, 2024

(2) Share Transfer and Investment Agreement Date: June 5, 2024 (Central European Summer Time)

(3) Share Transfer Execution Date: End of July, 2024 (Estimated)

## 7. Future Outlook

We will promptly disclose the results of the Share Acquisition as soon as it is executed.

It is expected that goodwill will be recognized once the Share Acquisition is completed.

However the impact on the Company's consolidated financial statements is estimated to be insignificant, as EUR 29 million of the total acquisition value will be injected as capital to Mono through SPC.

Sincerely,



Rohto Pharmaceutical Co., Ltd.

